

SPECIAL POWER OF ATTORNEY¹

for the representation of natural persons

**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
_____ 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 General
Meeting of Shareholders, ordinary and extraordinary, to be held on **April 28, 2022** hours
14,00 respectively hours 15,00 at Banca Transilvania Headquarters, located in Cluj-Napoca,
Calea Dorobanților, no. 30-36 or on **April 29, 2022**, hours 14,00, respectively hours 15,00,
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
April 14th, 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 **21 April 2022, 17:00**, in an envelope clearly indicating "For the General Meeting of Shareholders of the 28th/29th of April 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 General Meeting of Shareholders of the 28th/29th of April 2022". The power of attorney will be accompanied by a copy of the identification document of the individual shareholder.

For

Against

Abstention

8. Approval of the date of June 6th, 2022 as the registration date and of the ex date – June 3rd, 2022, 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

9. Approval of the date of June 16th, 2022 as the date for the payment of dividends.

For

Against

Abstention

10. 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

Against

Abstention

For the Extraordinary General Meeting:

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

2. Increase of the share capital with the amount of RON 765,112,650 by issuing 765,112,650 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 2021, in amount of 765,112,650, by issuing a number of 765,112,650 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 July 13th, 2022).

For

Against

Abstention

3. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: up to 40,000,000 shares (0.63% 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 4 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

Against

Abstention

4. Approval of the consolidation of the nominal value of a share at Banca Transilvania SA, from 1 RON/share to 10 RON/share, by increasing the nominal value of the shares simultaneously with the reduction of the total number of shares (10 shares with a nominal value of 1 RON/share = 1 share with a nominal value of 10 RON/share), while also establishing by the GSM a price for compensating the fractions of shares resulting from the application of the algorithm and rounding of the results, according to the legal terms, and granting a mandate to the Board and individually of its members for the implementation of this decision, including for the approval of the specific documentation. The informative document and the procedure regarding the consolidation process are available on the company's website.

For

Against

Abstention

- Removing sub-points e), k), m), n) and o) related to point e) of article 13 - the Board of Directors.
- Rephrasing of sub-item i) related to point e) of article 13 - the Board of Directors, as follows:
 - (i) *approves the granting of shareholder status in other competing companies to bank's managers or directors;*
- Rephrasing of point f) of article 13 - the Board of Directors, as follows:

The Board of Directors usually meets at least once a quarter and whenever necessary, in the presence of at least half of its members. Participation in the meetings of the Board of Directors can also take place remotely (video-conference, telephone conference, etc.). The convening notices must be sent to all the members of the Board of Directors and shall include the venue, the time and the agenda of the meeting. The members of the Board of Directors may take part in the meeting by telephone and that aspect is to be recorded in the minutes of the meeting. No decision can be made on issues that are not included in the agenda, except for cases of emergency and provided that such decision is ratified in the following meeting by the members who were not present when it was made. The Board of Directors shall be chaired by the Chair and in his/her absence by a member of the Board of Directors appointed for this by the Chair. The decisions of the Board of Directors shall be made (1) with an absolute majority of the votes of the attending members and (2) with at least half of the total number of directors and each such decision must be recorded in the minutes to be signed by the Chair and by the secretary.
- Rephrasing of point h) of Article 13 - the Board of Directors, as follows:

The Board of Directors shall appoint a secretary, either from among its members or from among the employees in managerial positions concerning the operational activity. The proceedings of the Board of Directors shall be recorded in minutes;
- Rephrasing of point m) of Article 13 - the Board of Directors, as follows:

No director may be a member on more than five Boards of Directors, except for the cases provided under paragraph (2), article 153¹⁶ of Romanian Law no. 31/1990. Moreover, the rules established in the G.E.O. no. 99/2006 regarding the maximum number of mandates that directors can accumulate will be taken into account.
- Elimination of points h), i), l), m) and n) of Article 16 - On Registers,

Balance Sheet and Profit Distribution.

- **Elimination of Article 19 - Relations with the National Bank.**

The articles of the articles of association will be renumbered

For

Against

Abstention

11. 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.

For

Against

Abstention

This power of attorney is valid only for the General Meeting of Shareholders, ordinary and extraordinary, to be held on April 28, 2022 hours 14,00 respectively hours 15,00 at Banca Transilvania Headquarters, located in Cluj-Napoca, str. Calea Dorobanților no. 30-36 or on April 29, 2022, hours 14,00, respectively hours 15,00, 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: _____