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**REMUNERATION REPORT  
OF BANCA TRANSILVANIA'S  
MANAGEMENT BODY  
IN 2025**

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## GENERAL INFORMATION

Banca Transilvania is a joint stock company, managed by a Board of Directors consisting of seven directors, elected by the General Meeting of Shareholders, which exercises supervisory functions and is responsible for the implementation of its decisions. Its main task is to guide, coordinate, supervise and control the Bank's activity between two General Meetings.

At the organisational level, the Bank consists of the management structure (the Board of Directors and the Leaders' Committee) and the operational structure (the head office and the units that form the territorial network). The management structure includes the management body in its supervisory function (the Board of Directors) and the senior management bodies: those that perform the management function (the Leaders/Leaders' Committee).

The senior management of the Bank is provided by individuals who exercise management functions within the credit institution and who are empowered with the day-to-day management of the credit institution and are accountable to the management body in its supervisory capacity for its performance. The senior management is represented by the Bank's Leaders.

The management body, within the meaning of the legislation applicable to this report, consists of the members of the Board of Directors and those of the Leaders' Committee (the Chief Executive Officer and Deputy Executive Officers). Both the members of the Board of Directors and those of the Leaders' Committee are considered Identified Staff within the meaning of national and European banking legislation, as well as executives within the meaning of the provisions of the legislation on issuers.

This remuneration report contains information on the remuneration paid during 2025, in accordance with the remuneration policy approved by the General Meeting of Shareholders of April 2025. Given that the remuneration policy has implemented a consolidated remuneration framework in line with sound remuneration practices in the field, this report will refer to the remuneration paid under this framework.

We note that the year-on-year variation takes into account the increase in equity in relation to Banca Transilvania S.A., combined with the expansion of the Banca Transilvania Financial Group (BTFG hereinafter) and the increase in the average trading price of TLV shares, generated by the socio-economic context caused by international political instability, including in relation to ongoing armed conflicts. During the reference period, TLV shares performed consistently well and, despite political instability at national level, BT's rating remained stable, at times exceeding the country rating.

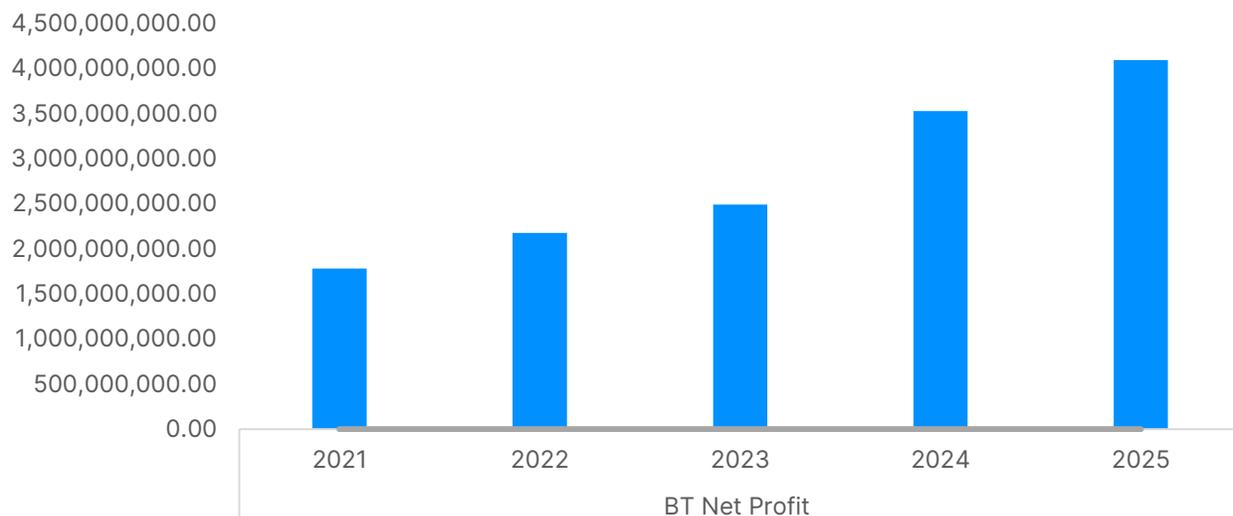
Furthermore, market opportunities were seized, resulting in consolidating BTFG's presence in both Romania and the Republic of Moldova, solidifying its leading position as a financial services provider through the acquisition of O.C.N. Microinvest S.R.L., the largest non-bank financial institution in terms of market share, by Victoriabank S.A.. The integration of OTP Bank was also completed, with its customers being taken over by BT. In addition, BTFG consolidated its position in the private pension sector through the acquisition of the entire capital of BRD Pensii S.A.F.P.P. S.A., completed in the fourth quarter of 2025.

This information can be confirmed by consulting Banca Transilvania's financial statements and the Directors' Report as of December 31<sup>st</sup>, 2025, information verified by the Risk Management Committee, the Remuneration Committee, the Board of Directors and the external auditor, adjusted for the associated risks, on the reference dates relevant to this remuneration report (December 31<sup>st</sup>, 2021; December 31<sup>st</sup>, 2022; December 31<sup>st</sup>, 2023; December 31<sup>st</sup>, 2024 and December 31<sup>st</sup>, 2025).

At the same time, we would like to point out that the YOY variation (namely from 2024 to 2025, from 2023 to 2025, from 2022 to 2025 and from 2021 to 2025) related to the remuneration of key employees at group level, represents an increase of 33.59% compared to 2024, 55.82% compared to 2023, 73.02% compared to 2022 and 101.65% compared to 2021. Regarding the issuer's non-executive employees, the evolution of the average remuneration from one year to the next (namely from 2024 to 2025, from 2023 to 2025, from 2022 to 2025 and from 2021 to 2025) represents an increase of 6.40% compared to 2024, 25.65% compared to 2023, 39.70% compared to 2022 and 58.55% compared to 2021.

Bellow you can consult the evolution of the issuers' profits, so as to allow their correlation with the whole management body's remunerations' evolution and that of Banca Transilvania's staff:

## PROFIT EVOLUTION



## REMUNERATION POLICY AND MECHANISMS

The remuneration policy for Banca Transilvania's management body is reviewed periodically by the General Meeting of Shareholders, in accordance with the applicable legal provisions, the current version being approved by the General Meeting of Shareholders in April 2025.

In addition to the formal governance process, the Bank maintained a continuous and constructive dialogue throughout the year, through specific channels, with shareholders, institutional investors and voting service providers that support investors in exercising their voting rights, complying with governance standards and integrating ESG considerations into their decision-making processes. Interactions included both regular exchanges of information and ad hoc clarifications on the Bank's policies, regulatory developments and issues relevant to corporate responsibility.

During these discussions, no serious deficiencies in the defining elements of performance or significant structural objections to the Remuneration Policy, governance practices or other elements included in the documentation submitted for approval at the General Meetings were identified. On the contrary, the dialogue with shareholders facilitated and confirmed the alignment of the Bank's policies, best practices in the capital market and, in particular, with those of the banks traded on it, as well as the maintenance of a solid, transparent and responsible governance framework.

At the same time, the Bank reaffirms its commitment to constantly strengthen the process of engaging with shareholders and investors, including by expanding communication

channels, improving access to non-financial information and further integrating ESG principles into its reporting, dialogue and corporate strategy activities.

The policy establishes general principles for the management body's remuneration, in compliance with the principles set out in the applicable national and European regulations. Banca Transilvania's main objective regarding remuneration is to comply with the principle of fairness, taking into account the institution's business and risk strategy, corporate culture and values, the institution's long-term interests and the measures used to avoid conflicts of interest, without encouraging excessive risk-taking and promoting sound and effective risk management. The internal remuneration framework supports the institution in achieving and maintaining a sound capital base. When assessing the health of its capital base, the Bank takes into account its total own funds, in particular its Tier 1 own funds, and the restrictions on distributions set out in Article 141 of Directive 2013/36/EU applicable to the variable remuneration of all staff, as well as the outcome of the internal capital adequacy assessment process. Banca Transilvania regularly updates and improves its internal rules and standards to promote best practices in staff remuneration.

The periodic assessment of how the incentives offered by the remuneration system take into account risks, capital, liquidity, and the probability and timing of profits is carried out in accordance with the internal regulatory framework, taking into account compliance with the defined thresholds of relevant risk indicators, including conduct risk, as defined in the applicable internal regulations. This way, the Bank ensures a strong link between remuneration, responsibility and performance. Additionally, prior to each release of deferred tranches of financial instruments for which the Beneficiary has exercised their option, a report shall be prepared on the fulfilment of the stipulated performance criteria.

The Board of Directors is responsible for approving and maintaining the remuneration policy for the executive management body and monitoring its implementation to ensure that it is fully functional, with a view to submitting it for approval to the General Meeting of Shareholders. The Board of Directors also approves any subsequent significant exceptions to the remuneration policy granted to a member of the management body and carefully examines and monitors their effects, establishing the duration of the derogation and its justification. We note that in 2025 no exceptions to the Remuneration Policy were applied regarding any remuneration.

The Remuneration Committee's activity mainly concerns remuneration policies and practices, the remuneration of staff involved in risk management, and the adequacy of the Bank's capital and liquidity, in accordance with regulatory requirements. It analyses and ensures that the general principles and policies for staff remuneration and benefits are in line with the Bank's business strategy, values and long-term objectives. The Remuneration Committee meets at least twice a year or whenever necessary, at the request of one of its members or the Bank's executive management.

The Nomination Committee functions as an advisory committee reporting to the Board of Directors, with the role of issuing independent opinions on nomination policies and exercising the powers mandated by the Board of Directors in relation to this area.

This committee reviews and ensures that the general principles and policies regarding the suitability and nomination of members of the management bodies are aligned with the rules established by the Board of Directors, the business strategy, values, and long-term objectives of Banca Transilvania. The Nomination Committee meets at least twice a year or whenever necessary, at the request of one of its members or the Bank's Leaders.

The Risk Management Committee exercises, among other duties, specific ones in relation to the assessment of remuneration risks, namely verifying, without prejudice to the tasks of the Remuneration Committee, whether the incentives offered by the remuneration system take into account risks, capital, liquidity, and the probability and timing of profits, in order to support the establishment of sound remuneration policies and practices.

The Audit Committee, together with the Nomination Committee, the Risk Management Committee, and the internal audit function support the Remuneration Committee and are only involved in the risk audit and compliance elements of the remuneration policy to ensure their consistent application and alignment with the Bank's risk management framework, internal control system and audit principles. These bodies do not decide on any quantitative or qualitative elements of the remuneration, except from the ones indicated above.

## **REMUNERATION PRINCIPLES AND CRITERIA**

In accordance with the legislative provisions in force regarding sound remuneration policies, there are two types of remuneration granted, namely fixed remuneration (FR hereinafter) and variable remuneration (VR hereinafter - the breakdown of its components can be consulted below, as per the individual graphs inserted in each of the corresponding sections for the persons included in this report). Remuneration is variable when it does not meet the regulatory requirements for classification as fixed remuneration. The variable part will be granted in accordance with the following principles:

- When measuring the performance of financial and non-financial indicators for the purpose of determining remuneration, both individual managerial aspects and the objectives of the Bank as a whole shall be taken into account.
- The variable component may not exceed 100% of the fixed component of the total annual remuneration.
- In order to support the establishment of sound remuneration policies and practices, the Risk Management Committee shall verify, without prejudice to the tasks of the Remuneration Committee, whether the incentives offered by the remuneration

system take into account risks, capital, liquidity, as well as the probability and timing of profits and, after verification, shall issue an advisory opinion to the Board of Directors;

- Performance assessments shall be carried out in a multi-annual framework to ensure that the assessment process is based on long-term performance and that the actual payment of performance-based remuneration components is spread over a period that takes into account the business cycle of the credit institution and the risks specific to its activity;
- The total variable remuneration does not limit BT's ability to maintain a sound capital base;
- The fixed and variable components of total remuneration are appropriately balanced, and the fixed component represents a sufficiently large proportion of total remuneration to allow for a fully flexible policy on variable remuneration components, including the possibility of paying none;
- Payments relating to the early termination of a contract reflect performance over time and are designed in such a way as not to reward failure or unprofessional conduct;
- Guaranteed variable remuneration is exceptional and occurs only in the context of hiring new staff, being limited to the first year of employment;
- Remuneration packages that are linked to compensation or the acquisition of rights under contracts concluded for previous periods of employment must be aligned with the long-term interests of the credit institution, including mechanisms for retention, deferral and clawback agreements;
- The performance measurement used to calculate the variable remuneration components or portfolios of variable remuneration components includes an adjustment for all types of current and future risks and takes into account the cost of capital and the necessary liquidity;
- The allocation of variable remuneration components within Banca Transilvania also takes into account all types of current and future risks;
- For members of the Identified Staff, at least 50% of any variable remuneration must be represented by a balanced combination of shares and, where possible, other instruments such as Additional Tier 1 own funds instruments or Tier 2 own funds instruments. Thus, at least 50% of the annual variable remuneration linked to performance is paid in BT shares, purchased by the Bank for this purpose and granted through a Stock Option Plan.
- If the annual variable remuneration granted to Identified Staff (including members of the management body) exceeds a certain amount (1.5 million RON), at least 60% of the amount is deferred for a minimal period of 5 years.

Moreover, we note that, under Romanian law, amounts received as compensation under mandate agreements are treated as salaries for tax purposes, which means that the company must withhold the amounts due to the state budget, including mandatory pension

contributions. Banca Transilvania does not ensure the payment of other contributions to any pension system, apart from those established by the national regulatory framework.

## KEY POINTS REGARDING REMUNERATION

### MANDATE AND MANAGEMENT AGREEMENTS

Between Banca Transilvania and members of its management – both those in supervisory roles (members of the Board of Directors) and those in executive roles (Leaders` Committee) – mandate or management agreements are concluded, drafted in accordance with the applicable legislation, internal regulations, and corporate governance best practices at both national and European level.

These agreements include, but are not limited to, the following categories of provisions:

- i) **The duration of the agreements** established in accordance with the applicable legal framework and with best practices in the corporate governance of banks and companies listed on regulated capital markets, in all cases the maximum duration being up to 4 years.
  
- ii) **Remuneration rights and benefits** related to the mandate, integrated into the Bank's annual remuneration process and aligned with the performance indicators (KPIs) as detailed in this report. The contractual clauses include, without being limited to:
  - **Reimbursement or coverage of expenses** incurred in the interest of the business, such as travel expenses, in accordance with the Internal Regulations and applicable internal procedures;
  - **Provisions concerning vacation bonuses** applicable to executive positions, in accordance with the Bank's remuneration policy;
  - **Logistics necessary for the performance of the mandate**, including, as necessary, an individual office, telephone, fax, computer, secretarial services, and a company car, made available for the purpose of performing the duties;
  - **Payment by the Bank of all taxes, contributions, or other tax obligations due under the relevant legislation.** Banca Transilvania does not provide for the payment of other contributions to the pension system, apart from those established by the national legal framework.
  - Payments that may be owed by the Bank to managers or directors whose agreements are terminated, by virtue of such termination (termination payments), are exceptional in nature, limited to a period of no more than 6 months and are determined on a case-by-case basis by the Board of Directors and the Remuneration Committee at the time of contract termination. Such payments, where applicable, are strictly linked to

performance throughout their tenure and will not reward failure or unprofessional conduct.

Besides the aspects above and those that constitute the subject matter of the present report, we point out that there are no other non-wage benefits provided for Banca Transilvania's Leaders or Directors.

**iii) Clauses ensuring a predictable succession framework:**

- **Confidentiality clause**, applicable throughout the term of the mandate and after its termination, so that the Bank can ensure good governance of internal information and a responsible information flow that does not harm its shareholders or investors.
- **Exclusivity clause**, applicable for a period of between **3 and 6 months after the termination of the contract**, under the conditions provided for in the contract (e.g. activation conditional on the Bank's decision and, where applicable, the payment of compensation), in accordance with the institutions provided for by Romanian law. This provision ensures a predictable framework for the candidate's professional career, limiting any disputes after the termination of the contract between the Bank and the Leader or director, as the case may be.
- **Non-compete and Prohibitions**, relating to the conduct of competing activities, the holding of incompatible positions, etc.  
The purpose of these restrictions is to ensure the loyalty of the director or Leader concerned throughout their term of office, so that any possible derogations from these restrictions are directly approved and monitored independently. With regard to non-competition clauses, compliance with them is of essential importance in the context of executive management responsibilities, in particular, as they may have a direct impact on conflicts of interest, which are governed by a strict regulatory regime.
- **Directors'/Leaders' Liability**, including provisions on the recovery of damages caused by breach of contractual or legal obligations.
- **Clauses on the protection of the Bank's intellectual property rights**, covering the protection and ownership of rights relating to materials and documents produced in the exercise of the mandate.

## **AVOIDING GUARANTEED AND DISCRETIONARY REMUNERATION**

Banca Transilvania complies with the principles set out in national and European legislation, including prudential requirements and EBA Guidelines on sound remuneration policies that prohibit guaranteed remuneration, except in strictly limited and justified situations.

To avoid guaranteed and discretionary remuneration, the Bank:

- imposes strict, measurable, ex-ante and ex-post criteria for the award of variable remuneration, which is conditional on the company's performance and is awarded only after analysis of quantifiable criteria (KPIs developed according to the SMART methodology) – please see the section regarding *The mechanism for evaluating the performance of the management body and the structure of the performance objectives* of this Report - and is subject to ex post deferrals and risk adjustments, including malus/clawback, thus excluding the creation of expectations of rewards unrelated to performance or risk, which would only distort behavior and encourage excessive risk-taking. Therefore, the granting of variable remuneration in accordance with the provisions of this Report results in the alignment of remuneration with risks, the avoidance of conflicts of interest, and the promotion of long-term performance.
- The Banca Transilvania Board of Directors constantly monitors the avoidance of exceptions, but to date no derogations from the Remuneration Policy have been approved, no structural deficiencies have been identified, and the Policy is fully aligned with capital market practices and prudential requirements.

## **SIGN-ON INDUCEMENT PAYMENTS**

Any sign-on inducement payments (guaranteed variable remuneration), where applicable, would be awarded exclusively in cash and only subject to the full compliance with the following conditions (in accordance with EBA/GL/2021/04):

- are granted only on an exceptional basis and on a one-off basis to the same member of executive staff;
- are granted exclusively in the context of new recruitment;
- are strictly limited to the first year of employment;
- are granted only if Banca Transilvania maintains a solid capital base;
- are subject to "malus" and "clawback" agreements, together with any additional requirements imposed by applicable law.

We note that no such bonuses were granted during 2025, and the company does not intend to grant any in the future, except in exceptional circumstances, and will publish this information in a dedicated section of the Remuneration Report.

## **THE MECHANISM FOR EVALUATING THE PERFORMANCE OF THE MANAGEMENT BODY AND THE STRUCTURE OF PERFORMANCE OBJECTIVES**

Below, we will further detail the executive management performance components. The types of objectives that make up the final score for the performance objectives that determine variable remuneration are detailed below as well.

