

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 Extraordinary General Meeting of Shareholders, to be held on October 18th 2022 hours 14,00 at Banca Transilvania Headquarters, located in Cluj-Napoca, str. Calea Dorobanților no. 30-36 or on October 19th 2022 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 October 07th, 2022 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 **October 13th, 2022, 17:00**, in an envelope clearly indicating "For the Extraordinary General Meeting of Shareholders of the 18/19th of October 2022", 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 Extraordinary General Meeting of Shareholders of the October 18/19th, 2022". 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).

Center, ground floor, Cluj County, registered with the Cluj Trade Register under no. J12/3156/1994, EUID: J12/3156/1994, unique registration code 6838953, as an intermediary of the offer.

For

Against

Abstention

5. The approval of the authorization of the Board of Directors, with the possibility of subdelegation, as the case may be:

a) to issue any decision and to fulfill any necessary, useful and/or appropriate legal acts and facts for the fulfillment of EGMS decisions, including, without limitation, negotiation, establishment and approval of the type and the issue value of bonds, tranches of issue, issue price in accordance with market conditions, and other final terms and conditions of bonds, contractual terms, drawing, early repayment, interest, Fees and charges, guarantees, granting of any kind of collateral, ensuring the drafting and publication, if applicable, of any offer prospectus and final terms, as well as the negotiation, approval and signature of any acts related to the offer and admission, negotiation and signing of any contracts with intermediaries and consultants and the fulfillment of any necessary legal acts and deeds, to the extent that they are in accordance with the relevant EGMS decisions;

b) to approve any contracts and/or arrangements relating to bonds and/or the offer and/or admission or any other arrangements, prospectuses, any contracts for subscription, sale, agency, trust, consultancy, Certificates, declarations, registers, notifications, addenda and any other necessary documents and documents, to fulfill any formalities and to authorize and/or execute any other actions necessary to give full effect to the issuance of bonds and/or offer and/or admission (as applicable) And to empower representatives of the Company to sign any such documents, to perform any such formalities and to perform any such actions; and

c) to sign any documents, in the name of and on behalf of the company, with full power and authority, to submit, to request the publication of the decision in

the Official Gazette of Romania, to collect any documents, as well as to perform any necessary formalities before the Trade Register Office, As well as before any other authority, public institutions, legal or natural persons, as well as to execute any operations, in order to comply with and ensure the enforceability of EGMS decisions.

For

Against

Abstention

6. Approval of November 15, 2022 as registration date and ex-date – November 14, 2022, in order to identify the shareholders who will benefit from other rights and over whom the effects of the EGMS decisions are reflected.

For

Against

Abstention

This power of attorney is valid only for the Extraordinary General Meeting of Shareholders, to be held on October 18th, 2022 hours 14,00 at Banca Transilvania Headquarters, located in Cluj-Napoca, str. Calea Dorobanților no. 30-36 or on October 19th, 2022 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: _____

Company (*capital letters*) _____

Represented by: _____

Signature: _____