

## SPECIAL POWER OF ATTORNEY<sup>1</sup> for the representation of <u>natural persons</u> in the Ordinary and Extraordinary General Meetings of the Shareholders of Banca Transilvania S.A.

I, undersigned		with the ID series					
no	with	t	he		address		in
with PIN			ho	lder of _			s issued
by Banca Transilvan	ia S.A., giving me t	he right	to the sa	me num	ber of vote	s in the	General
Meeting of Sharehole	ders and accounting	g for	%	of the sha	are capital	and	%
of the total numb	er of the voting	rights,	hereby,	appoint	Mr/Mrs.	(name	of the
representative)			reside	nt			
in		with	ID/pas	ssport	series		no.
	PIN			to re	epresent m	e in the	General
Meeting of Sharehol	ders, ordinary and	extraord	linary, to	be held	on April	28, 202	1 hours
14,00 respectively he	ours 15,00 at Hotel	Opera P	laza in C	luj-Napo	ca, Genera	l Traian	Mosoiu
Street, no. 10-12 or	on <b>April 29, 20</b>	<b>21</b> , houi	rs 14,00,	respecti	ively hours	5 15,00,	when a
second meeting is to	o be held in case t	he first	meeting	has not	been held,	to exer	cise the
voting rights for its s	shares recorded in t	he Share	eholders'	Register	at the end	of the da	ay April

19th, 2021 as follows:

<sup>&</sup>lt;sup>1</sup> 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 individual shareholder.



For the Ordinary General Meeting:

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

For	Against 🛛	Abstention
2. Approval of the annual sta financial year, in compliance v amended, together with the Re the Independent Auditor.	vith NBR's Order No. 27	/2010, as subsequently
For	Against 🗖	Abstention
3. Approval of the net profit d follows: the amount of RON 10 reserves and the amount of R	97,780,334 will be alloca	ted for legal and other
reserves. For	Against 🛛	Abstention
4. Discharge of directors for 20	<u>20.</u>	
For	Against 🛛	Abstention
<u>5. Approval of the revenue and 2021 (business plan for 2021).</u>	expenditure budget and t	<u>the investment plan for</u>
For	Against 🗖	Abstention
6. Establishing the directors' r		-
<u>cap of additional remuneration managers.</u>	<u>ns (fixed and variable) g</u>	ranted to directors and
For	Against	Abstention



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

For	Against 🛛	Abstention		
8. Approval of the date of Jun date – June 10th, 2021, for benefit from the results of th	the identification of the	<u>e shareholders who will</u>		
Ordinary GMS Decisions are a	-	whom the effects of the		
•				
For	Against 🛛	Abstention		
9. Approval of the mandates	for the Board of Directo	ors and for its individual		
members to carry out the deci	sions adopted by the Ord	<u>inary General Meeting of</u>		
Shareholders.				
For	Against 🗖	Abstention		
For the Extraordinary Genera	<u>l Meeting:</u>			
<u>1. Election of the meeting</u>	secretaries and technic	al secretaries, with the		
following proposals: Meetin				
<u>Technical Secretaries - Flavia Vandor, Ioan Sumandea-Simionescu.</u>				
For	Against 🗖	Abstention		
2. Increase of the share capits	al with the amount of RC	0N 573,769,971 by issuing		
573,769,971 new shares, at a n	ominal value of RON 1/s	<u>hare, establishing a price</u>		
to compensate for the fraction	<u>ns of shares resulting from</u>	<u>m applying the algorithm</u>		
and rounding the results, ac	cording to the legal prov	visions in force and also		
granting a mandate to the H	Board of Directors in or	<u>der to establish a price</u>		
higher than the approved one	<u>(if applicable).</u>			

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



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

For  $\Box$ 

Against	
ngamsi	

Abstention	
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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  $\Box$ 

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:

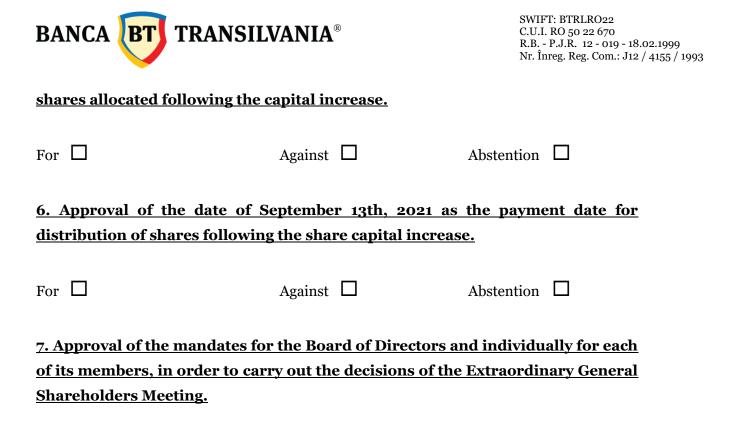
The Bank's registered headquarters is in Cluj-Napoca, Calea Dorobantilor no. 30-36, Cluj county, Romania. It can be changed elsewhere in Romania by the decision of the General Meeting of Shareholders, according to the law. The Bank will be able to establish branches, units and offices, in any locality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

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Abstention  $\Box$ 

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



Against 🛛

Abstention  $\Box$ 

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: \_\_\_\_\_

Name: (capital letters) \_\_\_\_\_

Signature: \_\_\_\_\_