

SPECIAL POWER OF ATTORNEY¹
for the representation of juridical persons
in the Ordinary and Extraordinary General Meetings of the
Shareholders

The company _____ registered with the Trade Registry under no _____ with the sole identification number _____ having its registered offices in _____ legally represented by Mr/Mrs (*name of the representative*) _____ holder of _____ shares issued by Banca Transilvania S.A., giving it the right to the same number of votes in the General Meeting of Shareholders and accounting for _____% of the share capital and _____% of the total number of the voting rights, hereby, appoints Mr/Mrs. (*name of the representative*) _____ resident in _____ with ID/passport series _____ no. _____ PIN _____ as representative of the company in the General Meeting of Shareholders, ordinary and extraordinary, to be held on **April 28, 2021** hours 14,00 respectively hours 15,00 at Hotel Opera Plaza in Cluj-Napoca, General Traian Mosoiu Street, no. 10-12 or on **April 29, 2021**, hours 14,00, respectively hours 15,00, when a second meeting is to be held in case the first meeting has not been held, to exercise the voting rights for its shares recorded in the Shareholders' Register at the end of the day April 19th, 2021 as follows:

¹ This power of attorney is made in 3 (three) copies, one signed in original is to be sent to the Company's registry, indicated in the convening notice, namely Cluj-Napoca, Calea Dorobanților no. 30-36, Cluj County, Romania, by the date of **23 April 2021, 17:00**, in an envelope clearly indicating "For the General Meeting of Shareholders of the 28th/29th of April 2021", under the sanction of losing the voting right by representative in the GSM under the law. The power of attorney may be sent also by e-mail (until the same date mentioned above) by means of document signed with extended electronic signature, according to Law no. 455/2001 regarding electronic signatures – to the e-mail address: actionariat@btrl.ro, with the title "For the General Meeting of Shareholders of the 28th/29th of April 2021". The power of attorney will be accompanied by a copy of the identification document of the legal representative of the company shareholder and by an official document certifying the quality of legal representative mandated to sign the power of attorney. The quality of legal representative is proven through an official document which validates this quality (proof issued by a competent authority, in original or legalized copy, no older than 1 month before the date of the GSM).

For the Ordinary General Meeting:

1. Election of the meeting secretaries and technical secretaries, with the following proposals: Meeting secretaries - Ioana Olanescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.

For Against Abstention

2. Approval of the annual statutory IFRS financial statements for the 2020 financial year, in compliance with NBR's Order No. 27/2010, as subsequently amended, together with the Report of the Board of Directors and the Report of the Independent Auditor.

For Against Abstention

3. Approval of the net profit distribution in the sum of RON 1,197,304,582 as follows: the amount of RON 197,780,334 will be allocated for legal and other reserves and the amount of RON 425,754,277 will be allocated for net profit reserves.

For Against Abstention

4. Discharge of directors for 2020.

For Against Abstention

5. Approval of the revenue and expenditure budget and the investment plan for 2021 (business plan for 2021).

For Against Abstention

6. Establishing the directors' remuneration for 2021, including the maximum cap of additional remunerations (fixed and variable) granted to directors and managers.

For Against Abstention

7. Approval of the remuneration policy regarding the Bank's management body.

For

Against

Abstention

8. Approval of the date of June 11th, 2021 as the registration date and of the ex date – June 10th, 2021, for the identification of the shareholders who will benefit from the results of the Ordinary GMS and to whom the effects of the Ordinary GMS Decisions are applicable.

For

Against

Abstention

9. Approval of the mandates for the Board of Directors and for its individual members to carry out the decisions adopted by the Ordinary General Meeting of Shareholders.

For

Against

Abstention

For the Extraordinary General Meeting:

1. Election of the meeting secretaries and technical secretaries, with the following proposals: Meeting secretaries - Ioana Olanescu, Gabriel Goga; Technical Secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.

For

Against

Abstention

2. Increase of the share capital with the amount of RON 573,769,971 by issuing 573,769,971 new shares, at a nominal value of RON 1/share, establishing a price to compensate for the fractions of shares resulting from applying the algorithm and rounding the results, according to the legal provisions in force and also granting a mandate to the Board of Directors in order to establish a price higher than the approved one (if applicable).

The increase in the share capital will be carried out through the capitalization of reserves from the net profit of the year 2020, in amount of RON 573,769,971, by issuing a number of 573,769,971 shares, with a nominal value of RON 1/share in the benefit of the shareholders registered with the Shareholding Register

held by the Central Depository at the registration date that will be established by the GSM (proposed date September 10th, 2021);

For

Against

Abstention

3. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: up to 35,000,000 shares (0.61% of the total shares included in the share capital) with a nominal value of RON 1/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of RON 3.5 for a period of maximum 18 months as of the publishing date of the EGMS resolution in the Official Gazette of Romania, Part IV, part of a stock option plan with the purpose of implementing a remuneration program and a personnel incentive program for a period of at least 3 years as well as the payment of fixed remuneration, and the granting of a mandate for the Board of Directors for the enforcement of this resolution.

For

Against

Abstention

4. Moving the registered headquarters of Banca Transilvania to Cluj-Napoca, Calea Dorobantilor no. 30-36, Cluj County, Romania and the amendment of art. 4 of the Articles of Incorporation of the bank accordingly, as follows:

The Bank's registered headquarters is in Cluj-Napoca, Calea Dorobantilor no. 30-36, Cluj county, Romania. It can be changed elsewhere in Romania by the decision of the General Meeting of Shareholders, according to the law. The Bank will be able to establish branches, units and offices, in any locality in the country and abroad, in accordance with the provisions of the law.

For

Against

Abstention

5. Approval of the date of September 10th, 2021 as the registration date and of the ex-date – September 9th, 2021, for the identification of the shareholders who will benefit from the results of the Extraordinary GMS and to whom the effects of the Extraordinary GMS Decisions are applicable, including but not limited to the identification of the shareholders who will benefit from the

shares allocated following the capital increase.

For

Against

Abstention

6. Approval of the date of September 13th, 2021 as the payment date for distribution of shares following the share capital increase.

For

Against

Abstention

7. Approval of the mandates for the Board of Directors and individually for each of its members, in order to carry out the decisions of the Extraordinary General Shareholders Meeting.

For

Against

Abstention

This power of attorney is valid only for the General Meeting of Shareholders, ordinary and extraordinary, to be held on April 28, 2021 hours 14,00 respectively hours 15,00 at the Hotel Opera Plaza in Cluj-Napoca, General Traian Mosoiu Street, no. 10-12 or on April 29, 2021, hours 14,00, respectively hours 15,00, when a second meeting is to be held in case the first meeting has not been held, my representative having the obligation to vote according to the given instructions.

By the present document, I give power of attorney to my representative to vote in accordance with the above instructions and I hereby give him full power of attorney to vote on any issues which have not been identified and included in the agenda of the GSM until the date of signature of the present document.

Date: _____

Company (*capital letters*) _____

Represented by: _____

Signature: _____