SWIFT: BTRLRO22 C.U.I. RO 50 22 670

R.B. - P.J.R. 12 - 019 - 18.02.1999 Nr. Înreg. Reg. Com.: J1993004155124

SPECIAL POWER OF ATTORNEY¹

for the representation of <u>natural persons</u> in the Ordinary and Extraordinary General Meetings of the Shareholders of Banca Transilvania S.A.

I, undersigned					with th	ne ID
series	ies no with the address in					
					with	PIN
	holder of		shares issued	d by Banca T	ransilvania	S.A.,
giving me the right	to the same nun	iber of votes	in the Genera	l Meeting of S	hareholder	s and
accounting for	% of the s	hare capital	and	_% of the tota	al number (of the
voting rights,	hereby,	appoint	Mr/Mrs.	(name	of	the
representative)					res	ident
in		with	ID/passport	series		no.
	_ PIN		to	o represent m	ie in the Ge	eneral
Meeting of Shareho	olders, ordinary	and extraor	dinary, to be	held on Apr i	il 25 th , 20	25 at
12:00 respectively	at 13:00, or o	n April 28	th, 2025 , at	12:00, respe	ctively at	13:00
(Romanian time), w	hen a second m	eeting is to b	e held in case	the first meet	ing has not	been
held, at Banca Trans	silvania Headqu	arters, locate	d in Cluj-Napo	oca, Calea Doi	obanților S	Street,
no. 30-36 to exercis	e the voting righ	ts for its sha	res recorded in	n the Shareho	lders' Regis	ster at
the end of the day of	f April 14 th , 20	25 as follow	s:			

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

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 Dorobanţilor no. 30-36, Cluj County, Romania, by the date of **22 April 2025**, **17:00**, in an envelope clearly indicating "For the General Meeting of Shareholders of the 25th/28th 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: actionariat@btrl.ro, with the title "For the General Meeting of Shareholders of the 25th/28th of April 2025". The power of attorney will be accompanied by a copy of the identification document of the individual shareholder.



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 Re	muneration Report for 20	24 to an advisory vote.	
For		Against 🗆	Abstention □	
3.	Discharge of direc	tors for the 2024 exercise	•	
For		Against 🗆	Abstention □	
4. Approval of the revenue and expenditure budget and the investment plan for 2025 (business plan for 2025).				
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		Against □	Abstention □	
6. Setting the directors' remuneration for 2025, including the maximum cap for additional remuneration (fixed and variable) granted to directors and officers.				
For		Against □	Abstention □	



7. Approval of the up	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 28 th , 2021).				
For	Against □	Abstention □		
8. Approval of the da	te of June 16 th , 2025 as th	ne registration date and of the		
ex date – June 13 th , 202	5, for the identification	of the shareholders who will		
benefit from the results	of the Ordinary GMS an	d to whom the effects of the		
Ordinary GMS Decisions	are applicable.			
For \square	Against □	Abstention □		
9. Approval of June 3	30 th , 2025 as the payment	date for the dividend.		
For	Against □	Abstention □		
10. Approval of the	mandates for the Boar	ed of Directors and for its		
individual members to ca	arry out the decisions ado	pted by the Ordinary General		
Meeting of Shareholders	•			
For \square	Against □	Abstention □		

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 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 18th, 2025).

For ⊔	Against ⊔	Abstention \square		
2. Approval of	the share buyback by	the Bank, in accordance w	ith the	
applicable legal pr	ovisions, under the foll	owing 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 R	ON 10/share at a minin	num price equal to the marke	t price	
on BSE at the mon	nent of the buyback and	a maximum price of RON 3	8 for a	
period of maximun	n 18 months as of the pu	olishing date of the EGMS res	olution	
in the Official Gaze	ette of Romania, Part IV,	part of a stock option plan w	ith the	
purpose of implen	nenting a remuneration	program and a personnel in	centive	
	- •	s as well as the payment o		
ŕ	0	te for the Board of Directors	for the	
enforcement of this	s resolution.			
For \square	Assisst [Abatantian 🗖		
ror ⊔	Against □	Abstention □		
3. Approval of	the date of July 18th, 202	5 as the registration date and	l of the	
	,	ation of the shareholders w		
•		ary GMS and to whom the eff		
the Extraordinary GMS Decisions are applicable, including but not limited to				
•		vill benefit from the shares all		
following the capital increase.				
For \square	Against □	Abstention □		
4. Approval of	the date of July 21s	t, 2025 as the payment da	ate for	
distribution of shar	res following the share ca	apital increase.		
For \square	Against □	Abstention □		



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		gainst □	Abstention □
	This power of attorney is	valid only for the General I	Meeting of Shareholders, ordinary
and	extraordinary to be held or	April 25 th , 2025 at 12:00	respectively at 13:00, or on April
28th	, 2025, at 12:00, respectivel	y at 13:00 (Romanian time), when a second meeting is to be
held	l in case the first meeting ha	s not been held, at Banca T	ransilvania Headquarters, located
in C	luj-Napoca, str. Calea Dorob	oanților no. 30-36, my repre	esentative having the obligation to
vote	according to the given instr	uctions.	
	By the present documer	nt, I give power of attorne	y to my representative to vote in
acco	ordance with the above instr	uctions and I hereby give l	nim full power of attorney to vote
on a	ny issues which have not be	en identified and included i	n the agenda of the GSM until the
date	of signature of the present of	document.	
Date	e:		
Nan	ne: (capital letters)		
Sign	ature:		