The performance evaluation criteria took into account a sufficient period of time to measure actual performance, using quantifiable qualitative and quantitative criteria. Leaders were assigned at least one sustainability and responsibility/ESG-related objective (where applicable). The use of such individual performance objectives ensured alignment between the Bank's remuneration practices, the interests of senior management and the Bank's overall sustainability and responsibility/ESG objectives. With regard to the approval of results, *the Working Methodology for the Approval and Evaluation of SMART* (S – Specific, M – Measurable, A – Accessible, R – Relevant, T – Time-bound) *Objectives* approved within the company sets out the criteria for evaluating the annual individual performance of the members of the Leaders' Committee. Each Leader must comply with the following rules for determining the criteria, which are ultimately approved by the Remuneration Committee:

- objectives must be correlated and related to the current year's strategy, long-term strategy and approved budget;
- they must cover the main areas of activity for which they are responsible;
- if they have an Executive Manager under their authority, then the latter's individual qualitative criteria must be consolidated into the criteria of the Leader (Chief Executive Officer/Deputy Executive Officer) for the aforementioned area of activity;
- they must meet the conditions of at least one qualitative criterion for each department subordinated to the Leader (Chief Executive Officer/Deputy Executive Officer), up to a maximum of 10 qualitative criteria, as well as a set of relevant indicators for quantifying the criteria (which can be measured quantitatively and independently);
- an exception to this rule is the Chief Risk Officer, whose performance criteria will be approved by the Risk Management Committee (RC);
- each criterion must have clear quantification rules that can be assessed by an independent entity (any unclear, vague or repetitive wording must be avoided);
- each criterion must include a clear deadline, no later than the end of the year. If a criterion can only be completed in the following year, one possibility would be to divide the criteria and set the stages and final deadline accordingly. Any criterion with a deadline that has passed by the end of the year will be rejected and will lower the assessment score in proportion to its significance;
- The summary of the stated objectives represents the Bank's strategy for the relevant area of activity during the assessment period.

The quantitative objectives were set differently depending on whether the respective Leader is responsible for the Bank's business lines or for activities with an impact on risk management, the two types of qualitative criteria not being cumulative.

With regard to the procedure for determining and approving the results, based on the established objectives, the Methodology provides a rating from 1 to 5, with 1 being *unacceptable* (the established performance level not being achieved) and 5 being *excellent* (the established performance level being exceeded). The above score is assigned to each

qualitative and quantitative criterion for each person. The overall score that determines the final rating is calculated as the average of the individual scores for each objective. It is rounded to the nearest value, while a score of .5 is rounded up. The minimum overall score for remuneration is 3, and once it is achieved, the remuneration is allocated in full, considering the ambitious nature of the targets set by Banca Transilvania and for which its Leaders, as persons with executive responsibilities, part of the issuer's management, are directly responsible and interested.

All KPIs weight the same and have the same impact on the general score for granting the variable remuneration. By not fulfilling any of their KPIs or the quantitative criteria, the Leaders' forfeit their right to receive the variable remuneration. A score of 3 signifies a 100% degree of accomplishment. Any additional points accrued above the score of 3 do not give rise to any extra level of remuneration.

**The objectives of senior management mainly focused on areas related to:**

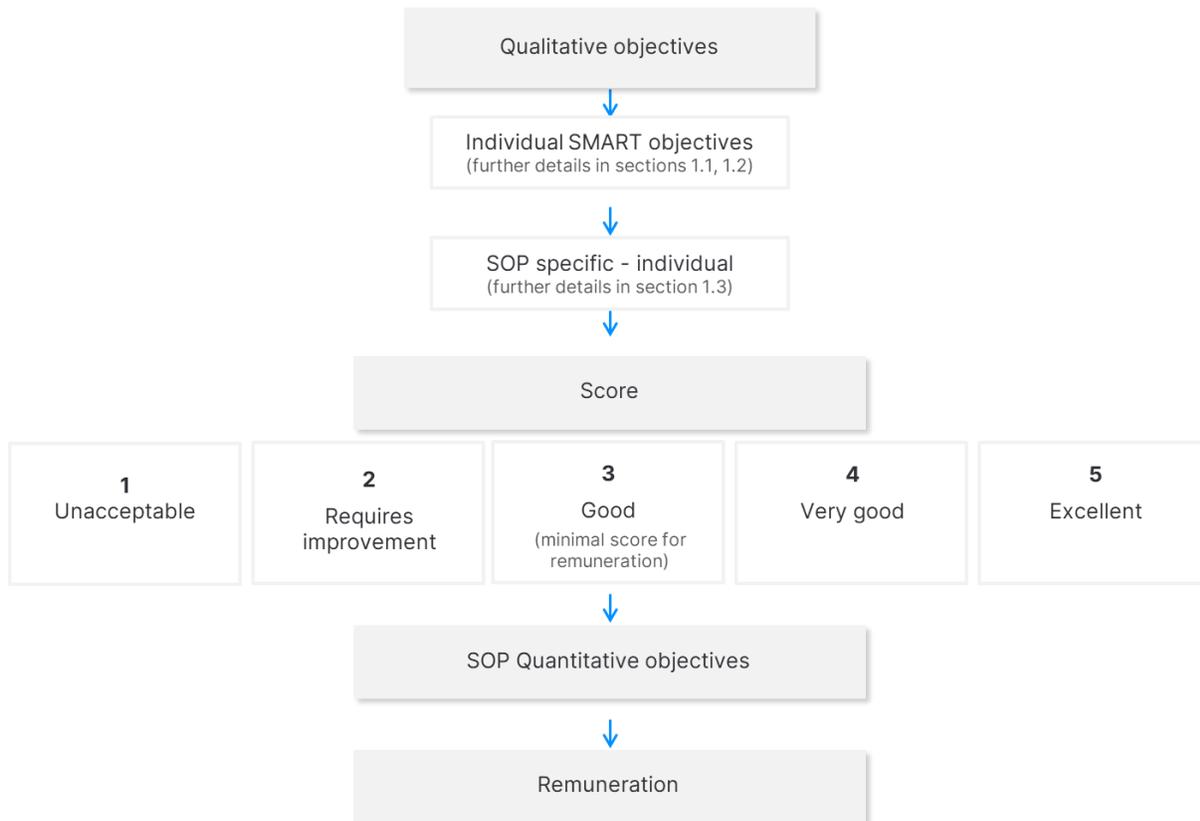
- improving service quality,
- improving capital and liquidity indicators,
- continuous digitisation of the retail and corporate sectors,
- improving the quality of the loan portfolio,
- strategic and business integration of BTFG subsidiaries, as well as optimisation of network-level processes from a corporate governance perspective,
- improving cybersecurity,
- inventorying the loan portfolio based on their carbon footprint,
- issuing MREL-eligible bonds with environmental and social components.

*These objectives and their actual results are detailed below, in the chapter specific to the Leaders' Committee and their remuneration.*

Thus:

## PERFORMANCE EVALUATION PROCESS

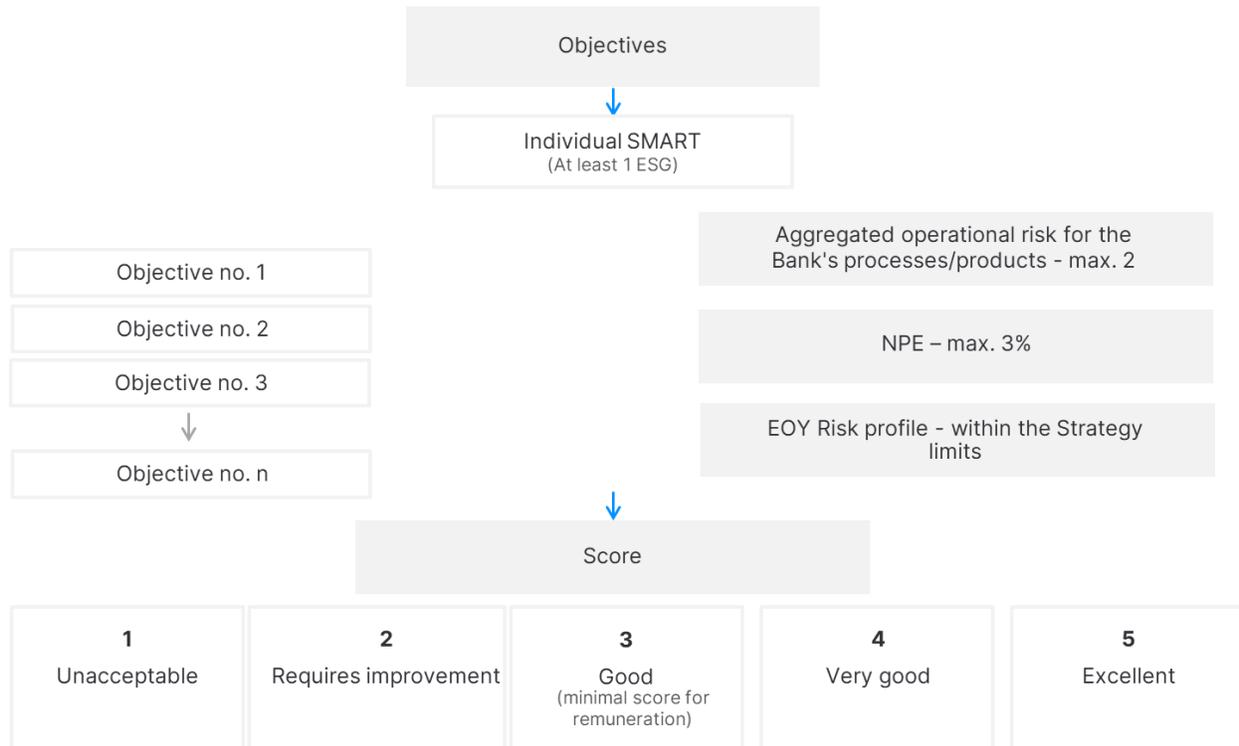
(Basis for granting variable remuneration)



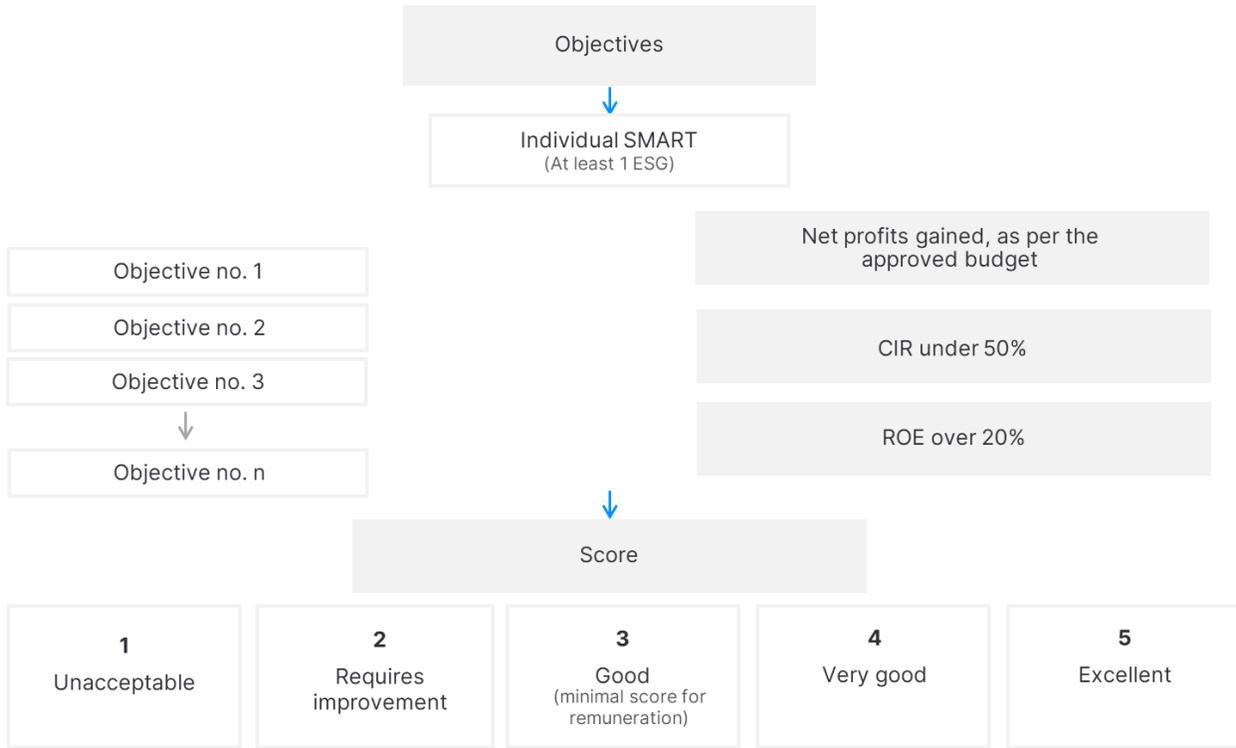
In terms of qualitative and quantitative objectives, they are differentiated according to the whether the member of the management body carries out activities in the risk or support areas, or business areas, as can be seen in the two graphs below:

## 1.1. Individual qualitative objectives evaluation process

(Risk related Roles)



## 1.2. Individual qualitative objectives evaluation process (Business & Support Roles)



In addition to the SMART objectives mentioned above, the quantitative objectives for the Stock Option Plan must be met in order to be eligible for remuneration. For the 2024 SOP, the criteria are as follows:

### 1.3. SOP – Quantitative

(Cumulative targets that must be wholly met)

Attaining at least 90% of the gross profits target for 2024 (before tax). Not applicable to Leaders with Risk related Roles, who do NOT have criteria correlated with profits, in accordance with legal requirements

Maintaining capital adequacy and liquidity indicators, as well as the Bank's placement within the limits of the Bank's general risk profile as per the Risk Appetite Statement (RAS)

Maintaining the Bank within the Top 3 of the local banks' ranking from an asset perspective as of December 31st, 2024



Remuneration

**For the remuneration to be paid in the current year under the stock option plan**, the achievement of the quantitative objectives set will be taken into account after the analysis of the results for the individual qualitative objectives, as the former depend on the consideration of individual objectives for the granting of remuneration. These criteria are outlined in a similar manner to those for the reporting year, taking into account the evolution of the economic climate throughout the entire reference period.

We also note that the individual performance targets for the issuer's management for the financial year mainly concern:

- Increasing the contribution of subsidiaries and achieving financial targets by increasing volumes and streamlining processes.
- Maintaining a solid risk profile, with a focus on NPL, loan recovery, anti-fraud strategies and the implementation of new EBA/Basel/CSRD requirements.
- Developing and expanding green and sustainable financing.
- Accelerating digital transformation: BT Pay, BT Go, digital onboarding, automation, customer migration, digital payments and new platforms.
- Optimising operational processes, with a focus on efficiency and automation.

- Technology upgrades: reducing complexity, adopting cloud infrastructure, refining IT processes and consolidating data infrastructure.
- Team development: integrating new members, increasing skills and implementing the succession plans.
- Growth of business segments by achieving targets set in relation to portfolio, P&L and assets under management.
- Strengthening operational resilience and continuously updating the governance model in order to maintain its modern, transparent and European requirements aligned character.

The Remuneration paid in 2025 was granted based on the following KPI`s structure:

## 2025

Position	KPIs	Type of KPIs	Weight	Fulfilment	Evaluation
CEO	Merger execution - OTP Romania Group	Financial	11.11%	Merger fully completed; systems fully integrated; client base largely maintained by end of February 2025	100% Achieved
	Capital & MREL planning, with E and S components when it comes to bond issuance	Non-Financial (ESG)	11.11%	Completed capital buffers to support growth, and established an encouraging yield curve	
	Portfolio quality in Large Corporate sector	Financial	11.11%	Quality maintained with strong risk management	
	Digital channels	Non-Financial (ESG)	11.11%	Roadmap delivered for BT Pay new features; adoption of BT Go and the base for further development is assured.	
	Data platform (DWH)	Financial	11.11%	DWH is functional and supports both LoBs and Risk/Finance functions, more improvements are planned and/or in progress	

	Succession planning	Financial	11.11%	Successors identified; external options monitored	
	Corporate governance/ ESG, including subsidiaries management, data management and protection, while maintaining transparency with authorities and capital market participants.	Non-Financial (ESG)	11.11%	Projects achieved, with positive recognition externally; clear forward plan defined	
	People & engagement	Financial	11.11%	Key talent retained; lower-rank turnover decreased	
	Cybersecurity	Financial	11.11%	Strong external posture attained, the bank is best practice; further focus on anti-fraud protections	
Deputy CEO Legal	Remedial portfolio management	Financial	16.67%	Fulfilled as per financial reports	
	REO and Foreclosures portfolio management	Financial	16.67%	Fulfilled as per financial reports	
	Workout portfolio management	Non-Financial (ESG)	16.67%	Fulfilled as per financial reports	
	Implementing ESG specific objectives for all financial subsidiaries' units	Non-Financial (ESG)	16.67%	Fulfilled as per ESG report	100% Achieved
	Subsidiaries increase of leads by BT Network and expanding products	Financial	16.67%	Fulfilled as per financial reports	
	Merger execution and integration process - OTP Romania Group	Financial	16.67%	Responsibilities fulfilled as of end of February for the streams assigned	
CFO	Capital & MREL planning, that allows for business growth	Non-Financial (ESG)	14.29%	Cross-functional teams established to analyze MREL needs during the early stages, based on budget and forecast projections; Resulted improved forward	100% Achieved

				planning and reporting	
	Month-end close redesign	Financial	14.29%	Processes streamlined, automated, and accelerated; earlier target reached	
	Implement budgeting tool	Financial	14.29%	Implemented per plan with centralized data and automated reporting	
	ARCA use-case adoption	Financial	14.29%	Standardized ROI use, enabling prioritization discussions, aiming to internalize file analysis; streamlining operations and allocating resources more efficiently within the network.	
	Monthly consolidation for the group companies	Financial	14.29%	Data flows automated and quality improved	
	SAP FPSL	Financial	14.29%	Reconciled and implemented; parallel run initiated	
	Sustainability reporting support	Non-Financial (ESG)	14.29%	Financial support granted for ESG/CSRD taxonomy reporting; financial auditor support for review	
	Core lending/P&L targets SMEs / Micro	Financial	14.29%	Budgets met or exceeded across segments	
Deputy CEO IMM&Micro	Agribusiness / Healthcare divisions budgets	Financial	14.29%	Portfolio growth above plan	100% Achieved
	BT Microfeature Loans/P&L targets	Financial	14.29%	Targets achieved	
	BT Leasing Loans/P&L targets	Financial	14.29%	Targets achieved	

	ESG lending	Non-Financial (ESG)	14.29%	Group-wide production target achieved	
	ARCA-driven flow improvements	Financial	14.29%	Multiple simplifications, centralizations, and automation steps reducing workload fulfilled	
	BT GO	Non-Financial (ESG)	14.29%	Onboarding target achieved; migration waves prepared for execution, as per plan	
	Core system stabilization due to upgrade	Non-Financial (ESG)	11.11%	Post-upgrade stability confirmed; performance measures implemented	
	OTP Romania Group migration operations	Financial	11.11%	Prepared and executed per calendar with multiple rehearsals and load mitigations.	
	Succession for branch managers	Non-Financial (ESG)	11.11%	Successors identified; transitions and training executed	
	Green energy supply	Non-Financial (ESG)	11.11%	Consolidated sourcing: high share of green energy achieved group-wide	
COO	Cash strategy - operations	Financial	11.11%	Controls strengthened; coverage expanded; new center prepared	100% Achieved
	Head-office successors	Financial	11.11%	Candidate pool identified; professional development paths defined	
	Operational integrations	Financial	11.11%	Network and physical security functions integrated with upgraded practices	
	Cash optimization	Financial	11.11%	Limit capabilities prepared and applied; top suppliers reviewed	
	Ops performance overview	Financial	11.11%	Activity volumes (transactions) and revenues grew; market position	

				strengthened (through network and ATMs)	
Deputy CEO Retail Banking	Retail loan growth	Financial	16.67%	Target fulfilled, new production delivered; portfolio balanced through bundled protection products	100% Achieved
	Non-risk revenues & bancassurance increase	Financial	16.67%	Notable year-over-year increases in said sectors (above 10%); digital channels leveraged for grow	
	Growing Digital payments	Financial	16.67%	Multiple enhancements delivered across issuing/acquiring, security, and merchant experiences	
	Digital origination & lifecycle	Non-Financial (ESG)	16.67%	Online onboarding and origination features launched; value-added in-app services expanded	
	Sustainability:	Non-Financial (ESG)	16.67%	Digital journeys expanded; access points maintained; green products and campaigns promoted	
	Call Center digital transformation	Non-Financial (ESG)	16.67%	All planned objectives completed, including assistant, authentication, proactive support, and leads	
CTO	Merger readiness & execution of OTP Romania Group from a technology perspective	Financial	16.67%	Completed successfully. Merger successful as of 28.02.2025.	100% Achieved
	Omnichannel platform	Non-Financial (ESG)	16.67%	Scope maintained	
	Data capabilities roadmap	Financial	16.67%	Executed per plan; governance aligned to future products; competencies onboarded.	

