

SWIFT: BTRLRO22 C.U.I. RO 50 22 670

R.B. - P.J.R. 12 - 019 - 18.02.1999 Nr. Înreg. Reg. Com.: J12 / 4155 / 1993

SPECIAL POWER OF ATTORNEY¹

for the representation of juridical persons

in the Ordinary and Extraordinary General Meetings of the Shareholders

The company						regis	stered	with the
Trade Registry	under no _		wi	th the	sole	identific	ation	number
ha	ving its	registered	offices	in _				legally
represented	by	Mr/M	Irs	(nai	me	(of	the
representative)_					h	older 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 vo	oting	rights, he	ereby,	appoints
Mr/Mrs. (name	of the rep	resentative))					resident
in		wi	ith ID	/passpo	rt	series		_ no.
	PIN				;	as repres	entati	ve of the
company in the Extraordinary General Meeting of Shareholders, to be held on October								
$18^{\rm th}$ 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 l	held in case t	the first mee	eting has	not been	n hel	d, to exer	cise th	ne voting
rights for its sha	ares recorde	ed in the Sh	narehold	ers' Reg	ister	at the e	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 Dorobanţilor 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).

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For the Extraordinary General Meeting:

and/or RON and/or in anothe	er currency, as the case may	be, under market
conditions in terms of interes	est rate, with a maturity of 1	not more than 10
years, with the frequency o	f the annual or semi-annua	al coupon, For a
maximum amount of EUR 1 k	oillion or equivalent, on the	basis of a flexible
structure, through several se	eparate issues, carried out o	over a maximum
period of 10 years, with the	he delegation of powers to	o determine the
conditions of the issuance		
accordance with item 5 of the		
For	Against □	Abstention □
2. Approval of the conduct	of a public offer and/or pr	rivate placement
relating to first tranche bon	ds, which will be addresse	d to (i) qualified
investors and/or (ii) up to	150 natural or legal per	sons other than
qualified investors per Mem	ber State in accordance wi	th the applicable
legislative framework, with	the delegation of powers	to the Board of
Directors on the offer of bon	ds for subsequent tranches (('the offer').
For	Against □	Abstention □
3. The approval of the Com	pany's performance of all r	necessary, useful
and/or timely actions and f	formalities for the purpose	of admission of
bonds to trading on the regu	lated market administered	by the Bucharest
Stock Exchange and/or on the	he regulated market and/or	in other trading
venues in other jurisdictions	after the offer is made ("ad	mission").
For	Against □	Abstention □
4. Approval of the designation	on of BT Capital Partners S	.A., a legal entity
established and functioning	in accordance with the laws	of Romania, with
its registered office in Roma	nia, mun. Cluj-Napoca, Con	stantin Brancusi

1. Approval of a program of corporate bond issues, denominated in euro

Street, no. 74-76, Brancusi Business



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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.

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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



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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 □
November 14, 2022,	ember 15, 2022 as registration in order to identify the sharehold over whom the effects of the	olders who will benefit
For	Against □	Abstention □
Shareholders, to be he Headquarters, located in 19 th , 2022 hours 14,000 has not been held, my given instructions. By the present do in accordance with the to vote on any issues whe	etorney is valid only for the Extraored on October 18th, 2022 hours 14th n Cluj-Napoca, str. Calea Dorobanți when a second meeting is to be he representative having the obligation ocument, I give power of attorney to above instructions and I hereby give hich have not been identified and in ignature of the present document.	lor no. 30-36 or on October ld in case the first meeting on to vote according to the o my representative to vote him full power of attorney
Date:		
Company (capital lette	rs)	
Represented by:		
Signature:		