

**SPECIAL POWER OF ATTORNEY<sup>1</sup>**

**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 \_\_\_\_\_  
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 **September 29<sup>th</sup>, 2023** hours 14,00 respectively  
hours 15,00 at Banca Transilvania Headquarters, located in Cluj-Napoca, Calea Dorobanților  
Street, no. 30-36 or on **October 2<sup>nd</sup>, 2023**, 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 of  
September 19<sup>th</sup>, 2023 as follows:

**For the Ordinary General Meeting:**

**1. Approval of dividend distribution from the profit of 2022 as well as the  
reserves of the previous years as follows: the amount of RON 897,540,893 from**

<sup>1</sup> 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 **22<sup>nd</sup> of September 2023, 17:00**, in an envelope clearly indicating "For the Ordinary and Extraordinary General Meeting of Shareholders of the 29<sup>th</sup> of September / 2<sup>nd</sup> of October 2023", 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](mailto:actionariat@btrl.ro), with the title "For the Ordinary and Extraordinary General Meeting of Shareholders of the 29<sup>th</sup> of September / 2<sup>nd</sup> of October 2023". The power of attorney will be accompanied by a copy of the identification document of the individual shareholder.

**the net profit reserves related to the year 2022, as well as the amount of RON 4,914,768.77 from the net profit reserves related to the previous years, thus the total amount of RON 902,455,661.77 being granted as cash dividends. Approval of the fixing of a gross dividend/share of 1.13 lei.**

For  Against  Abstention

**2. Approval of the date of October 23<sup>rd</sup>, 2023 as the registration date and of the ex-date October 20<sup>th</sup>, 2023, 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

**3. Approval of the date November 6<sup>th</sup>, 2023 as the payment date for the distribution of dividends.**

For  Against  Abstention

**4. 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

**For the Extraordinary General Meeting:**

**1. Approval of a program of corporate bond issues, denominated in euro and/or RON and/or in another currency, as the case may be, under market conditions in terms of interest rate, with a maturity of not more than 10 years, with the frequency of the annual or semi-annual coupon, for a maximum amount of EUR 1,500,000,000 or equivalent, on the basis of a flexible structure, through several separate issues, carried out over a maximum period of 5 years, with the delegation of powers to determine the conditions of the issuance program to the Board of Directors in accordance with item 5 of the**

**agenda ('The Bonds').**

For

Against

Abstention

**2. Approval of the conduct of a public offer and/or private placement relating to first tranche bonds, which will be addressed to (i) qualified investors and/or (ii) up to 150 natural or legal persons other than qualified investors per Member State in accordance with the applicable legislative framework, with the delegation of powers to the Board of Directors on the offer of bonds for subsequent tranches ('The Offer').**

For

Against

Abstention

**3. The approval of the Company's performance of all necessary, useful and/or timely actions and formalities for the purpose of admission of bonds to trading on the regulated market administered by the Bucharest Stock Exchange and/or on the regulated market and/or in other trading venues in other jurisdictions after the offer is made ("Admission").**

For

Against

Abstention

**4. Approval of the designation of BT Capital Partners S.A., a legal entity established and functioning in accordance with the laws of Romania, with its registered office in Romania, mun. Cluj-Napoca, Constantin Brancusi Street, no. 74-76, Brancusi Business 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 one of the intermediaries 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 October 23<sup>rd</sup>, 2023 as registration date and ex-date – October 20<sup>th</sup>, 2023, 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 General Meeting of Shareholders, ordinary and extraordinary, to be held on September 29<sup>th</sup>, 2023 hours 14,00 respectively hours 15,00 at Banca Transilvania Headquarters, located in Cluj-Napoca, str. Calea Dorobanților no. 30-36 or on October 2<sup>nd</sup>, 2023, 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: \_\_\_\_\_