

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
_____ 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 25th, 2024** at
12:00 respectively at 13:00, or on **April 26th, 2024**, at 12:00, respectively at 13:00
(Romanian time), when a second meeting is to be held in case the first meeting has not been
held, at Banca Transilvania Headquarters, located in Cluj-Napoca, Calea Dorobanților Street,
no. 30-36 to exercise the voting rights for its shares recorded in the Shareholders' Register at
the end of the day of **April 15th, 2024** as follows:

For the Ordinary General Meeting:

1. Approval of the annual statutory IFRS financial statements for the 2023 financial year, in compliance with BNR's Order No. 27/2010 as subsequently

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 **22 April 2024, 17:00**, in an envelope clearly indicating "For the General Meeting of Shareholders of the 25th/26th of April 2024", 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 25th/26th of April 2024". The power of attorney will be accompanied by a copy of the identification document of the individual shareholder.

8. 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 1,182,216,130 by issuing 118,221,613 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 2023, in amount of 1,182,216,130 lei, by issuing a number of 118,221,613 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 19th, 2024).

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 6,500,000 shares (0.81% 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 38 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 4 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 shareholders about the acquisition of stakes in the share capital of OTP Bank Romania S.A., OTP Asset Management Romania S.A.I. S.A. and OTP Leasing Romania S.A., and the subsidiaries of these entities.

For

Against

Abstention

4. Approval of the date of July 19th, 2024 as the registration date and of the ex-date – July 18th, 2024, 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 22nd, 2024 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 25th, 2024 at 12:00 respectively at 13:00, or on April 26th, 2024, at 12:00, respectively at 13:00 (Romanian time), when a second meeting is to be held in case the first meeting has not been held, at Banca Transilvania Headquarters, located in Cluj-Napoca, str. Calea Dorobanților no. 30-36, 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: _____