	Cards/operations resiliency	Financial	16.67%	Infrastructure improved; scope adjusted after solution limits identified	
	24/7 monitoring & change management	Financial	16.67%	High maturity in detection and responsiveness; change management process strengthened	
	Revised Data Center strategy for Business Continuity Planning and Disaster Recovery execution.	Financial	16.67%	Capabilities revised and tested, moving toward fuller site-to-site posture with cloud readiness	
CRO	Risk Management Structure	Financial	33.33%	New organizational structure implemented without disruptions	
	Risk roadmap regarding EBA Stress Test and external rating exercises	Financial	33.33%	Roadmap approved; concrete actions delivered across capital, fraud, and digital risk initiatives; key external exercises set up; rating - investment grade achieved	100% Achieved
	ESG disclosures - Pillar 3 disclosure, CO2 footprint calculation, and CSRD contribution	Non-Financial (ESG)	33.33%	All tasks performed and delivered	

The quantitative targets are complemented by the KPI's listed above and are applicable to all members:

## 2025 QUANTITATIVE TARGETS

KPIs (that add to the individual criteria)	Type	Result	Evaluation of KPIs
Aggregate operational risk of the bank's processes/products - max 2	Objective for risk related individuals	1.7	Achieved
NPE - max 3%		2.40%	Achieved

Risk profile at EOY - in limits as per Strategy		In limits, as per Strategy	Achieved
Net profit reached, in accordance with budget (3.918 bln budget)		4.095 bln profit	Achieved
CIR below 50%	Objective for non-risk related individuals	44.44%	Achieved
ROE above 20%		25.23%	Achieved
Attaining at least 90% of the gross profits target for 2024 (before tax). <i>Not applicable to Leaders with Risk related Roles, who do NOT have criteria correlated with profits, in accordance with legal requirements</i>		104.52%, as per budget	Achieved
Maintaining capital adequacy and liquidity indicators, as well as the Bank's placement within the limits of the Bank's general risk profile as per the Risk Appetite Statement (RAS)	Stock Option Plan Cumulative quantitative targets	Maintained	Achieved
Maintaining the Bank within the Top 3 of the local banks' ranking from an asset perspective as of December 31st, 2024		Maintained	Achieved

## SUSTAINABILITY AS A PERFORMANCE OBJECTIVE

Banca Transilvania recognises the concept of sustainability as a factor embedded in every activity and initiative, fundamental to sustainable growth, progress and the responsible conduct of our financial activities. This is why we are committed to the inclusive development of the Romanian economy through our sustained efforts to generate a positive impact on the economy and society, both within our organisation and through initiatives for our customers, which in turn multiply this impact for a healthy economy.

The Bank's sustainable approach is based on three pillars:

- People
- Performance
- Environment

We are aware that, with our leading position, we have extensive responsibilities towards our customers, but also towards the environment and the community. We therefore aim to ensure that our financing is sustainable in terms of its impact on the environment,

supplementing traditional analysis with customer environmental compliance assessments regarding environmental protection and employee health and safety.

In this complex process of defining and integrating sustainability standards, we take into account all stakeholders:

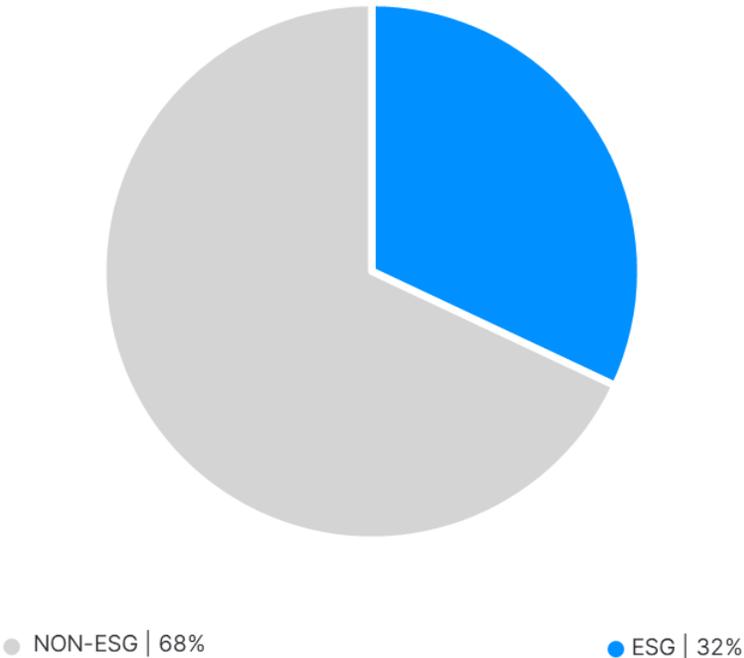
- Shareholders,
- Authorities,
- Employees,
- Customers,
- Partners/suppliers,
- Media,
- Online communities (social media),
- Organisations, foundations, associations,
- Investors/analysts, financial institutions,
- Future customers,
- Future employees.

Equally important, responsible lending means a mission to improve the population's access to finance, increase the degree of financial intermediation and support social and economic inclusion through our active involvement in financial literacy for the population, entrepreneurs and small, medium and large enterprises.

Consequently, in order to assess the performance of the issuer's management body, in addition to the specific objectives, specific ESG criteria (KPIs) have been integrated into the process of assessing its individual and collective suitability, including at Board Committees' level, with regard to both objectives and the reporting process. The addition of new objectives within this assessment will ensure better ongoing verification of the management body's expertise, so as to reflect relevant changes in the institution's activities, sustainability/ESG strategies and risk profile. We note that the granting of remuneration depends 100% on the achievement of these ESG objectives, set as KPIs in this regard.

The overall share of ESG objectives in the total SMART objectives set for 2024 by the management body and for which remuneration was paid in 2025 is as follows:

**ESG V. TRADITIONAL OBJECTIVES WEIGHT - 2025**



Complementary to setting performance targets for each member of senior management, sustainability and sustainable development criteria were also set, as follows, but not limited to:

- reducing greenhouse gas emissions,
- green and sustainable loans, assessing the loan portfolio from a carbon emissions perspective,
- increasing the share of renewable energy in total consumption,
- continuous implementation of digital flows, launch of new sustainable products, reducing paper consumption,
- customer campaigns with a social component,
- gender pay gap methodology
- issuance of MREL-eligible bonds with an environmental and social component,
- facilitating user involvement in civil society and charitable activities,
- adapting digital infrastructure from an accessibility perspective, etc.

This integration of at least one specific ESG criterion (KPI) into the list of individual performance targets set for each member of senior management was carried out in order to determine the amount of variable remuneration paid. Each of these individual criteria related to the ESG objectives set within the Leader's activity sector and expertise, thus ensuring that remuneration is aligned with the Bank's sustainability objectives, facilitating organic growth in ESG initiatives to achieve specific sustainability objectives.

For the current financial year, the issuer aims to accelerate the integration of ESG principles into all operational and strategic processes, strengthening its commitment to sustainability, social responsibility and sound corporate governance. This is reflected in the management's proposed SMART ESG targets for 2026, which refer, among others, to:

- continuous development of green and sustainable lending,
- reducing the carbon footprint and streamlining IT infrastructure,
- expanding the range of products & campaigns provided on digital channels (e.g. through apps),
- financial inclusion and accessibility through inclusive and secure products,
- improved customer experience & user-centred services,
- robust security risk management (especially cybersecurity and data protection),
- operational efficiency, transparency and control,
- acceleration of digital transformation with an impact on internal governance (to optimise resource consumption).

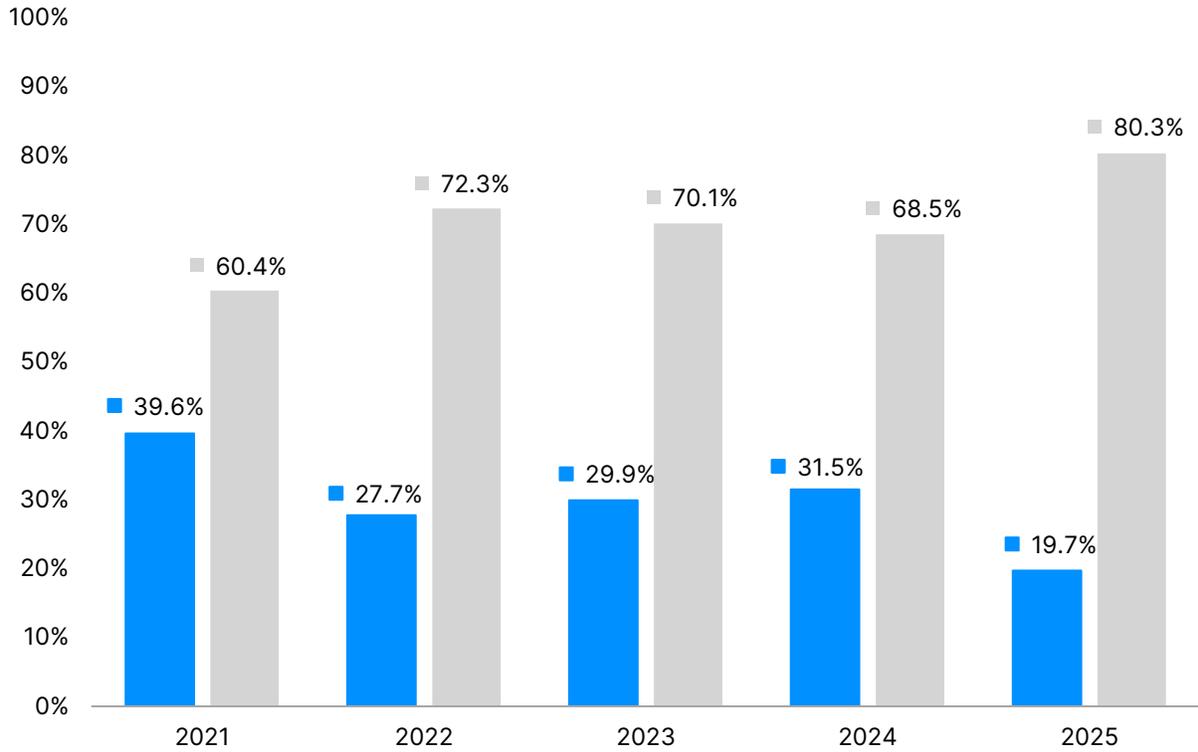
Moreover, in the context of the sustainability statement, drafted in accordance with ESRS standards, **the total annual remuneration report is an essential indicator for assessing pay inequalities and promoting transparency within an organization.** This report is derived by comparing the total annual remuneration of the highest-paid employee in the company with the median remuneration, calculated based on the remuneration of all employees, excluding the remuneration of the highest-paid employee. This approach allows companies to highlight internal pay differences, and according to ESRS standards, it is essential that this information be presented in a transparent manner, thus ensuring accountability to stakeholders. In addition, the report provides a detailed perspective on pay equity and can support strategies to reduce internal inequalities, in line with the company's sustainability objectives and equal opportunity policies. The results at individual and consolidated level are presented below:

<b>Date</b>	<b>Median</b>	<b>Ratio</b> (determined according to ESRS)
31.12.2025	176.656	86,5508
31.12.2024	157.166	82,0833

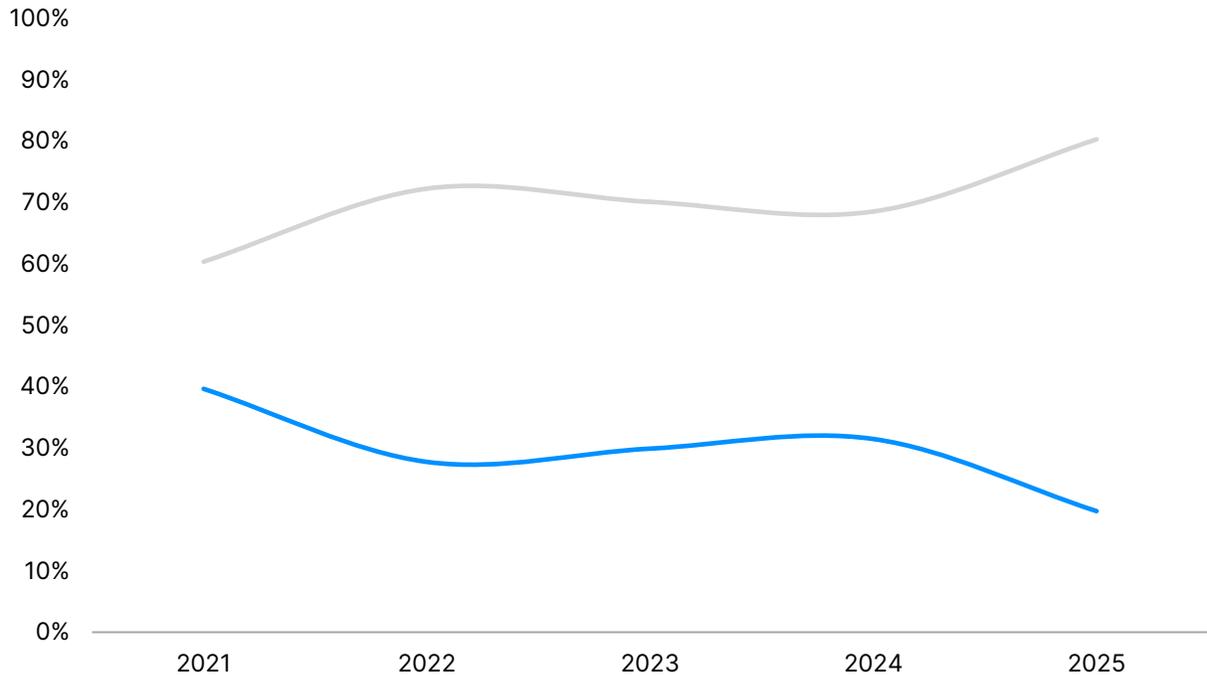
## **PRELIMINARY REPORT ON THE CONSOLIDATED LEVEL OF REMUNERATION OF THE MANAGEMENT BODY IN RELATION TO THE MAIN RELEVANT INDICATORS**

The evolution of the remuneration paid to the members of Banca Transilvania's management body in relation to the total number of shares repurchased and allocated through the Stock Option Plan can be seen below

**SOP SHARES ALLOCATION - COMPARATIVE EVOLUTION FOR MANAGEMENT V. OTHER EMPLOYEES**



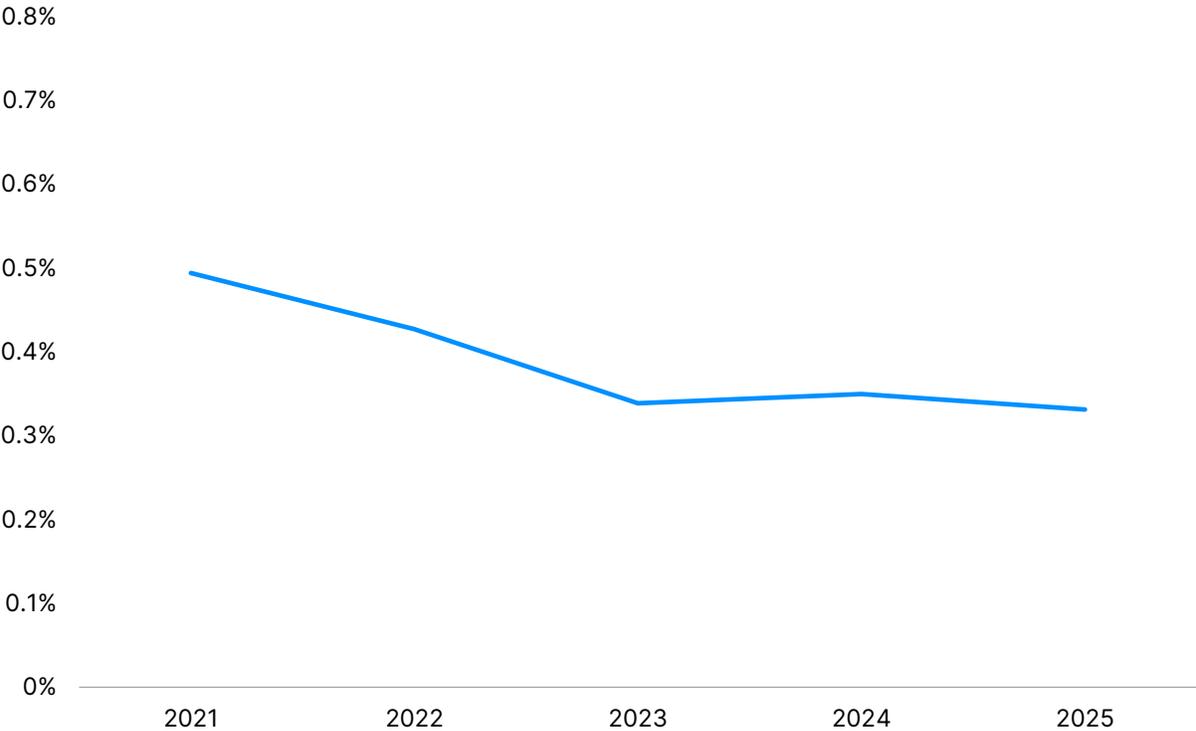
**EVOLUTION OF TLV STOCK COMPENSATION - MANAGEMENT V. OTHER EMPLOYEES**



We would like to point out that the TLV share buyback program and their allocation in the Stock Option Plan are fully compliant with the approval received from shareholders through the Resolution of the Extraordinary General Meeting of April 25<sup>th</sup>, 2024, namely with respect to the maximum limit of 6,500,000 TLV (0.81% of the total shares comprising the share capital) with a nominal value of 10 lei/share at a minimum price equal to the market price on the Bucharest Stock Exchange at the time of purchase and a maximum price of 38 lei, for a maximum period of 18 months from the date of publication of the EGMS Resolution in the Official Gazette of Romania, Part IV). We note that during the period for which the shares are held by the Bank, the related voting rights are suspended, in accordance with the applicable legal provisions.

Additionally, we mention that the additional remuneration of the management body is approved annually by the General Meeting of Shareholders, with a maximum limit being set. The following graphs show the evolution over time of remuneration in relation to the limit indicated above, with the remuneration paid being consistently and significantly below the maximum remuneration limit approved by the GSM, and there being no risk of excessively high remuneration being paid.

