

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 <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	the	address		in
with PIN			ho	lder of		
shares issued by Ba	nca Transilvania S	S.A., giving m	e the right to	o the same n	umbe	r of
votes in the Genera	al Meeting of Share	eholders and	accounting t	for	_% of	the
share capital and	% of the to	tal number o	f the voting r	ights, hereby	, appo	oint
Mr/Mrs. (name o	f the representa	tive)			_resid	lent
in		_ with ID,	/passport s	series	_	no.
	_ PIN		to	represent n	ne in	the
Extraordinary Gene	eral Meeting of Sha	reholders, to	be held on O	ctober 18 th 20	22 h	ours
14,00 at Banca T	ransilvania Head	quarters, loc	ated in Clu	ij-Napoca, s	tr. Ca	alea
Dorobanților no. 30	o-36 or on October	19 th 2022 ho	ours 14,00, w	hen a second	l meet	ting
is to be held in case	e the first meeting	has not been	held, to exe	rcise the voti	ng rig	ghts
for its shares record	ed in the Sharehol	ders' Register	at the end o	f the day Octo	ober c)7 th ,
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 18/19th of October 2022". The power of attorney will be accompanied by a copy of the identification document of the individual shareholder.

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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 delegation of powers to determine the conditions of the issuance program to the Management Board in						
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 □		
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 □		
Shareholders, to be held Headquarters, located in 19 th , 2022 hours 14,00 whas not been held, my regiven instructions. By the present do in accordance with the atto vote on any issues who	corney is valid only for the Extraored on October 18th, 2022 hours 14th Cluj-Napoca, str. Calea Dorobanțil when a second meeting is to be held representative having the obligation ocument, I give power of attorney to bove instructions and I hereby give ich have not been identified and inconstruction of the present document.	oo at Banca Transilvania for no. 30-36 or on October d in case the first meeting n to vote according to the my representative to vote him full power of attorney		
Date:				
Name: (capital letters) _				
Signature:				