

SPECIAL POWER OF ATTORNEY¹
for the representation of juridical persons
in the Ordinary and Extraordinary General Meetings of the Shareholders of
Banca Transilvania S.A.

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 _____ no. _____ PIN _____ as representative of the company in the General Meeting of Shareholders, ordinary and extraordinary, to be held on **October 28th, 2025** at 12:00 respectively at 13:00, or on **October 29th, 2025**, 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 **October 16th, 2025** 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 of October 2025**, 17:00, in an envelope clearly indicating "For the Ordinary and Extraordinary General Meeting of Shareholders of the 28th/29th of October 2025", 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 Ordinary and Extraordinary General Meeting of Shareholders of the 28th/29th of October 2025". 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).

For the Ordinary General Meeting:

1. Approval of dividend distribution from the reserves related to other years, as follows: the amount of RON 283,308,894 from the net profit reserves related to the year 2015, the amount of RON 264,096,036 from the net profit reserves related to the year 2016, as well as the amount of RON 152,595,070 from the net profit reserves related to the year 2019, thus the total amount of RON 700,000,000 being granted as cash dividends. Approval of a gross dividend/share of RON 0,6420341921.

For ☐

Against ☐

Abstention ☐

2. Approval of the date of November 25th, 2025 as the registration date and of the ex-date - November 24th, 2025, 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 December 11th, 2025 as the payment date for the distribution of dividends as per item no. 1.

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.

For ☐

Against ☐

Abstention ☐

For the Extraordinary General Meeting:

1. Approval of corporate bond issuance denominated in euros and/or lei and/or other currencies, as applicable, under market conditions in terms of interest rates, with the coupon frequency in line with market practices, for a

cumulative amount of up to EUR 2 billion or its equivalent in other currencies, based on a flexible structure, through one or more separate bond issuances, (i) under a new bond program or (ii) as a result of a corresponding increase in the maximum amount authorized under the EMTN Program in the amount of EUR 1,500,000,000 from 2023, carried out over a maximum period of 5 years, with the delegation of powers regarding the establishment of the terms and conditions of corporate bond issuances to the Board of Directors in accordance with item 5 on the agenda ("the Bonds").

For ☐Against ☐Abstention ☐

2. Approval of one or more public offerings and/or private placements of the Bonds addressed to (i) qualified investors and/or (ii) up to 150 persons, other than qualified investors, per Member State, in accordance with the applicable legal framework, with the delegation of powers to the Board of Directors regarding any of these offers or private placements ("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, December 21st 1989 Street, no. 77, The Office, buildings C-D, second floor, Cluj County, registered with the Cluj Trade Register under no. J1994003156125, EUID: ROONRC.J1994003156125, 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, establishment of a new programme or increasing the maximum amount authorised under the EMTN Programme in the amount of EUR 1,500,000,000 from 2023, the tranches of issue, the 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 November 25th, 2025 as registration date and ex-date – November 24th, 2025, 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 October 28th, 2025 at 12:00 respectively at 13:00, or on October 29th, 2025, 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 GMS until the date of signature of the present document.

Date: _____

Company (*capital letters*) _____

Represented by: _____

Signature: _____