

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 General Meeting of Shareholders, ordinary and extraordinary, to be held on **April 26th, 2023** hours 14,00 respectively hours 15,00 at Banca Transilvania Headquarters, located in Cluj-Napoca, Calea Dorobanților, no. 30-36 or on **April 27th, 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 April 13th, 2023 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 **21st April 2023, 17:00**, in an envelope clearly indicating "For the General Meeting of Shareholders of the 26th/27th of April 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, with the title "For the General Meeting of Shareholders of the 26th/27th of April 2023". 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).

7. 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. Increase of the share capital with the amount of RON 910,000,000 by issuing 91,000,000 new shares, at a nominal value of RON 10/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 2022, in amount of RON 910,000,000, by issuing a number of 91,000,000 shares, with a nominal value of RON 10/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 21st, 2023).

For

Against

Abstention

2. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: up to 5,000,000 shares (0.71% of the total shares included in the share capital) with a nominal value of RON 10/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of RON 30 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

3. Informing the shareholders as well as requesting preliminary approval of the merger (by absorption) which would take place between Banca Transilvania S.A. (absorbing company) and BT BUILDING S.R.L. (absorbed company).

For

Against

Abstention

4. Approval of the date of July 21st, 2023 as the registration date and of the ex-date – July 20th, 2023, for the identification of the shareholders who will benefit from the results of the Extraordinary GMS and to whom the effects of the Extraordinary GMS Decisions are applicable, including but not limited to the identification of the shareholders who will benefit from the shares allocated following the capital increase.

For

Against

Abstention

5. Approval of the date of July 24th, 2023 as the payment date for distribution of shares following the share capital increase.

For

Against

Abstention

6. 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 26th, 2023 hours 14,00 respectively hours 15,00 at Banca Transilvania Headquarters, located in Cluj-Napoca, str. Calea Dorobanților no. 30-36 or on April 27th, 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: _____

Company (*capital letters*) _____

Represented by: _____

Signature: _____