

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

for the representation of <u>juridical persons</u> 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 rep	resentative)
resident in no	PIN as
representative of the company	v in the General Meeting of Shareholders, ordinary and
extraordinary, to be held on A	pril 25 <sup>th</sup> , 2025 at 12:00 respectively at 13:00, or on April
<b>28<sup>th</sup>, 2025</b> , at 12:00, respective	ly at 13:00 (Romanian time), when a second meeting is to be
held in case the first meeting ha	s not been held, at Banca Transilvania Headquarters, located
in Cluj-Napoca, Calea Doroban	ților Street, no. 30-36 to exercise the voting rights for its
shares recorded in the Sharehol	ders' Register at the end of the day of April $14^{\text{th}}$ , 2025 as
follows:	

<sup>&</sup>lt;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 April 2025**, 17:00, in an envelope clearly indicating "For the Ordinary and Extraordinary General Meeting of Shareholders of the 25<sup>th</sup>/28<sup>th</sup> of April 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: <u>actionariat@btrl.ro</u>, with the title "For the Ordinary and Extraordinary General Meeting of Shareholders of the 25<sup>th</sup>/28<sup>th</sup> of April 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 the annual statutory financial statements for the 2024 financial year, in accordance with the NBR's Order No. 27/2010 as subsequently amended and with the International Financial Reporting Standards (IFRS), together with the Report of the Board of Directors and the Report of the Independent Auditor, as per the applicable legal provisions, including in the present case the issuance of the durability report and ensuring compliance with durability reporting requirements.

For		Against 🗆	Abstention
2.	Submitting the Remu	neration Report for 2024	to an advisory vote.
For		Against 🗆	Abstention
3.	Discharge of directors	s for the 2024 exercise.	
For		Against 🗆	Abstention
-	Approval of the rever 2025 (business plan fo	-	dget and the investment plan
For		Against 🗆	Abstention

5. Approval of the proposal to allocate the net profit realized in the amount of RON 3,531,677,657, as follows: allocation of RON 207,998,917 for legal reserves and other reserves, of RON 3,323,678,740 for reserves from the net profit to be distributed, from which RON 1,589,254,950 will be distributed as dividends. Approval of a gross dividend/share of RON 1.7333295709.

For  $\Box$ 

Against □

Abstention  $\Box$ 



6. Setting the directors' remuneration for 2025, including the maximum cap for additional remuneration (fixed and variable) granted to directors and officers.

For  $\Box$ 

Against 🛛

Abstention  $\Box$ 

7. Approval of the updates brought to the Remuneration Policy regarding the Bank`s management body (approved in its initial form during the GMS of April 28th, 2021).

For  $\Box$ 

Against 🗆

Abstention  $\Box$ 

8. Approval of the date of June 16<sup>th</sup>, 2025 as the registration date and of the ex date – June 13<sup>th</sup>, 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	
	0		

9. Approval of June 30<sup>th</sup>, 2025 as the payment date for the dividend.

For D Against D Abstention D

10. 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	
	0		

## For the Extraordinary General Meeting:

1. Increase of the share capital with the amount of RON 1,734,423,790 by issuing 173,442,379 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



SWIFT: BTRLRO22 C.U.I. RO 50 22 670 R.B. - P.J.R. 12 - 019 - 18.02.1999 Nr. Înreg. Reg. Com.: J1993004155124

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 2024, in amount of RON 1,734,423,790, by issuing a number of 173,442,379 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 GMS (proposed date July 18<sup>th</sup>, 2025).

For  $\Box$ 

Against  $\Box$ 

Abstention  $\Box$ 

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 (0.55% 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  $\Box$ 

Against □

Abstention  $\Box$ 

3. Approval of the date of July 18<sup>th</sup>, 2025 as the registration date and of the exdate – July 17<sup>th</sup>, 2025, 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  $\Box$ 

Against  $\Box$ 

Abstention  $\Box$ 



4. Approval of the date of July 21<sup>st</sup>, 2025 as the payment date for distribution of shares following the share capital increase.

For  $\Box$ 

Against 🛛

Abstention  $\Box$ 

5. 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  $\Box$ 

Against 🛛

Abstention  $\Box$ 

This power of attorney is valid only for the General Meeting of Shareholders, ordinary and extraordinary to be held on April 25<sup>th</sup>, 2025 at 12:00 respectively at 13:00, or on April 28<sup>th</sup>, 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 GSM until the date of signature of the present document.

Date: \_\_\_\_\_

Company (capital letters)

Represented by: \_\_\_\_\_

Signature: \_\_\_\_\_