**FR EVOLUTION WITHIN THE MAXIMUM REMUNERATION LIMIT SET BY THE GMS (2021 - 2025)**

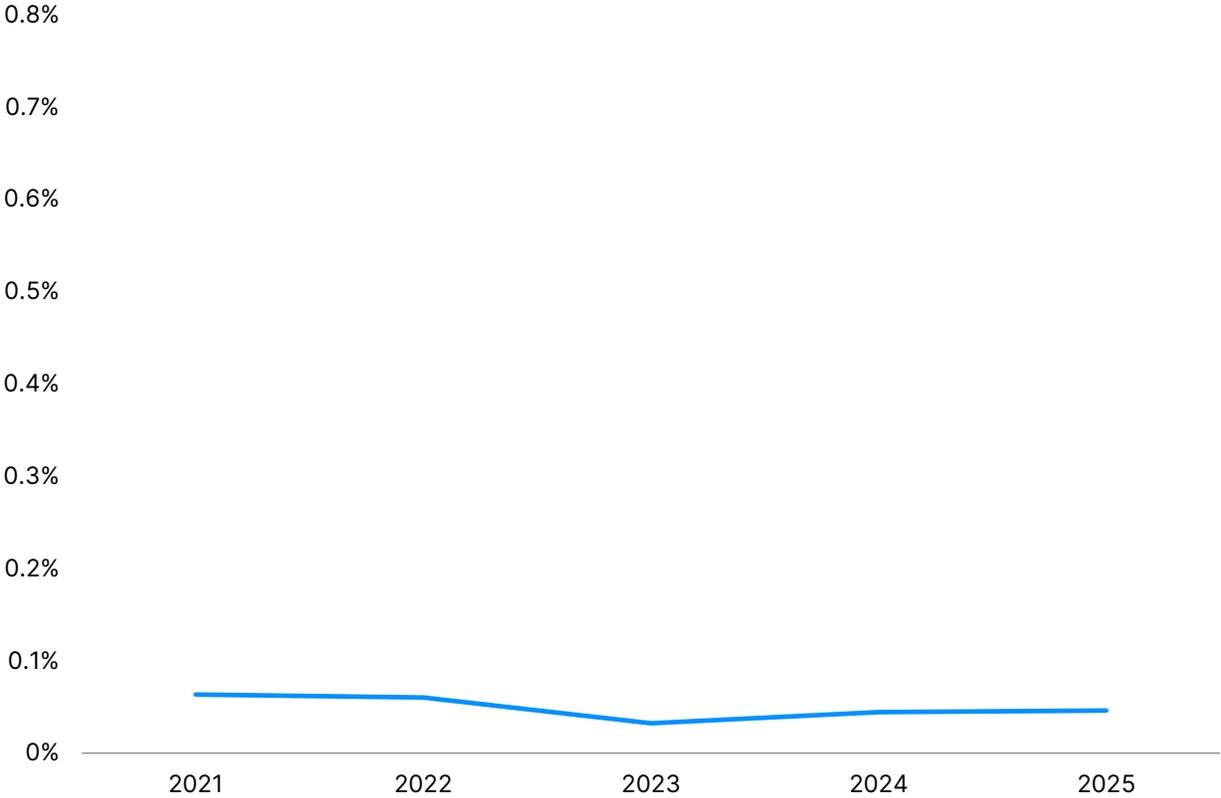


The percentage represented by the fixed remuneration (RF) in the chart above refers to the maximum remuneration limit set at the General Shareholders' Meeting, the value of which is determined by reference to the issuer's own funds as at the reference date,

December 31<sup>st</sup>, 2024, which is taken into account by the General Shareholders' Meeting when approving the aforementioned limit.

As can be seen in the chart above, fixed remuneration has not increased significantly from year to year, and Banca Transilvania does not intend to increase significantly. We note in general terms that the fixed remuneration of the supervisory body increased by 17% compared to 2024, and in relation to the executive management, fixed remuneration increased also by 17% compared to 2024.

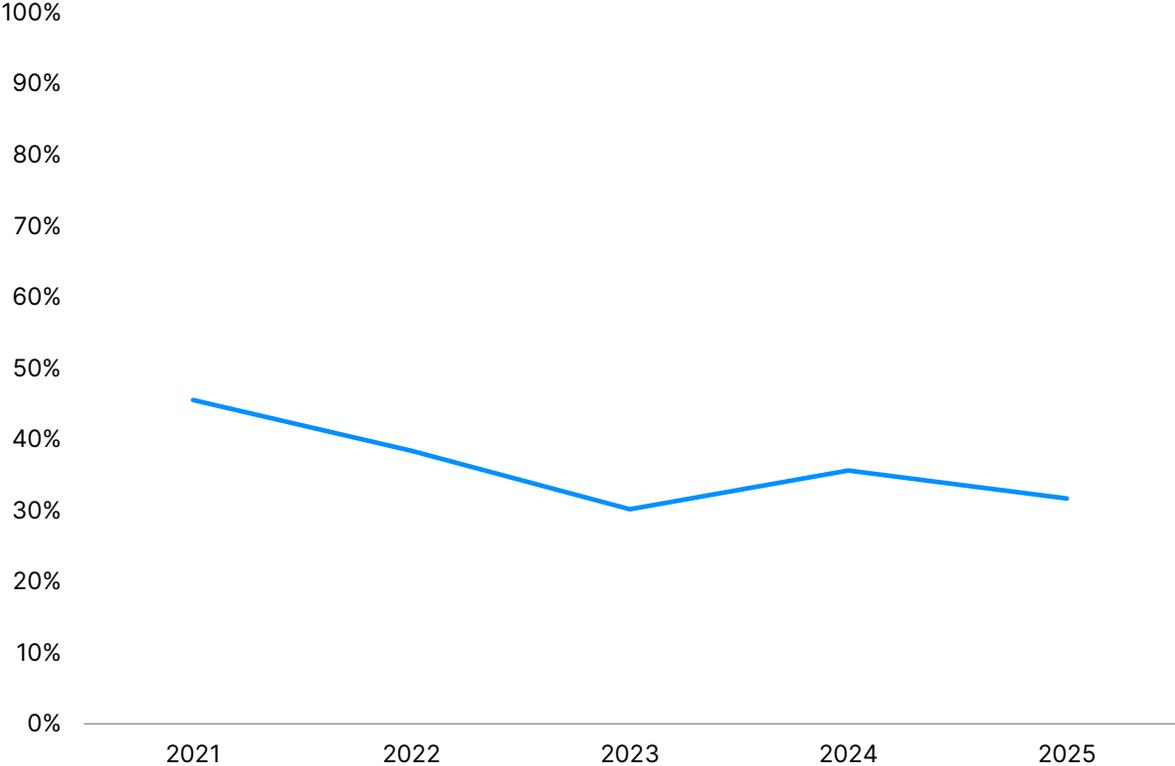
**VR EVOLUTION WITHIN THE REMUNERATION LIMIT SET BY THE GMS (2021 - 2025)**



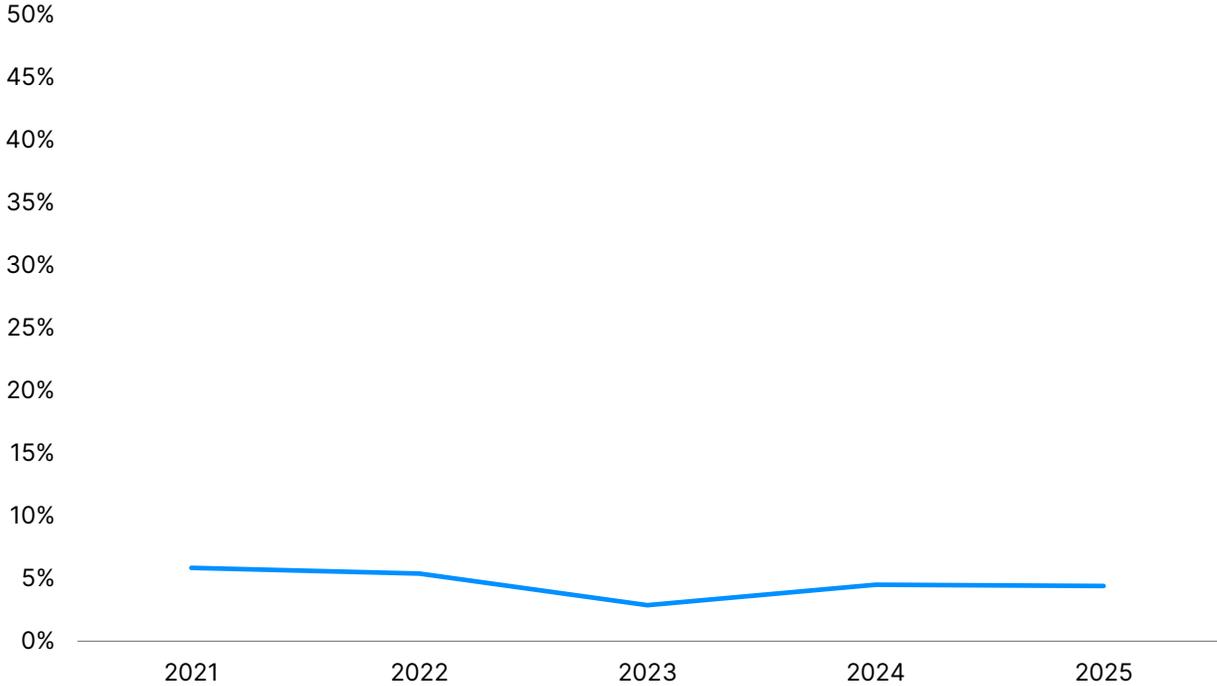
The percentage represented by the variable remuneration (VR) in the chart above refers to the maximum remuneration limit set by the General Meeting of Shareholders, the value of which is determined by reference to the issuer's own funds on the reference date, December 31<sup>st</sup>, 2024.

Compared to the remuneration paid to key positions within the Banca Transilvania Financial Group, the remuneration of the management body constantly remained close to minimum levels in order to ensure balance of remuneration at group level. See below the graph representing total fixed and variable remuneration evolution:

**FR OUT OF TOTAL KEY POSITIONS REMUNERATION PAID WITHIN THE BTFG**



**VR OUT OF TOTAL KEY POSITIONS REMUNERATION PAID WITHIN THE BTFG**



Details on the specific evolution for each member of the management body will be provided in the specific section, where a dashboard presenting both the current composition of remuneration and its evolution over time will be included.

## REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The fixed cash remuneration (allowance) level for members of the Board of Directors is established by the Resolution of the General Meeting of Shareholders, which takes place once a year, in compliance with the applicable legal provisions regarding the disclosure of GMS resolutions. The composition of Banca Transilvania's Board of Directors as of December 31<sup>st</sup>, 2025 is as follows:

MEMBER	FUNCTION	PERSONAL DATA
<p><b>HORIA CIORCILĂ</b></p> <p>Date of first election: April 2002</p> <p>Current Term: April 2022 – April 2026</p> <p>Non-executive director</p>	<p>Chairman of the Board of Directors, Member of RemCO (M1)</p>	<p>Cluj-Napoca Polytechnic Institute, Faculty of Automation and Computers. CV, including information about current positions held in other companies, <a href="#">here</a></p>
<p><b>THOMAS GRASSE</b></p> <p>Date of first election: April 2014</p> <p>Current Term: April 2022 – April 2026</p> <p>Independent non-executive director</p>	<p>Vice-Chair of the Board of Directors, Chairman of the Risk Committee, Member of the Audit Committee (M2)</p>	<p>Bankakademie Frankfurt-Business School of Finance and Management. CV, including information about current positions held in other companies, <a href="#">here</a></p>
<p><b>IVO GUEORGUIEV</b></p> <p>Date of first election: April 2014</p> <p>Current Term: April 2022 – April 2026</p> <p>Independent non-executive director</p>	<p>Member of the Board of Directors, Chairman of the Audit Committee, Member of the Remuneration Committee (M3)</p>	<p>MBA, University of Alberta, Edmonton, Canada. CV, including information on current positions held in other companies, <a href="#">here</a></p>

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## VASILE PUȘCAȘ

Date of first election:  
April 2012

Current Term: April 2022 – April 2026

Independent non-executive director

Member of the  
Board of  
Directors,  
Chairman of  
RemCO (M4)

PhD in History, Faculty of  
History and Philosophy, Babeș-  
Bolyai University Cluj- Napoca.  
CV, including information about  
current positions held in other  
companies, [here](#) .

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## MIRELA BORDEA

Date of first election:  
April 2017

Current Term: April 2022 – April 2026

Independent non-executive director

Member of the  
Board of  
Directors,  
Member of the  
Audit Committee  
(M5)

Department of Economic  
Relations, Specialisation in  
Foreign Trade, Bucharest  
Academy of Economic Studies.  
CV, including information about  
current positions held in other  
companies, [here](#)

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## LUCYNA STANCZAK WUCZYNSKA

Date of first election:  
April 2022

Current Term: April 2022 – April  
2026

Independent non-executive director

Member of the  
Board of Directors  
Member of the  
Risk Committee  
(M6)

Postgraduate studies –  
Advanced European Studies at  
the College of Europe, Bruges,  
Belgium, Economics and  
European Integration. CV,  
including information on current  
positions held in other  
companies, [here](#)

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## FLORIN PREDESCU VASVARI

Date of first election:  
April 2022

Current Term: April 2022 – April 2026

Independent non-executive director

Member of the  
Board of  
Directors,  
Chairman of  
NomCO, Member  
of RC (M7)

PhD in Accounting, Rotman  
School of Management,  
University of Toronto, Canada  
(Specialisation in Finance and  
Econometrics). CV, including  
information about current  
positions held in other  
companies, [here](#) .

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\*Board of Directors; RemCO = Remuneration Committee; NomCO = Nomination Committee; RC = Risk Management Committee; AC = Audit Committee;

In accordance with the legal provisions regarding sound remuneration policies, the members of the management body in its supervisory function (Board of Directors) will be remunerated exclusively with fixed remunerations, precisely in order to adequately address conflicts of interest and remove potential incentive mechanisms based on the institution's performance (taking into account the guidelines of the European Banking Authority - EBA).

At the same time, in the case of listed banks, the EBA's recommendation is that remuneration should consist in a significant proportion of financial instruments, not just cash, thus also complying with the above-mentioned authority's requirements regarding the adjustment of remuneration to risks.

The fixed remuneration of the members of the Board of Directors was paid both in cash and in Banca Transilvania (TLV) shares granted through a stock option plan (fixed shares) that will fall within the maximum total quotas approved by the General Meeting of Shareholders for the additional fixed remuneration for directors and executive officers (0.8% of own funds at the reference date).

Regardless of the form of fixed remuneration (cash or shares), it is not linked, nor dependent on the performance of the credit institution, and there are no conditions or reductions/increases in the level of remuneration as a direct result of any performance achieved by directors individually or participation in a certain number of meetings during a certain period, but on the actual effort made in fulfilling their duties and responsibilities, with the diligence and commitment necessary in consideration of the supervisory function they perform. Thus, in order to ensure effective supervision, the fixed remuneration of the members of the Board of Directors is determined annually in accordance with the remuneration principles, taking into account their duties and the complexity of their work, by reference to the fixed additional remuneration matrix (grid). These criteria are based on the expertise of the person concerned, with examples including banking, risk management and capital markets, willingness to learn and continuous improvement in the performance of duties within the scope of their mandate, as well as proven complex analytical skills and know-how, especially in dynamic areas such as corporate governance and best practices in this field. Once the annual remuneration has been established, it cannot be unilaterally changed or adjusted, being guaranteed in a similar way to a salary in the case of an employment relationship.

In accordance with the provisions of the mandate agreement, this policy and the applicable legal provisions (Romanian and European), the director shall only receive fixed remuneration, consisting of a fixed monthly remuneration and additional fixed remuneration. In order to fulfil the specific obligations of the mandate, the members of the Board of Directors shall be provided with technical equipment (laptop, telephone, etc.) and means of transportation and/or reimbursement of transportation costs incurred are made available to members of the Board of Directors in order to fulfil their specific duties to the highest degree, in conjunction with the conclusion of an individual *Directors and Officers Liability Insurance* policy, in accordance with the applicable legal provisions on companies.

The fixed monthly remuneration is paid in lei, and the additional remuneration of the members of the Board of Directors is allocated within the Stock Option Plan. The additional

remuneration was granted in compliance with the legal provisions regarding the mechanism for classifying shares in the Stock Option Plan and the requirements of the EBA guidelines.

The level of remuneration (including the level of additional remuneration) is proposed or subsequently adjusted, based on economic conditions, by the Remuneration Committee, issued an opinion by the Risk Management Committee and approved by decision by the Board of Directors. The latter may modify the level of remuneration proposed by the Remuneration Committee with a qualified majority of two-thirds of the members of the Board. In any and all cases, the Board of Directors may not approve a total level of remuneration that exceeds the maximum limits approved annually by the General Meeting of Shareholders.

The amount of additional remuneration was reviewed in 2025 by the Board of Directors, following a proposal by the Remuneration Committee and based on the opinion of the Risk Management Committee. In accordance with the applicable legal provisions, the amount of additional remuneration is determined in cash, with the actual payment of remuneration being made in the form of shares, by allocating them to the director under the Stock Option Plan.

Thus, the evaluation process for determining the additional remuneration, within the limits and in accordance with the principles established by the General Meeting of Shareholders, was successfully completed, without any identified situations during the supervisory activity of the Board of Directors that would require any adjustments.

Therefore, for 2025, the total fixed remuneration granted to the Board of Directors represented 13.09% of the total remuneration paid to persons holding key positions within the Group (compared to 14.93% in 2024<sup>1</sup>, 13.14% in 2023<sup>2</sup>, 16.27% in 2022<sup>3</sup> and 20.64% in 2021<sup>4</sup>), according to the annual financial statements as of December 31<sup>st</sup>, 2025, including the additional remuneration approved by the General Meeting of Shareholders.

Thus, the total gross fixed remuneration, granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 and received by a member of the Board of Directors who also serves as a member of the Risk Committee (M6) and who was elected to the Board of Directors on 28<sup>th</sup> of April 2022 as a result of the Ordinary General Meeting of Shareholders, represented 1.16% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, in

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<sup>1</sup> See the information contained in the remuneration report for 2024, available [here](#), starting on page 17.

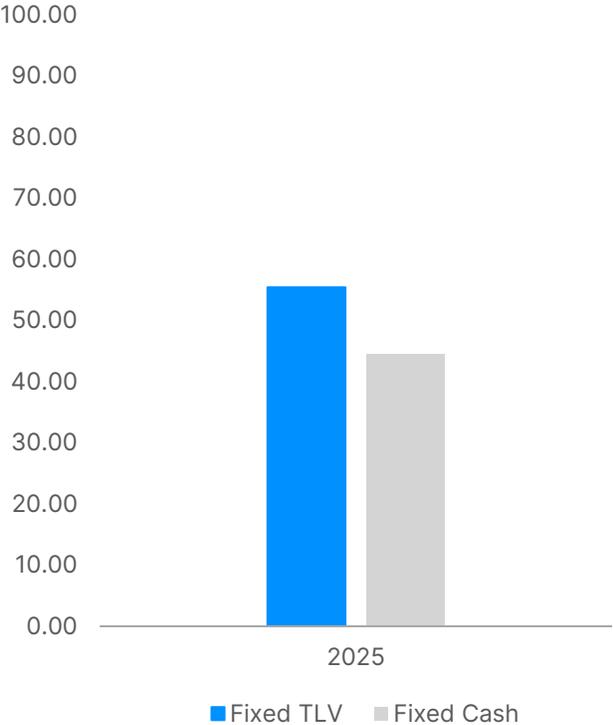
<sup>2</sup> See the information contained in the remuneration report for 2023, available [here](#), starting on page 170.

<sup>3</sup> See the information contained in the remuneration report for 2022, available [here](#), starting on page 172.

