

SPECIAL POWER OF ATTORNEY¹
for the representation of natural persons
in the 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 Extraordinary General Meeting of Shareholders, to be held on **December
18th, 2024** at 12:00, or on **December 19th, 2024**, at 10:00 (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
December 6th, 2024 as follows:

1. Approval of the merger by absorption between Banca Transilvania S.A., as the acquiring
company, and OTP Bank România S.A. and BT Building S.R.L., as the acquired companies,
according to the terms and conditions set forth in the Merger Project, and therefore, the
approval of the Merger Project and the documents that have been drawn up in connection
therewith, and all the merger effects, such as, but not limited to:

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 **13 December 2024, 17:00**, in an envelope clearly indicating "For the Extraordinary General Meeting of Shareholders of the 18th/19th of December 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 Extraordinary General Meeting of Shareholders of the 18th/19th of December 2024". The power of attorney will be accompanied by a copy of the identification document of the individual shareholder.

- (i) the dissolution without liquidation of OTP Bank România S.A. and BT Building S.R.L. and the universal transfer of the assets of OTP Bank România S.A. and BT Building S.R.L. to Banca Transilvania S.A.;
- (ii) Granting of a mandate to the Banca Transilvania Board of Directors regarding the implementation of the decision approving the merger and the merger itself as indicated in the Merger Project, with the power to decide on: any other items, dates (including, but not limited to, if applicable, the determination of the ex-date, the registration date or the payment date) or events necessary for the completion and implementation of the merger between Banca Transilvania and OTP Bank România S.A. and BT Building SRL.

For

Against

Abstention

2. The granting of a mandate to Banca Transilvania's Board of Directors, with the right of sub-delegation, to take all measures and carry out all administrative, economic, financial or legal operations deemed necessary or appropriate by them so as to implement the decision to approve the Merger and the Merger itself, such as, but not being limited to:

- (i) performing the formalities necessary in order to obtain any approvals from the competent authorities,
- (ii) establishing and performing, as appropriate, the procedures to ensure the exercise of the shareholders' rights in the Merger context;
- (iii) the signing and submission of any documents, notifications, requests necessary or useful for the completion and enforceability of the takeover of the entire assets (patrimony) of OTP Bank România S.A and BT Building SRL as from the effective date of the Merger;
- (iv) representation before the competent Trade Register Offices, the competent Court, the NBR, the FSA, the Central Depository, and any other authorities, legal entities or individuals, as may be necessary.

For

Against

Abstention

This power of attorney is valid only for the Extraordinary General Meeting of Shareholders to be held on December 18th, 2024 at 12:00, or on December 19th, 2024, at 10:00 (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: _____