

## FORM OF VOTE BY CORRESPONDENCE<sup>1</sup> - natural persons -

I, undersigned	with the ID series_	with the ID series		
nowith the address in w	vith PIN	_ holder		
of shares issued by	Banca Transilvania S.A., giving me the right to the	ne same		
number of votes in the General Meeting of Shareholders and accounting for% of the				
share capital and% of th	he total number of voting rights, express my voting	right by		
correspondence in the General M	Meeting of Shareholders, ordinary and extraordinar	y, to be		
held on April 28, 2021 hours 14,00 respectively hours 15,00 at Hotel Opera Plaza in Cluj-				
Napoca, General Traian Mosoiu	1 Street, no. 10-12 or on April 29, 2021, hours	s 14,00,		
respectively hours 15,00, when a	a second meeting is to be held in case the first meet	ting has		
not been held, to exercise the v	voting rights for its shares recorded in the Share	holders'		
Register at the end of the day Apri	ril 19th, 2021 as follows:			

## 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  $\Box$ 

Against 🛛

Abstention  $\Box$ 

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  $\Box$ 

Against 🛛

Abstention  $\Box$ 

<sup>1</sup> This form (filled in by the shareholder with the signature authenticated by a public notary and accompanied
by a copy of the identification document) must be sent in original to the Company's registry, indicated in the
convening notice, namely Cluj-Napoca, Calea Dorobanților no. 30-36, Cluj County, Romania, until April 23,
<b>2021 hours 17:00</b> . The correspondence voting form 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: <u>actionariat@btrl.ro</u> .



3. Approval of the net profit d	istribution in the sum o	<u>f RON 1,197,304,582 as</u>			
follows: the amount of RON 10	<u>97,780,334 will be alloca</u>	ted for legal and other			
reserves and the amount of R	ON 425,754,277 will be	allocated for net profit			
reserves.					
For	Against 🛛	Abstention			
<u>4. Discharge of directors for 2020.</u>					
For	Against 🔲	Abstention			
5. Approval of the revenue and	expenditure budget and	the investment plan for			
<u>2021 (business plan for 2021).</u>					
For	Against	Abstention			
<u>6. Establishing the directors' remuneration for 2021, including the maximum</u> <u>cap of additional remunerations (fixed and variable) granted to directors and</u> <u>managers.</u>					
For	Against 🔲	Abstention			
<u>7. Approval of the remuneration policy regarding the Bank's management body.</u>					
For	Against 🛛	Abstention			
<u>8. Approval of the date of June</u> date – June 10th, 2021, for th	, C				
benefit from the results of the Ordinary GMS and to whom the effects of the Ordinary GMS Decisions are applicable.					
<u></u>	<u>F</u>				
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  $\Box$ 

Against 🛛

Abstention  $\Box$ 

For the Extraordinary 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>

Against 🛛

Abstention  $\Box$ 

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 $\Box$

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  $\Box$ 

Against  $\Box$ 

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.

For  $\Box$ 

Against

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 shares allocated following the capital increase.

For  $\Box$ 

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  $\Box$ 

Against

Abstention  $\Box$ 



## <u>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.</u>

For

Against 🛛

Abstention  $\Box$ 

The shareholder assumes full responsibility regarding the correct filling in and safe transmission of the herein voting form.

Date: \_\_\_\_\_

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

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