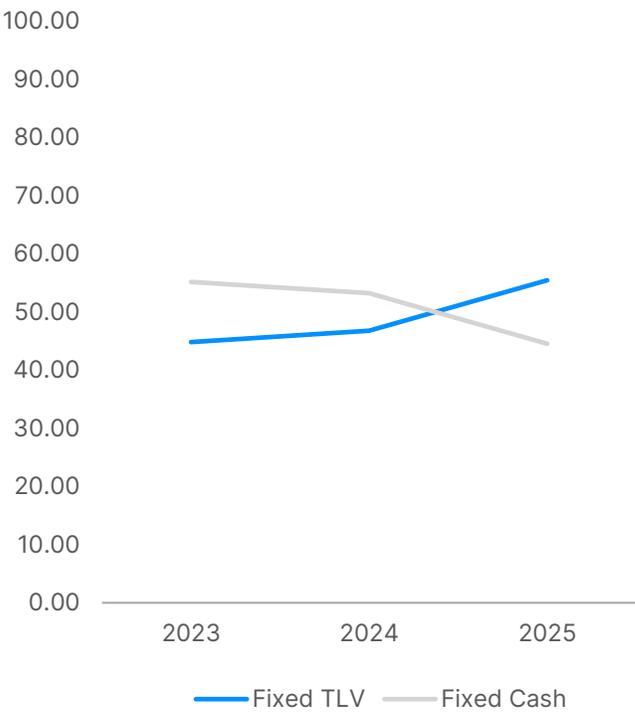
<sup>4</sup> See the information contained in the remuneration report for 2021, available [here](#), starting on page 120.

relation to the issuer's own funds as of December 31<sup>st</sup>, 2024<sup>5</sup> (compared to 1.21% for 2024, 1.56% for 2023, 0.16% for 2022; there is no comparison for 2021) and 0.88% of the total remuneration paid to persons holding key positions within the Group<sup>6</sup> (compared to 0.99% for 2024, 1.11% for 2023, 0.11% for 2022; there is no comparison for 2021).

M6 – Breakdown of 2025 remuneration into its components



M6 – Evolution of remuneration in its specific components



<sup>5</sup> Remuneration paid during 2025 will be assessed as within limits based on the issuer's own funds as presented in the end of year financial statements as of December 31<sup>st</sup>, 2024, the same level taken into account during the April 25<sup>th</sup>, 2025 GMS that approved additional remuneration.

<sup>6</sup> Pertaining to the 2025 remuneration.

Furthermore, they did not receive any variable remuneration in any form, in accordance with the principles mentioned above, and within the BTFG, they did not receive any other gross fixed remuneration in cash and/or other instruments, specifically granted to members of the management bodies of BT subsidiaries. The additional fixed remuneration determined in cash and paid in shares represented 0.41% of the number of shares allocated in the SOP programme and paid during 2025 (compared to 0.58% for 2024, 0.84% for 2023, no comparison available for 2021 and 2022), respectively 0.64% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, in relation to the issuer's equity calculated on the above reference date (compared to 0.57% for 2024, 0.70% for 2023, there is no comparison for 2021 and 2022, given that they were only elected to the Board of Directors on 28<sup>th</sup> April 2022 as a result of the Ordinary General Meeting of Shareholders, with approval by the authorities and the actual start of activity taking place at a later date). Last but not least, the variation in total remuneration was represented by an increase of 19.50% compared to 2024 (compared to an increase of 23.86% compared to 2023, and an increase of 1247.13% compared to 2022, a year in which the mandate was exercised for only 2 months; for 2021, there is no comparison, given that they were elected on the Board of Directors only on 28<sup>th</sup> April 2022 as a result of the Ordinary General Meeting of Shareholders, with approval by the authorities and the actual start of activity taking place at a later date).<sup>7</sup> The shares were paid on June 2<sup>nd</sup>, 2025, free of charge, with no allocation price (comparable to an option price).

The Remuneration Committee reviews and ensures that the general principles and policies for staff remuneration and benefits are in line with Banca Transilvania's business strategy, values and long-term objectives.

The Remuneration Committee at the date of this report consists of the following:

- Chairman of the Committee (M4);
- 2 Members of the Board of Directors (namely the Chairman of the Board of Directors (M1) and the Chairman of the Audit Committee (M3)).

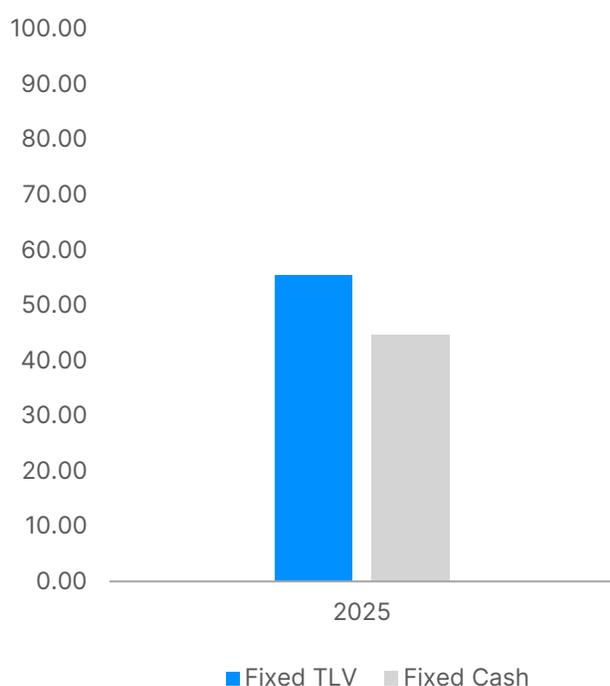
In this regard, the total gross fixed remuneration, granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders of April 25<sup>th</sup>, 2025 and received by the Chairman of RemCO (M4) represents 1.16% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 1.21% for 2024, 1.35% for 2023, 1.65% for 2022 and 1.92% for 2021, taking into account the data for the corresponding reporting periods), relative to the issuer's equity calculated on December 31<sup>st</sup>, 2024, and 0.88% of the total remuneration paid to persons holding key positions within the Group (compared to 0.99% for 2024, 0.96% for

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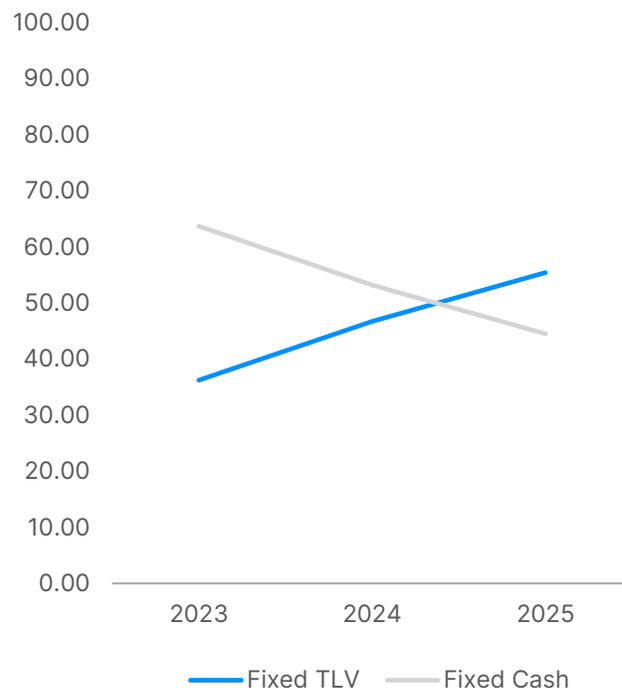
<sup>7</sup> Given that the first reporting year for the present report is 2022, and according to the GMS approved Remuneration Policy (initially in 2021 and afterwards again in 2025), there is no comparable data available in terms of remuneration and its variation for 5 previous financial years.

2023, 1.19% for 2022 and 1.41% for 2021, taking into account the data for the corresponding reporting periods).

M4 – Breakdown of 2025 remuneration into its components



M4 – Evolution of remuneration in its specific components

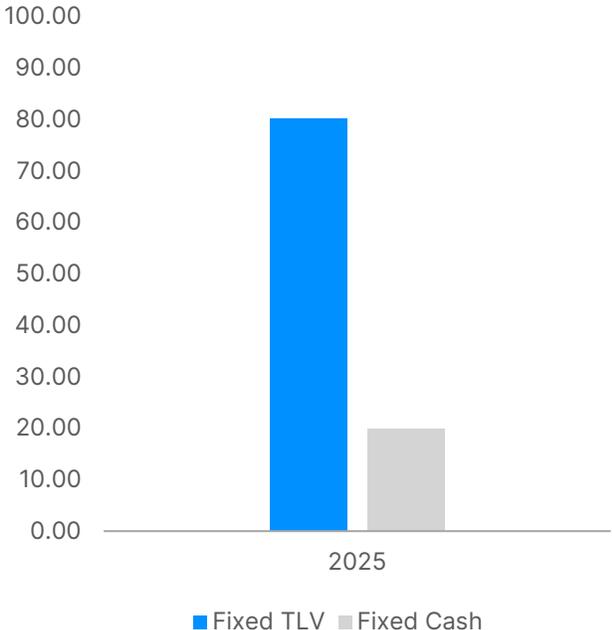


Furthermore, they did not receive any variable remuneration in any form, in accordance with the principles mentioned above, and within BTFG they did not receive any other gross fixed remuneration in cash and/or other instruments specifically granted to members of the management bodies of BT subsidiaries. The additional fixed remuneration determined in cash and paid in shares represents 0.41% of the number of shares allocated in the SOP program and paid during 2025 (compared to 0.58% for 2024, 0.59% for 2023, 0.51% for 2022 and 0.78% for 2021, taking into account the data for the corresponding reporting periods), namely 0.64% of the maximum remuneration limit set by the General Meeting of Shareholders of on April 25<sup>th</sup>, 2025 in relation to the issuer's own funds calculated on the above reference date (compared to 0.57% for 2024, 0.49% for 2023, 0.70% for 2022 and 0.84% for 2021, taking into account the data for the corresponding reporting periods). Last but not least, the variation in total remuneration was represented by an increase of 19.50% compared to 2024, 43.11% compared to 2023, 29.03% compared to 2022 and 26.14% compared to 2021. The shares were paid on June 2<sup>nd</sup>, 2025, free of charge, with no allocation price (comparable to an option price).

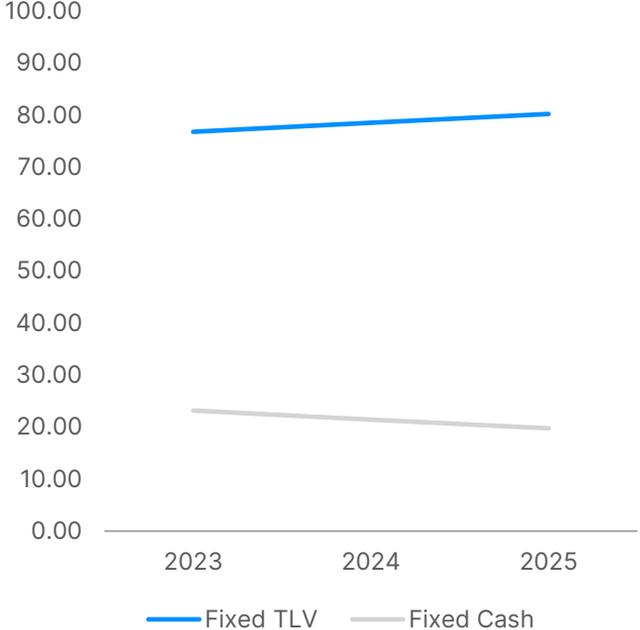
In relation to the Member of the Remuneration Committee who also serves as Chairman of the Audit Committee (M3), the total gross fixed remuneration, granted in full compliance

with the remuneration policy approved by the General Meeting of Shareholders of April 25<sup>th</sup>, 2025 and received by them, represents 3.19% of the maximum remuneration limit set by the General Meeting of Shareholders of April 25<sup>th</sup>, 2025 (compared to 3.41% for 2024, 3.13% for 2023, 4.45% for 2022 and 4.91% for 2021, taking into account the data for the corresponding reporting periods), relative to the issuer's equity calculated on December 31<sup>st</sup>, 2024, and 2.44% of the total remuneration paid to persons holding key positions within the Group (compared to 2.78% for 2024, 2.23% for 2023, 3.20% for 2022 and 3.62% for 2021, taking into account the data for the respective reporting periods).

M3 – Breakdown of 2025 remuneration into its components



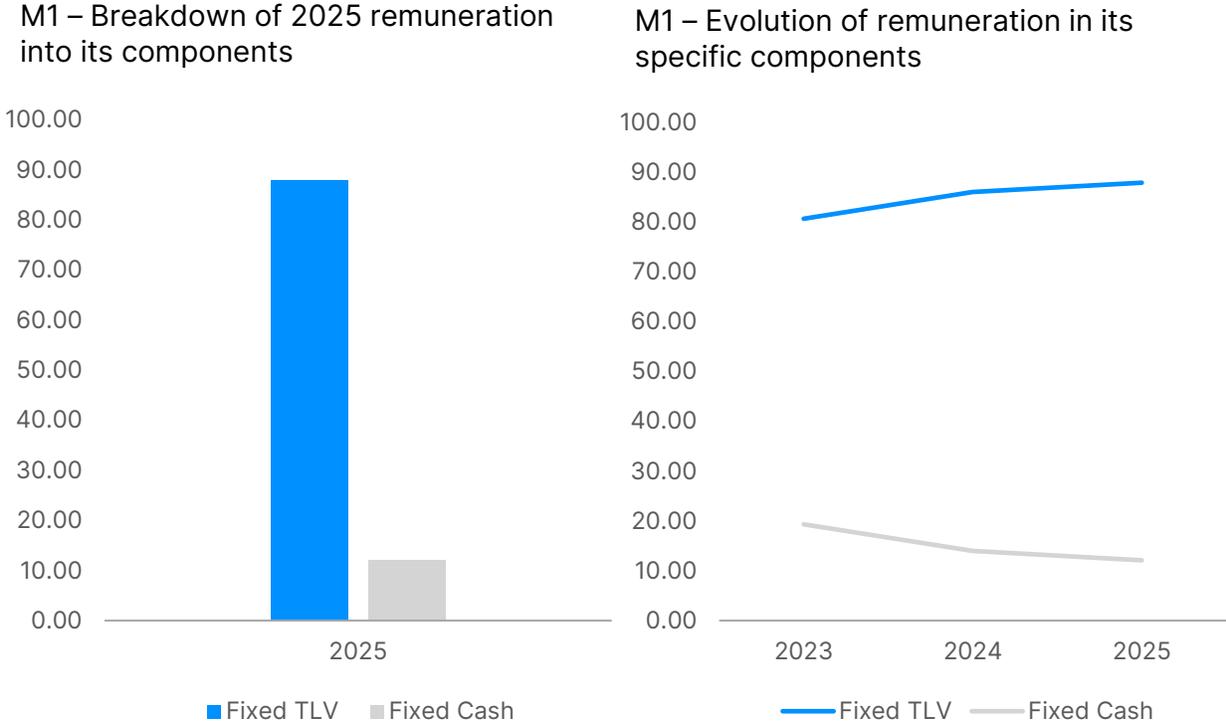
M3 – Evolution of remuneration in its specific components



Furthermore, they were not allocated any variable remuneration in any form, in accordance with the principles mentioned above, and within the BTFG, they received a fixed gross cash remuneration representing 0.11% of the total remuneration paid to persons holding key positions within the Group (as opposed to 0.17% for 2024, 0.15% for 2023 and 0.02% for 2022). The additional fixed remuneration determined in cash and paid in shares represented 1.71% of the number of shares allocated in the SOP program and paid in 2025 (compared to 2.90% for 2024, 3.10% for 2023, 2.79% for 2022 and 3.93% for 2021, taking into account the data for the respective reporting period), namely 2.67% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, in relation to the issuer's equity calculated on the above reference date (compared to 2.84% for 2024, 2.57% for 2023, 3.84% for 2022 and 4.21% for 2021, taking into account the data for the corresponding reporting periods). Last but not least, the variation in total

remuneration was represented by an increase of 15.61% compared to 2024, 66.67% compared to 2023, 37.31% compared to 2022 and 41.81% compared to 2021. The shares were paid on June 2<sup>nd</sup>, 2025, free of charge, with no allocation price (comparable to an option price).

Similarly, for the Member of the Remuneration Committee who also serves as Chairman of the Board of Directors (M1), the total gross fixed remuneration, granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders of April 25<sup>th</sup>, 2025 and received by them, represents 6.08% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 6.60% for 2024, 6.36% for 2023, 9.03% for 2022 and 9.80% for 2021, taking into account the data for the respective reporting period), relative to the issuer's equity calculated on December 31<sup>st</sup>, 2024, and 4.65% of the total remuneration paid to persons holding key positions within the Group (compared to 5.38% for 2024, 4.53% for 2023, 6.50% for 2022 and 7.23% for 2021, taking into account the data for the corresponding reporting periods).

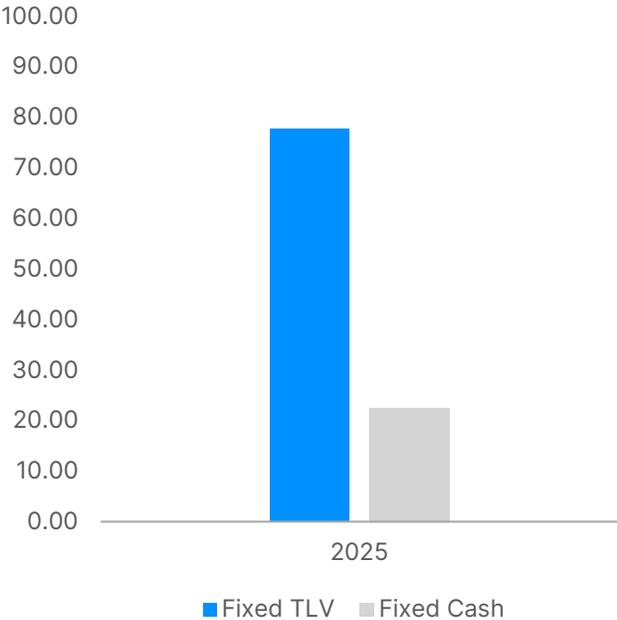


Furthermore, they did not receive any variable remuneration in any form, in accordance with the principles mentioned above, and within the BTFG they did not receive any other gross fixed remuneration in cash and/or other instruments specifically granted to members of the management bodies of BT subsidiaries. The additional fixed remuneration determined in cash and paid in shares represented 3.42% of the number of shares allocated in the SOP program and paid during 2025 (compared to 5.80% for 2024, 6.19% for 2023,

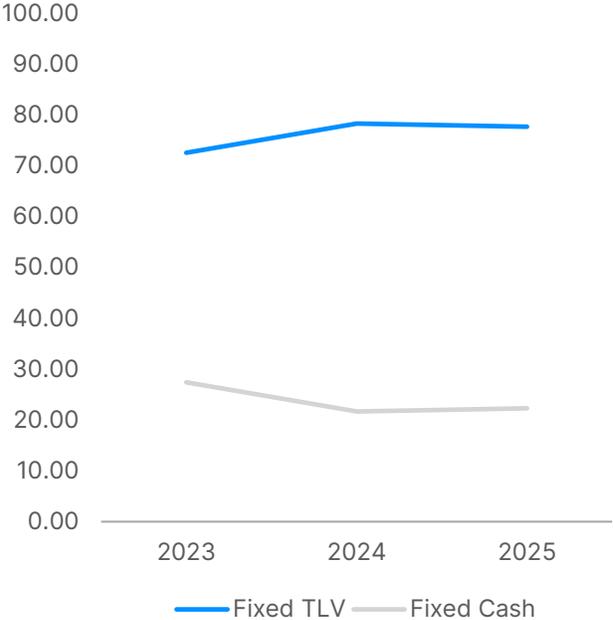
5.58% for 2022 and 7.72% for 2021, taking into account the data for the respective reporting period), respectively 5.34% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, in relation to the issuer's equity calculated on the above reference date (compared to 5.68% for 2024, 5.13% for 2023, 7.68% for 2022 and 8.26% for 2021, taking into account the data for the corresponding reporting periods). Last but not least, the variation in total remuneration was represented by an increase of 15.54% compared to 2024, 59.78% compared to 2023, 23.83% compared to 2022 and 29.74% compared to 2021. The shares were paid on June 2<sup>nd</sup>, 2025, free of charge, with no allocation price (comparable to an option price).

