

SPECIAL POWER OF ATTORNEY¹
for the representation of natural persons
in the Ordinary General Meeting of the Shareholders
of Banca Transilvania S.A.

I, undersigned _____ with the ID series _____
no _____ with the address _____ in
_____ with PIN _____ holder of _____ shares issued
by Banca Transilvania S.A., giving me 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, appoint Mr/Mrs. (*name of the
representative*) _____ resident
in _____ with ID/passport series _____ no.
_____ PIN _____ to represent me in the Ordinary
General Meeting of Shareholders, to be held on **September 8, 2021** hours 14,00 at BT's
headquarters, located in Cluj-Napoca, Calea Dorobanților no. 30 – 36 or on **September 9,
2021**, hours 14,00, 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 August 30th, 2021 as follows:

**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

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 **3rd September 2021, 17:00**, in an envelope clearly indicating "For the General Meeting of Shareholders of the 08/09th of September 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 08/09th of September 2021". The power of attorney will be accompanied by a copy of the identification document of the individual shareholder.

2. Approval of dividend distribution from the profit of 2020 as well as the reserves of the previous years as follows: allocation of the sum of RON 74,245,723 from the net profit reserves accumulated in 2019 as well as the sum of RON 425,754,277 from the net profit reserves accumulated in 2020, thus the total sum of RON 500,000,000 being distributed as cash dividends. Approval of a gross dividend per share of RON 0.07922085114 (considering the value of share capital at the registration date).

For

Against

Abstention

3. Approval of the date of September 23rd, 2021 as the registration date and of the ex-date – September 22nd, 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

4. Approval of the date October 06th, 2021 as the payment date for the distribution of dividends.

For

Against

Abstention

5. 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, being able to perform any acts or deeds will be necessary, in order to carry out the decisions of the Ordinary General Shareholders Meeting.

For

Against

Abstention

This power of attorney is valid only for the Ordinary General Meeting of Shareholders, to be held on September 8th, 2021 hours 14,00 at BT's headquarters, located in Cluj-Napoca, Calea Dorobanților no. 30 – 36 or on September 9th, 2021, hours 14,00, 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: _____