In addition to the members aforementioned, we would like to specify that the Chairman of the Risk Management Committee (M2) may attend meetings as a guest, mainly in relation to specific issues such as the validation of risk-related aspects related to remuneration. In this regard, the total gross fixed remuneration granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders of April 25<sup>th</sup>, 2025 and received by them represented 3.00% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 3.26% for 2024, 3.13% for 2023, 4.45% for 2022 and 5.66% for 2021, taking into account the data for the corresponding reporting periods), in relation to the issuer's equity calculated for December 31<sup>st</sup>, 2024, and 2.30% of the total remuneration paid to persons holding key positions within the Group (compared to 2.65% for 2024, 2.23% for 2023, 3.20% for 2022 and 4.17% for 2021, taking into account the data for the corresponding reporting periods).

M2 – Breakdown of 2025 remuneration into its components



M2 – Evolution of remuneration in its specific components



Similar to all other members, they did not receive any variable remuneration in any form, in accordance with the principles mentioned above, and within BTFG subsidiaries they received a fixed gross cash remuneration representing 0.33% of the total remuneration paid to persons holding key positions within the Group (compared to 0.30% for 2024, 0.29% for 2023, 0.31% for 2022 and 0.27% for 2021, taking into account the data for the corresponding reporting periods). The additional fixed remuneration paid in shares represented 1.71% of the number of shares allocated in the SOP program and paid in 2025 (compared to 2.90% for 2024, 3.10% for 2023, 2.79% for 2022 and 3.93% for 2021 and taking into account the data for the respective reporting period), namely 2.67% of the maximum remuneration limit set by the General Meeting of Shareholders of April 25<sup>th</sup>, 2025, in relation to the issuer's equity calculated on the above reference date (compared to 2.84% for 2024, 2.57% for 2023, 3.84% for 2022 and 4.21% for 2021, taking into account the data for the respective reporting year). Last but not least, the variation in total remuneration was represented by an increase of 19.05% compared to 2024, 62.69% compared to 2023, 29.35% compared to 2022 and 19.47% compared to 2021. The shares were paid on June 2<sup>nd</sup>, 2025, free of charge, with no allocation price (comparable to an option price).

The Nomination Committee is created to issue independent opinions on nomination policies and to exercise the powers mandated by the Board of Directors in this area of activity. This committee was created in 2023, effectively taking over the powers relating to the

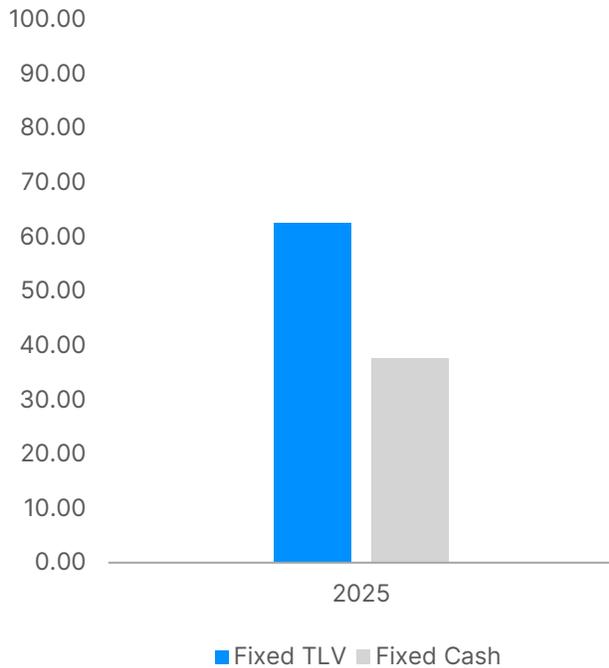
nomination of persons to positions within the committee's remit and assessing the latter's suitability for those positions from the Remuneration and Nomination Committee, now the Remuneration Committee.

The composition of the Nomination Committee at the date of this report is as follows:

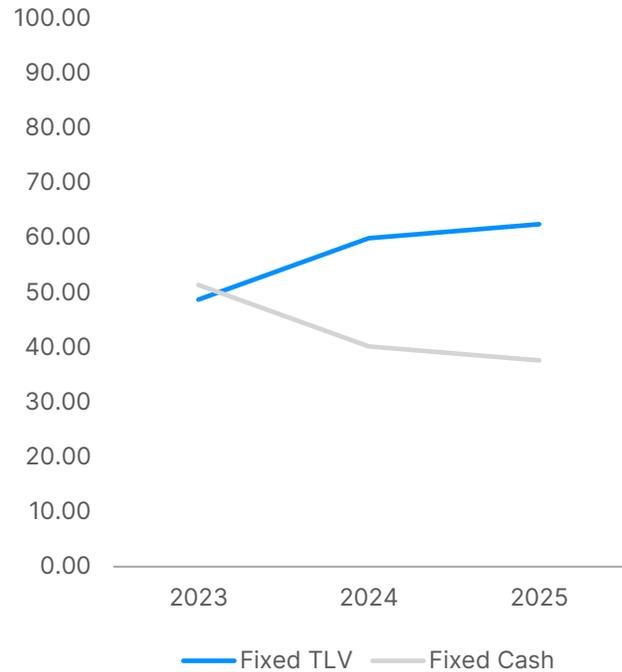
- Chairman of the Committee (M7);
- 2 Members of the Board of Directors (namely the Chairman of the Board of Directors/M1 and the Chairman of the Audit Committee/M3).

Thus, for the Chairman of NomCO (M7), the total gross fixed remuneration, granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders of April 25<sup>th</sup>, 2025 and received by them, represented 1.37% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 1.42% for 2024, 1.68% for 2023, 0.16% for 2022, taking into account the data for the respective reporting period; there is no comparison for 2021, given that they were elected on the Board of Directors on April 28<sup>th</sup>, 2022 as a result of the Ordinary General Meeting of Shareholders, with approval by the authorities and the actual start of activity taking place at a later date), in relation to the issuer's equity calculated for December 31<sup>st</sup>, 2024, and 1.05% of the total remuneration paid to persons holding key positions within the Group (compared to 1.16% for 2024, 1.20% for 2023, 0.11% for 2022 and taking into account the data for the respective reporting period; there is no comparison for 2021, given the beginning of their term).

M7 – Breakdown of 2025 remuneration into its components



M7 – Evolution of remuneration in its specific components



They did not receive any variable remuneration in any form, in accordance with the principles mentioned above, and within the BTFG, they did not receive any other fixed gross remuneration in cash and/or other instruments specifically granted to members of the management bodies of BT subsidiaries. The additional fixed remuneration determined in cash and paid in shares represented 0.55% of the number of shares allocated in the SOP program and paid in 2025 (compared to 0.87% for 2024, 0.99% for 2023, there is no comparison for 2021 and 2022, given the date of commencement for their term), namely 0.85% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, in relation to the issuer's equity calculated on the above reference date (compared to 0.85% for 2024, 0.82% for 2023, there is no comparison for 2021 and 2022, given that they were only elected to the Board of Directors on 28<sup>th</sup> April 2022 as a result of the Ordinary General Meeting of Shareholders, with approval by the authorities and the actual start of activity taking place at a later date). Last but not least, the variation in total remuneration was represented by an increase of 20.83% compared to 2024 (compared to 36.55% compared to 2023 and 1,496.17% compared to 2022 due to the fact that the exercise of the prerogatives under the mandate agreement began in October 2022; there are no comparison data for 2021, given the date of commencement for their term). The shares were paid on June 2<sup>nd</sup>, 2025, free of charge, with no allocation price (comparable to an option price).

The Risk Management Committee has the primary responsibility of assessing the risks inherent to the remuneration system and proposes, where appropriate and in order to ensure that risk-taking incentives are balanced by risk management incentives, the adjustment of variable remuneration for all current and future risks assumed, following the completion of the risk alignment process, which includes: the risk measurement process, the award process and the payment process, ensuring in this regard that staff remuneration complies with the applicable rules, best practices and the bank's strategy. The Risk Management Committee also verifies and certifies the effective and efficient involvement of the internal control function in assessing the compliance of the remuneration system.

The composition of the Risk Management Committee at the date of this report is as follows:

- Chairman of the Committee (M2);
- 3 Independent members of the Board of Directors (M3, M6, M7)

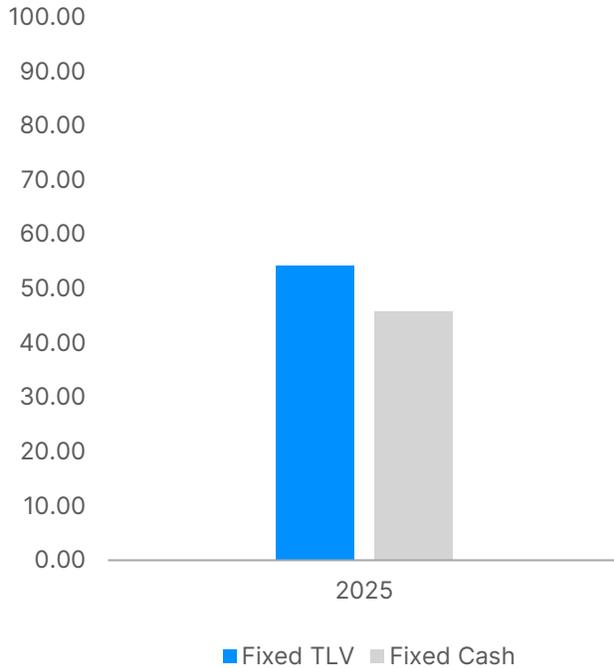
The remuneration of the RC members was specified above, when presenting the composition of the RemCO and NomCO.

Furthermore, the Audit Committee, with its responsibilities in the field of remuneration as outlined above and detailed in the Remuneration Policy for BT's management body, consists of 3 independent non-executive members, with the following composition at the date of this report:

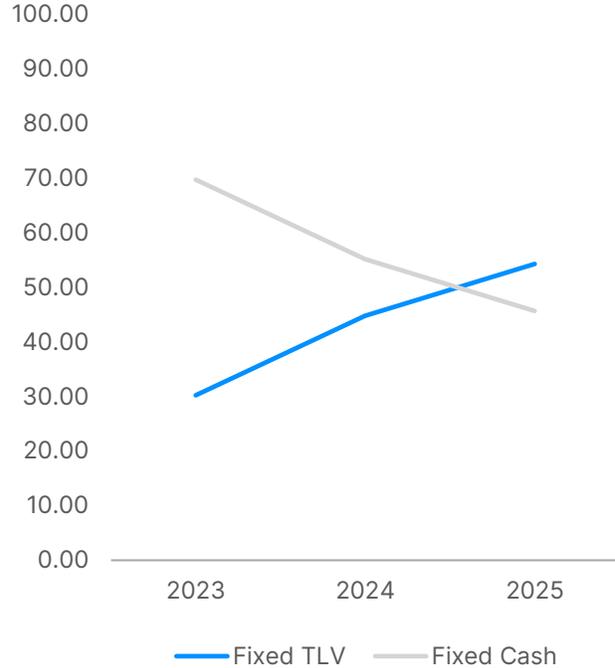
- Chairman of the Committee (M3);
- 2 Members of the Board of Directors (M2 and M5)

Thus, for the AC Member who also serves as a Board of Directors Member (M5), the total gross fixed remuneration, granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders of April 25<sup>th</sup>, 2025 and received by them, represented 1.16% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 1.21% for 2024, 1.23% for 2023, 1.48% for 2022 and 1.69% for 2021, taking into account the data for the respective reporting periods), relative to the issuer's equity calculated for December 31<sup>st</sup>, 2024, and 0.88% of the total remuneration paid to persons holding key positions within the Group (compared to 0.99% for 2024, 0.88% for 2023, 1.07% for 2022 and 1.25% for 2021, taking into account the data for the respective reporting periods).

M5 – Breakdown of 2025 remuneration into its components



M5 – Evolution of remuneration in its specific components



He did not receive any variable remuneration in any form, in accordance with the principles mentioned above, and within BTFG, they received a fixed gross remuneration in cash representing 0.02% of the total remuneration paid to persons holding key positions within the Group (compared to 0.19% for 2024). The additional fixed remuneration determined in cash and paid in shares represented 0.41% of the number of shares allocated in the SOP program and paid during 2025 (compared to 0.58% for 2024, 0.45% for 2023, 0.39% for 2022 and 0.57% for 2021, taking into account the data for the respective reporting periods), namely 0.64% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, in relation to the issuer's equity calculated on the above reference date (compared to 0.57% for 2024, 0.37% for 2023, 0.53% for 2022 and 0.61% for 2021, taking into account the data for the respective reporting periods). Last but not least, the variation in total remuneration was represented by an increase of 16.88% compared to 2024, 59.95% compared to 2023, 46.62% compared to 2022 and 46.27% compared to 2021. The shares were paid on June 2<sup>nd</sup>, 2025, free of charge, with no allocation price (comparable to an option price).

The remuneration of the other members of the AC was specified above, when presenting the composition of the RemCO, NomCO or RC.

## REMUNERATION OF THE MEMBERS OF THE LEADERS' COMMITTEE

The Leaders' Committee is responsible for organising and managing the Bank's activities. The rules and procedures of the Leaders' Committee are approved by the Board of Directors. The composition of Banca Transilvania's Leaders' Committee and the professional background of its members as of December 31<sup>st</sup>, 2025 is as follows:

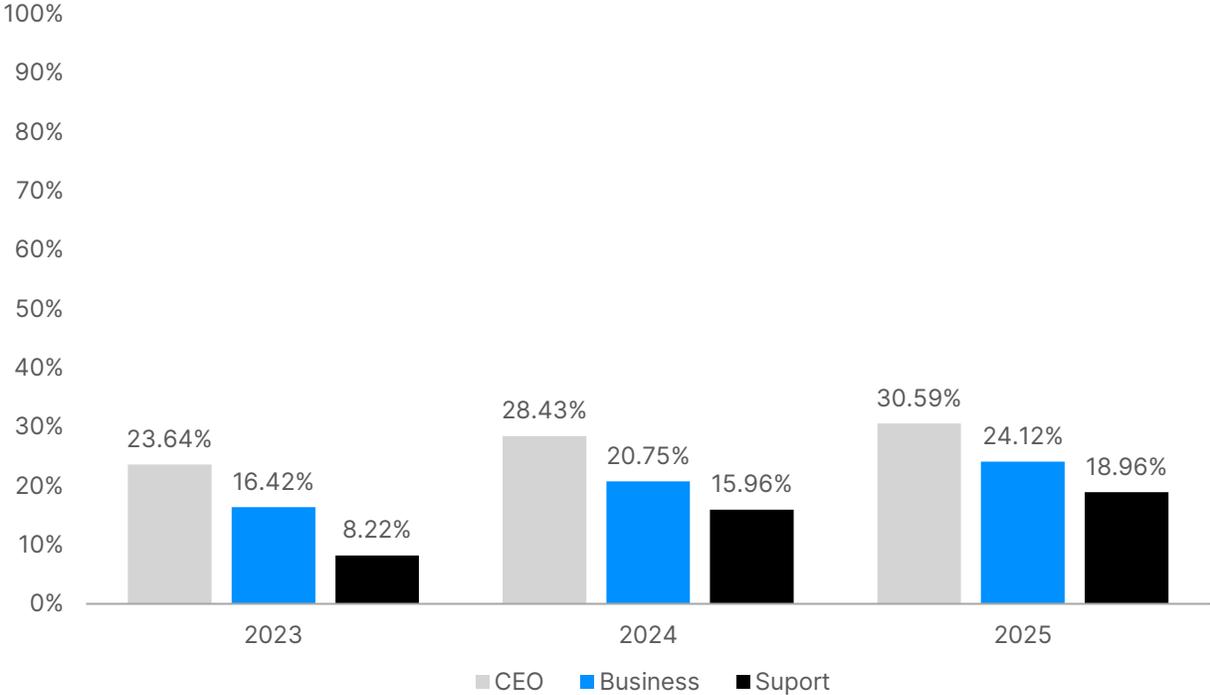
MEMBER	FUNCTION	PERSONAL DATA
<b>ÖMER TETIK</b> since June 2013	Chief Executive Officer (CEO)	Middle East Technical University, Ankara, Faculty of Economics, honours student. CV and bio <a href="#">here</a> .
<i>In alphabetical order</i>		
<b>CĂTĂLIN CARAGEA</b> since August 2024	Deputy Executive Officer - Chief Risk Officer (CRO)	Bucharest Academy of Economic Studies, Faculty of Management, Romania. CV and bio <a href="#">here</a>
<b>GEORGE CĂLINESCU</b> since September 2013	Deputy Executive Officer - Chief Financial Officer (CFO)	American University in Bulgaria, Blagoevgrad, Bachelor's Degree in Business Management. CV and bio <a href="#">here</a> .
<b>ANDRZEJ DOMINIAK</b> since March 2024	Deputy Executive Officer - Chief Technology Officer (CTO)	Stanford University, Machine Learning. CV and bio <a href="#">here</a>
<b>OANA ILAŞ</b> from October 2022	Deputy Executive Officer - Retail Banking	Executive MBA, Sheffield University (United Kingdom), CV and bio <a href="#">here</a> .
<b>TIBERIU MOISĂ</b> since May 2016	Deputy Executive Officer - MidCorporate & SME	Executive MBA, Sheffield University (United Kingdom). CV and bio <a href="#">here</a> .
<b>BOGDAN PLEŞUVESCU</b> since April 2023	Deputy Executive Officer - Legal	Postgraduate courses in International Law – European Union Institutions, International Law, CV and bio <a href="#">here</a>
<b>LEONTIN TODERICI</b> since August 2013	Deputy Executive Officer - Chief Operations Officer (COO)	PhD in Cybernetics and Economic Statistics, Babeş-Bolyai University, Faculty of Economic Sciences. CV and bio <a href="#">here</a> .

During 2025, there were no changes in the composition of the Leaders' Committee. The remuneration policy for senior management is commensurate with the size and organisation of BT, as well as the nature, scope and complexity of its business activities.

By applying the remuneration policy, BT aims to retain and develop a senior management team with the highest professional, educational and moral standards – qualities that generate added value for the Bank and its subsidiaries, ensuring consistency between remuneration and the business strategy, risk policy, values and long-term objectives of the Bank and its subsidiaries.

The policy allows and promotes sound and effective risk management, without encouraging risk-taking that exceeds the level of risk tolerance, thus preventing incentives for excessive risk-taking and other behaviours contrary to the interests of the credit institution. This is also illustrated in the chart below, which shows the ratio of variable to fixed compensation for senior management, in full compliance with legal requirements.

**MEMBERS' CURRENT VR/FR PROPORTION (2023-2025)**

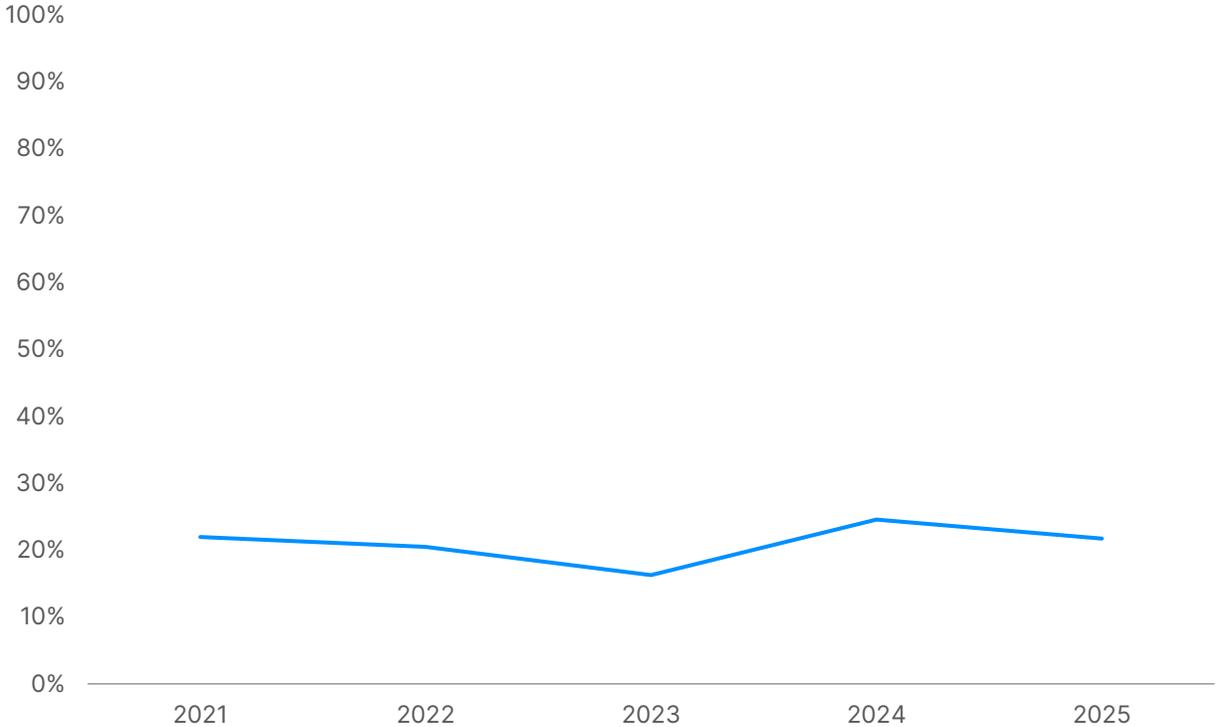


Banca Transilvania has established a remuneration system for senior management that is applied on *arm's length* basis to all staff, adapted to different levels of responsibility and professional development for each position. Leaders' receive a fixed monthly remuneration approved in accordance with the corporate and legal rules detailed above. Also as part of their fixed remuneration, BT Leaders receive a holiday bonus, equivalent to one gross taxable base salary (from the month of application), once a year when the 10 working days of annual leave are granted. For Leaders who do not work a full year at Banca Transilvania, the holiday bonus is granted in proportion to the period worked, regardless of the number of days of annual leave due. In order to fulfil their specific job obligations, members of senior management are provided with technical equipment (laptop, telephone, etc.) and

means of transportation and/or reimbursement of transportation costs incurred, as well as the conclusion of an individual *Directors and Officers Liability Insurance* policy, in accordance with the applicable legal provisions on companies.

The variable remuneration of the members of the Leaders' Committee is determined and supervised by the Bank's Board of Directors, in accordance with the remuneration policy.

**VR/FR PROPORTION EVOLUTION (2021-2025)**



The average evolution of the percentage of variable remuneration (VR) out of the fixed remuneration (FR) shows the proportion of variable remuneration compared to the fixed remuneration for the entire senior management body.

Leaders' remuneration is granted in accordance with the general principles on remuneration set out above, with the following additional remarks:

For members of the Leaders' Committee, the deferred portion of the total variable remuneration is significant and never less than 40%, in accordance with applicable legislation, as determined by the management body in its supervisory capacity. The deferral period is 5 years and is appropriately correlated with the nature of the activity, its risks and the activities of the staff concerned, as follows\*:

- 1/5 of the deferred variable remuneration will be paid in T+1

- 1/5 of the deferred variable component will be paid in T+2
- 1/5 of the deferred variable component will be paid in T+3
- 1/5 of the deferred variable portion will be paid in T+4
- 1/5 of the deferred variable portion will be paid in T+5,

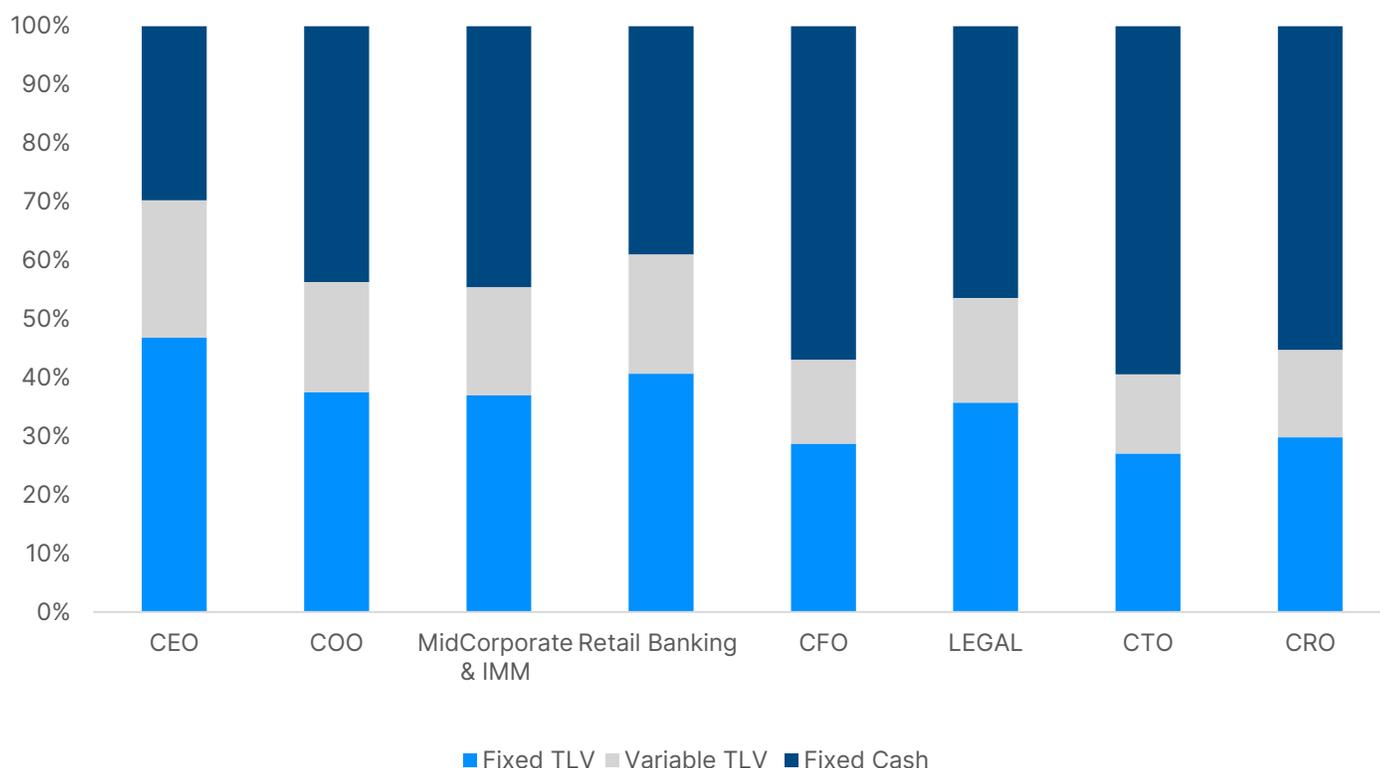
\*where T is the moment when the corresponding part of the variable remuneration granted is paid immediately.

The deferral period may be extended by decision of the Board of Directors. After the expiry of each deferral period for members of the Leaders' Committee, a 12-month retention period applies, i.e. a period of time after the vesting of the shares that were granted as variable remuneration, during which they cannot be sold or accessed without the consent of the Board of Directors.

The individual annual performance of the members of the Management Committee was determined in accordance with rules established in the internal methodology. Performance is assessed yearly, given the long term deferral period for the stock option plan, before each variable component of the deferred remuneration is released. Each deferred amount is vested based on an individual assessment of performance, at the time of vesting. The standards used to assess annual performance are based on the SMART methodology. These principles form the basis of the methodology used for the rules for determining the criteria.

Taking into account the components that make up the compensation of the members of the Management Committee, the following table shows the percentage of each component within the total individual compensation:

## FIXED AND VARIABLE REMUNERATION - SHARE OUT OF TOTAL REMUNERATION FOR 2025



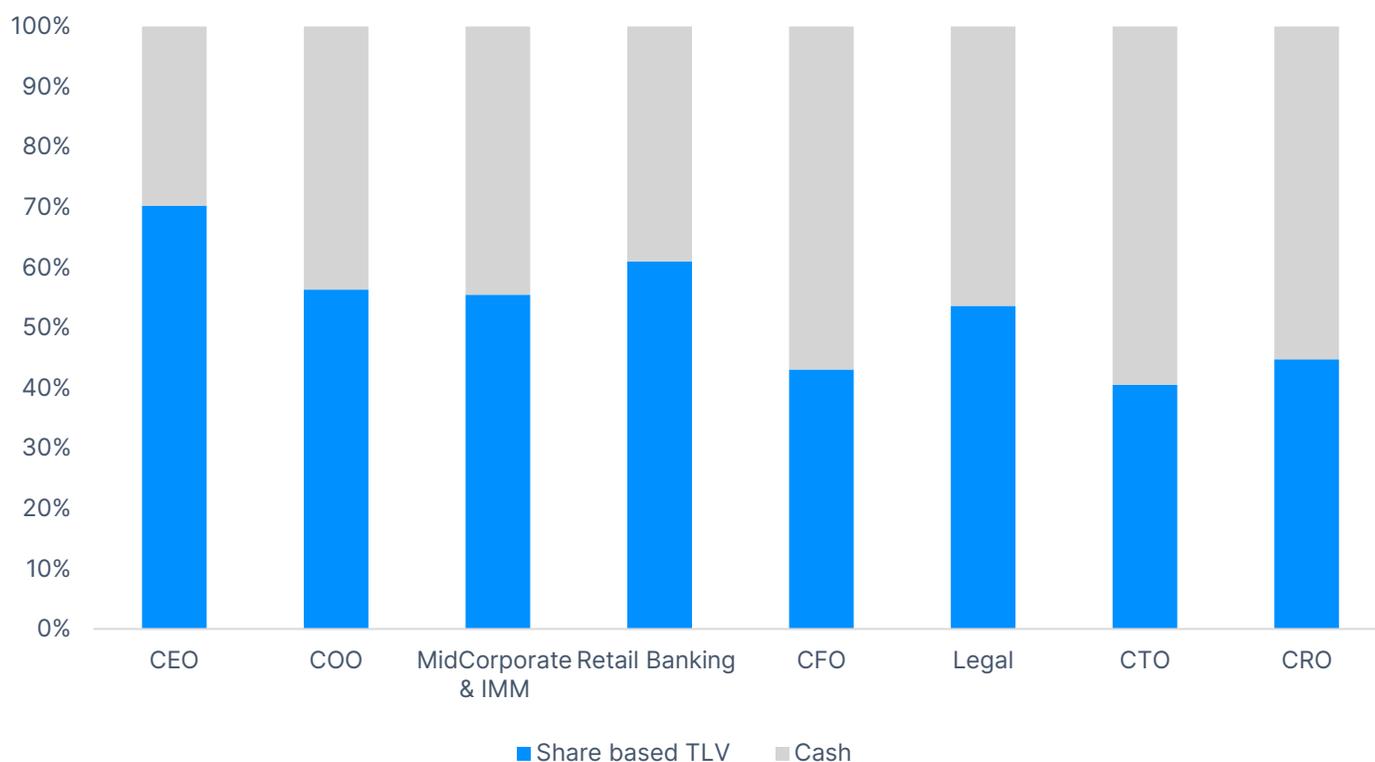
The consolidated dashboard below shows the current status of remuneration levels for 2025.

Director	Share of Fixed TLV remuneration	Share of Variable TLV remuneration	FR share in total remuneration for key positions	VR share in total remuneration for key positions
CEO	66.67%	33.33%	5.88%	1.80%
COO	66.67%	33.33%	2.12%	0.49%
CFO	66.67%	33.33%	1.63%	0.27%
Retail Banking	66.67%	33.33%	1.71%	0.44%

MidCorporate & IMM	66.67%	33.33%	1.92%	0.44%
CRO	66.67%	33.33%	1.55%	0.27%
Legal	66.67%	33.33%	1.88%	0.41%
CTO	66.67%	33.33%	1.92%	0.30%

Additionally, the chart below shows the breakdown of executive compensation for 2025, in amounts paid in TLV shares and cash.

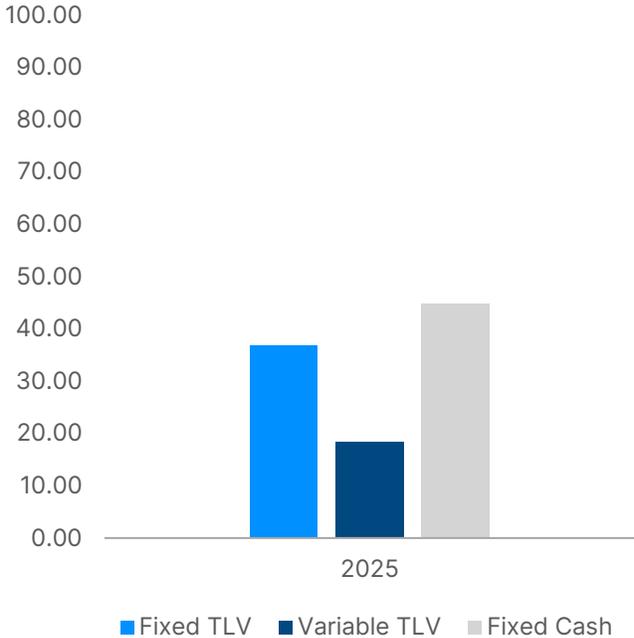
### SHARES (TLV) AND CASH OUT OF TOTAL REMUNERATION FOR 2025



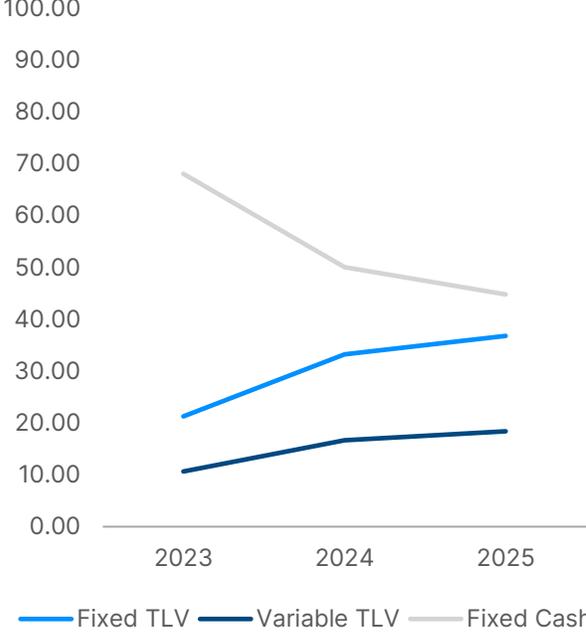
2024 marked the start of the renovation process for several agencies and branches and the installation of photovoltaic panels on some of the Bank's real estate assets. These objectives were successfully managed by the Deputy Executive Officer – COO. In line with the performance achieved, their total remuneration was granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders of April 25<sup>th</sup>, 2025,

complying with the ratio between fixed and variable remuneration established therein (23.11% compared to 20.38% for 2024, 16.72% for 2023, 21.70% for 2022 and 20.63% for 2021, taking into account the data for the corresponding reporting periods). Thus, fixed remuneration represented 2.77% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 3.02% for 2024, 3.26% for 2023, 3.94% for 2022 and 3.92% for 2021, taking into account the data for the corresponding reporting periods), in relation to the issuer's equity calculated for December 31<sup>st</sup>, 2024 and 2.12% of the total remuneration paid to persons holding key positions within the Group (compared to 2.46% for 2024, 2.32% for 2023, 2.83% for 2022 and 2.89% for 2021). Similarly, variable remuneration represented 0.64% of the maximum remuneration limit set by the General Meeting of Shareholders on 25 April 2025 (compared to 0.61% for 2024, 0.54% for 2023, 0.85% for 2022 and 0.81% for 2021, taking into account the data for the corresponding reporting periods), relative to the issuer's equity calculated on the above reference date, and 0.49% of the total remuneration paid to persons holding key positions within the Group (compared to 0.50% for 2024, 0.39% for 2023, 0.62% for 2022 and 0.60% for 2021).

COO – Breakdown of 2025 remuneration into its components



COO – Evolution of remuneration in its specific components



Within BTFG subsidiaries, they received a fixed gross cash remuneration representing 0.05% of the total remuneration paid to persons holding key positions within the Group (compared to 0.05% for 2023 and 2024, 0.03% for 2022 and 0.05% for 2021). The remuneration paid in shares represented 1.13% of the number of shares allocated in the

SOP programme and paid in 2024 (compared to 1.73% for 2024, 1.79% for 2023, 1.50% for 2022 and 1.85% for 2021), respectively 1.76% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, in relation to the issuer's equity calculated on the above reference date ( compared to 1.70% for 2024, 1.48% for 2023, 2.07% for 2022 and 1.99% for 2021)<sup>8</sup>. Last but not least, the total remuneration variation represents an increase of 17.56% compared to 2024, 49.50% compared to 2023, 35.99% compared to 2022, and 55.20% compared to 2021. The shares were paid on June 2<sup>nd</sup>, 2025, free of charge, with no allocation price (comparable to an option price).

As part of the strategy for 2024, nine key objectives were set for the Deputy Executive Officer – COO, with a direct impact on front-office activity and targeting the streamlining of operations and the optimisation of the Banca Transilvania network and processes. These indicators were achieved with scores ranging between 4 and 5, with a 4.92 average, ensuring alignment with the company's strategic directions and the SMART methodology. The significant contribution of the Deputy Executive Officer – COO consisted in integrating OTP processes and flows into the BT infrastructure so that customer operations run smoothly, adapting the IT infrastructure from a digital processing of transactions standpoint, and reducing cash operations in Banca Transilvania's territorial network.

Regarding Banca Transilvania's sustainability objectives, their contribution mainly focused on migrating to utilities supplied from renewable sources for 85% of the total, capitalising on opportunities to contribute to the provision of such utilities, including through changes in the bank's infrastructure and operational flows, both for its staff and its customers.

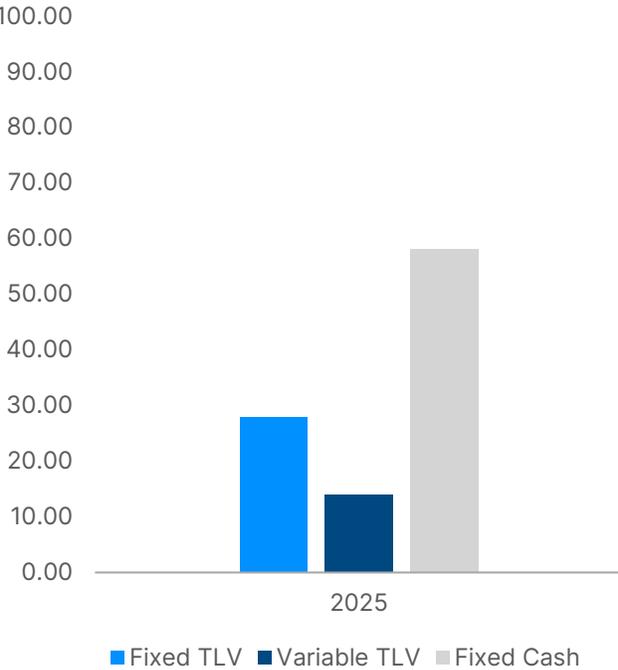
From a financial perspective, consideration was given to improving planning capabilities in terms of minimum requirements for own funds and liabilities (MREL), streamlining the preparation of group-level financial statements, and implementing cost management modules. These objectives were successfully managed by the Deputy Executive Officer – CFO, who received remuneration commensurate with achieved performance, in full compliance with the remuneration policy approved by the General Meeting of Shareholders of April 25<sup>th</sup>, 2025, within the approved ratio between fixed and variable remuneration therein, this ratio represents 16.76% (compared to 14.99% for 2024, 12.20% for 2023, 20.61% for 2022 and 20.56% for 2021). Thus, fixed remuneration represented 2.12% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 2.37% for 2024, 2.87% for 2023, 3.83% for 2022 and 3.89% for 2021), relative to the issuer's equity calculated for December 31<sup>st</sup>, 2024 and 1.63% of the total remuneration paid to persons holding key positions within the Group (compared to 1.93% for 2024, 2.04% for 2023, 2.76% for 2022 and 2.87% for 2021). Similarly, variable

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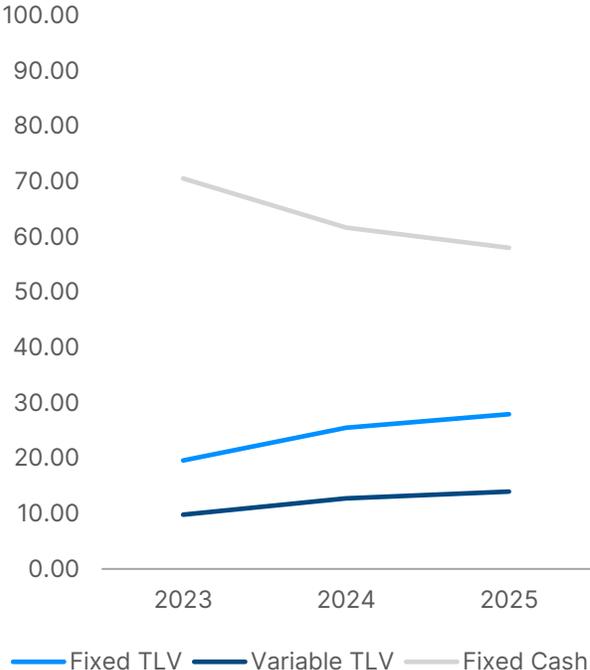
<sup>8</sup> Given that this is the fourth year in which the report has been prepared in accordance with the remuneration policy approved by the AGM, no comparable data is available in terms of remuneration and its variation for the previous five financial years.

remuneration represented 0.36% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 0.35% for 2024 and 2023, respectively, 0.79% for 2022 and 0.80% for 2021), relative to the issuer's equity calculated for the above reference date, and 0.27% of the total remuneration paid to persons holding key positions within the Group (compared to 0.29% for 2024, 0.25% for 2023, 0.57% for 2022 and 0.59% for 2021, taking into account the data for the corresponding reporting periods).

CFO – Breakdown of 2025 remuneration into its components



CFO – Evolution of remuneration in its specific components



Within BTFG subsidiaries, they received fixed gross cash remuneration representing 0.05% of the total remuneration paid to persons holding key positions within the Group (compared to 0.05% for 2024 and 2023, 0.03% for 2022 and 2021, taking into account the data for the corresponding reporting periods). Remuneration paid in shares represented 0.65% of the number of shares allocated in the SOP program and paid in 2025 (compared to 1.03% for 2024, 1.17% for 2023, 1.40% for 2022 and 1.85% for 2021), respectively 1.01% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, in relation to the issuer's equity calculated on the above reference date (compared to 1.01% for 2024, 0.97% for 2023, 1.92% for 2022 and 1.98% for 2021). Last but not least, the variation in total remuneration was represented by an increase of 14.84% compared to 2024, 29.92% compared to 2023, 5.45% compared to 2022 and 17.88% compared to 2021.

The shares were paid on June 2<sup>nd</sup>, 2025, free of charge, with no allocation price (comparable to an option price).

As part of the 2024 strategy, seven key objectives were defined for the activity coordinated by the Deputy Executive Officer – CFO, mainly related to financial performance management, accounting and reporting, and capital and financial markets management. These indicators were achieved with scores between 3 and 5, with a 4.10 average, ensuring alignment with the company's strategic directions and the SMART methodology. The main challenges in achieving these were faced in relation to the preparation of monthly financial statements at group level and the bank's reporting following the implementation of new technical resource management solutions in Banca Transilvania's infrastructure.

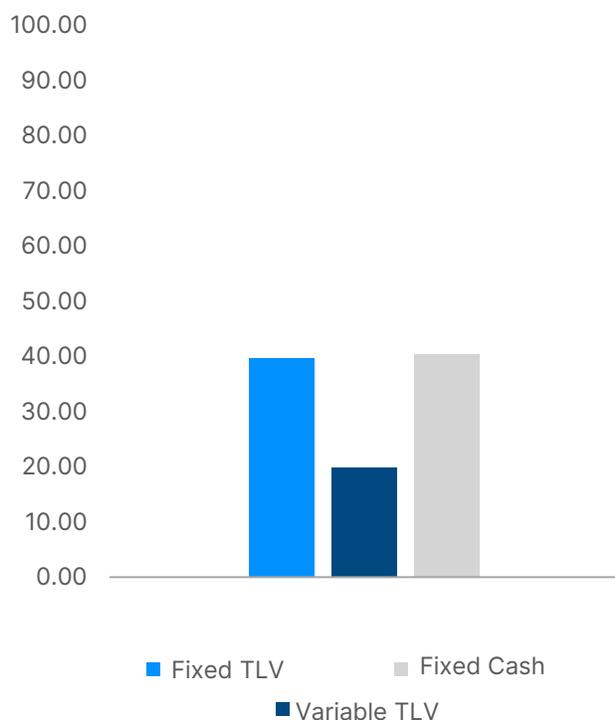
Also, from a sustainability perspective, the Deputy Executive Officer – CFO made a significant contribution by supporting the publication of the 2024 sustainability report with the approval of the company's auditors.

Moving now from the financial-operational area to the business area, the objectives set for this purpose mainly targeted increasing the number of loans granted, the number of cards issued and authorised digital payments, increasing the profit generated from distributed insurance products and cross-selling the entire range of products offered by BTFG companies, reducing the number of inactive customers, with the aim of complying with AML standards, achieving the budgets set, both by sector of activity and in relation to the issuer's subsidiaries with financial activity, all of which are complemented by social and environmental initiatives (related to the credit products offered, but also through the use of recycled materials for issuing cards or through the issuance of digital cards). These objectives were successfully managed directly by both the Deputy Executive Officer – Retail Banking and the Deputy Executive Officer – MidCorporate & SME.

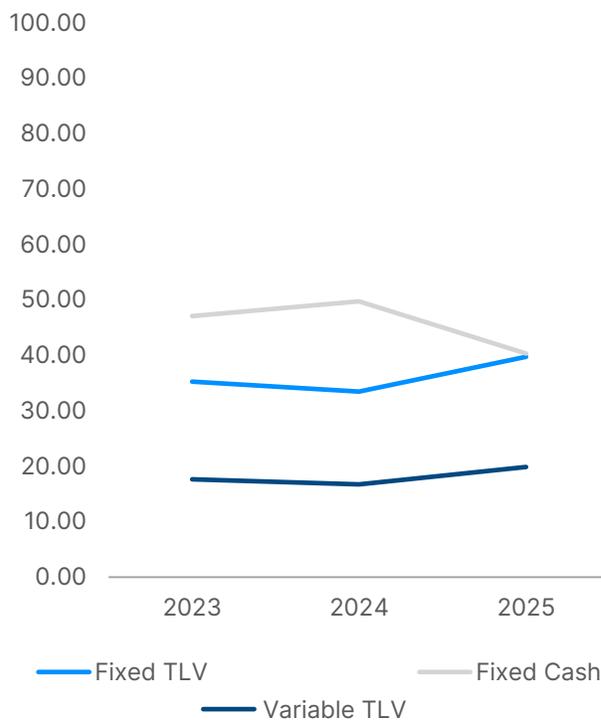
With regard to the Deputy Executive Officer – Retail Banking, appointed by the Board of Directors and approved in advance by the National Bank of Romania in October 2022, in line with the performance achieved, their total remuneration was granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, respecting the ratio between fixed and variable remuneration established therein, namely 25.55% (compared to 20.65% for 2024, 15.35% for 2023; there is no comparison for 2022 and 2021). Thus, their fixed remuneration represented 2.23% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 2.06% for 2024, 2.03% for 2023, 0.34% for 2022; there is no comparison for 2021), relative to the issuer's equity calculated for December 31<sup>st</sup>, 2024, and 1.71% of the total remuneration paid to persons holding key positions within the Group (compared to 1.68% for 2024, 1.44% for 2023, 0.24% for 2022; there is no comparison for 2021). Similarly, their variable remuneration represented 0.57% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 0.43% for 2024,

0.31% for 2023, there is no comparison for 2022 and 2021), relative to the issuer's equity calculated on the above reference date, and 0.44% of the total remuneration paid to persons holding key positions within the Group (compared to 0.35% for 2024, 0.22% for 2023, no comparison available for 2022 and 2021).

Deputy CEO Retail Banking – Breakdown of 2025 remuneration into its components



Deputy CEO Retail Banking – Evolution of remuneration in its specific components



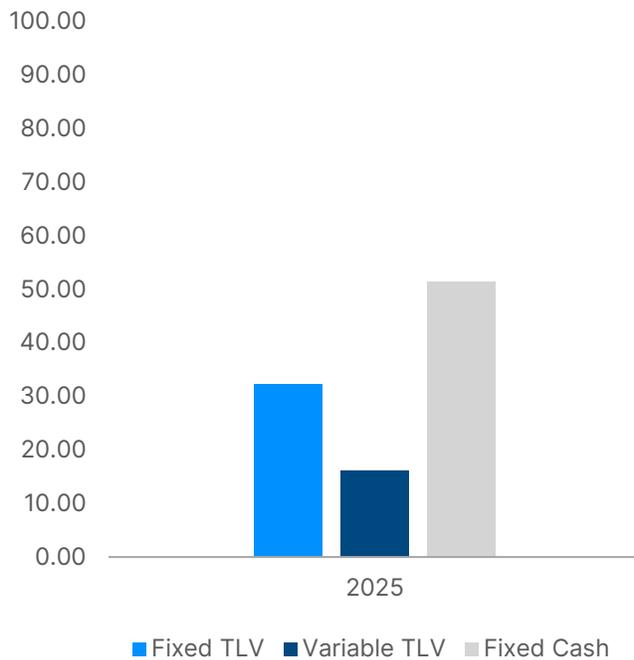
Within BTFG subsidiaries, they received fixed gross cash remuneration representing 0.05% of the total remuneration paid to persons holding key positions within the Group (compared to 0.05% for 2024, 0.04% for 2023, 0.03% for 2022; no comparison available for 2021). The remuneration paid in shares represented 0.96% of the number of shares allocated in the SOP program and paid in 2025 (compared to 1.15% for 2024, 0.99% for 2023, no comparison for 2022 and 2021), namely 1.50% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, in relation to the issuer's equity calculated on the above reference date (compared to 1.12% for 2024, 0.82% for 2023, no comparison available for 2022 and 2021). Last but not least, the variation in total remuneration was represented by an increase of 39.67% compared to 2024 (compared to 95.79% for 2024 and 1190.81% for 2023, taking into account that prior approval by the NBR was issued in October 2022; there is no comparison for 2022 and 2021). The shares were paid on June 2<sup>nd</sup>, 2025, free of charge, with no allocation price (comparable to an option price).

As part of the 2024 strategy, six key objectives were defined for the Deputy Executive Officer – Retail Banking, mainly targeting the digitisation and optimisation of the loan portfolio in the area for which they are responsible. These objectives were achieved with a 5.00 average ensuring alignment with the company's strategic directions and the SMART criteria set for the Leader. The performance indicators focused on improving the customer experience and streamlining the contracting flows for various products in Banca Transilvania's portfolio, with the strategic objective of increasing the revenues generated by this market segment of Banca Transilvania and addressing those specific markets where a high appetite for certain particular products has been identified.

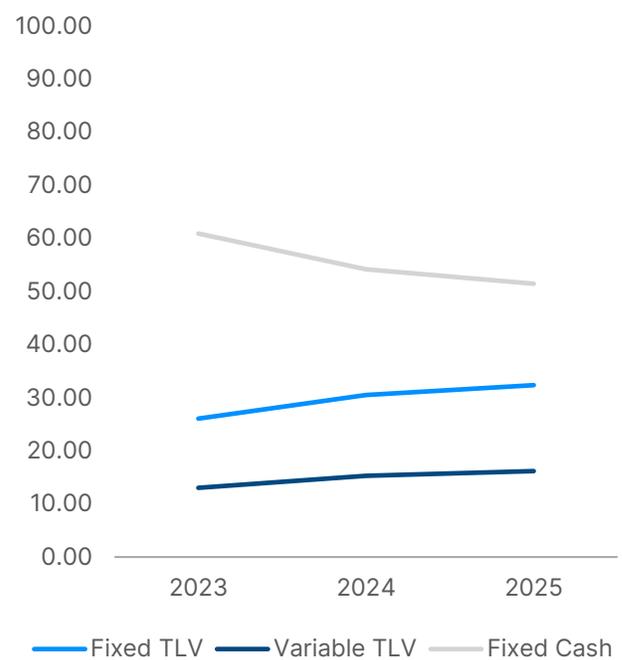
In terms of sustainability, the Deputy Executive Officer – Retail Banking contributed by developing banking strategies and products for underdeveloped, less populated or isolated communities, as well as by developing products complementary to the bank's initial portfolio, from the beginning of the reference period, also available in digital format, such as the generation from BT Pay of various products offered by the bank.

For the Deputy Executive Officer – MidCorporate & SME, in line with the performance achieved, their total remuneration represented 22.69% of the variable remuneration in relation to the fixed remuneration and was granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders of April 25<sup>th</sup>, 2025, respecting the proportion established therein (compared to 20.85% for 2024, 17.49% for 2023, 22.43% for 2022 and 19.41% for 2021, taking into account the data for the corresponding reporting periods). Thus, their fixed remuneration represented 2.51% of the maximum remuneration limit set by the General Meeting of Shareholders of April 25<sup>th</sup>, 2025 (compared to 2.72% for 2024, 3.11% for 2023, 3.78% for 2022 and 4.14% for 2021, taking into account the data for the corresponding reporting periods), relative to the issuer's equity calculated for December 31<sup>st</sup>, 2024 and 1.92% of the total remuneration paid to persons holding key positions within the Group (compared to 2.22% for 2024, 2.22% for 2023, 2.72% for 2022 and 3.05% for 2021). Similarly, their variable remuneration represented 0.57% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 0.57% for 2024, 0.54% for 2023, 0.85% for 2022 and 0.80% for 2021, taking into account the data for the corresponding reporting periods), relative to the issuer's equity calculated on the above reference date, and 0.44% of the total remuneration paid to persons holding key positions within the Group (compared to 0.46% for 2024, 0.39% for 2023, 0.61% for 2022 and 0.59% for 2021, taking into account the data for the corresponding reporting periods).

Deputy CEO MidCorporate & IMM – Breakdown of 2025 remuneration into its components



Deputy CEO MidCorporate & IMM – Evolution of remuneration in its specific components



Within BTFG subsidiaries, they received a fixed gross cash remuneration representing 0.34% of the total remuneration paid to persons holding key positions within the Group (compared to 0.35% for 2024, 0.37% for 2023, 0.39% for 2022 and 0.34% for 2021). The remuneration paid in shares represented 1.01% of the shares allocated in the SOP program and paid in 2025 (compared to 1.64% for 2024, 1.78% for 2023, 1.50% for 2022 and 1.85% for 2021 and taking into account the data for the corresponding reporting periods), respectively 1.58% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, in relation to the issuer's equity calculated on the above reference date (compared to 1.61% for 2024, 1.48% for 2023, 2.07% for 2022 and 1.98% for 2021, taking into account the data for the corresponding reporting periods). Last but not least, the variation in total remuneration was represented by an increase of 17.42% compared to 2024, 40.99% compared to 2023, 29.05% compared to 2022 and 39.57% compared to 2021. The shares were paid on June 2<sup>nd</sup>, 2025, free of charge, with no allocation price (comparable to an option price).

As part of the 2024 strategy, seven key objectives were defined for the Deputy Executive Officer – MidCorporate & SME, primarily related to the group's financial performance in terms of products developed for target markets in its area of activity, as well as their placement within the group's expansion strategy. These indicators were achieved with

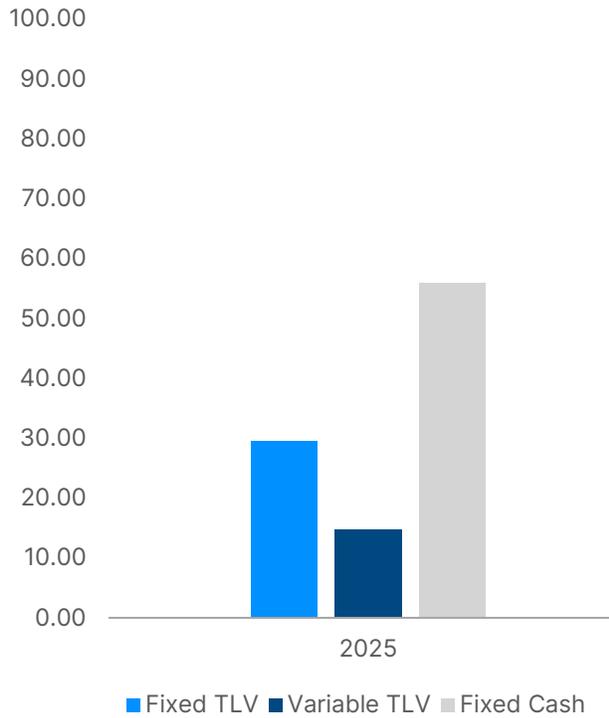
scores between 4 and 5 and a 4.60 average, ensuring alignment with the company's strategic directions and criteria for growing the customer portfolio in line with the company's commercial objectives.

Also, in the ESG area, the notable contribution of the Deputy Executive Officer – MidCorporate & SME subscribes to the sphere of green and sustainable financing, maximising the opportunities offered by the market during the reference period for Large Corporate customers. Their area of activity also saw optimisations of operational flows, particularly with regard to the migration of process origination to digital.

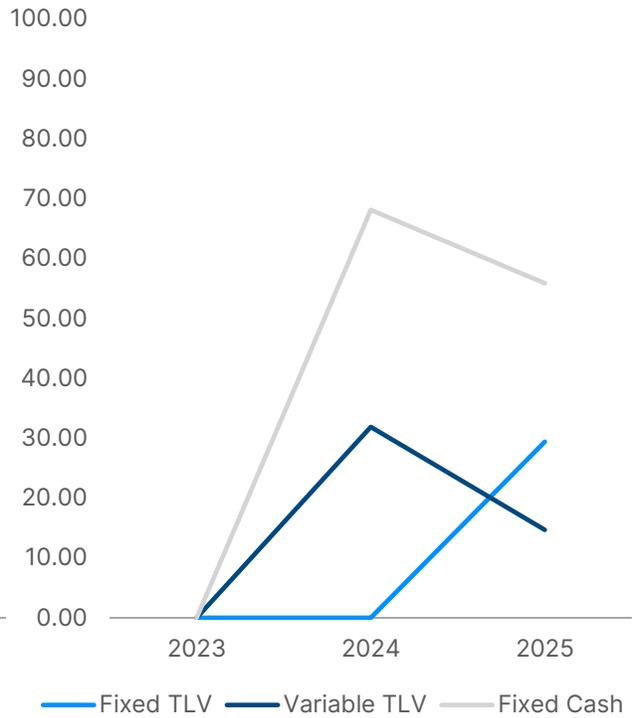
In order to ensure a solid risk management framework, in accordance with the regulations issued by the EBA and the NBR, specific objectives were set in direct coordination with the Deputy Executive Officer – CRO.

In line with the performance achieved, the total remuneration of the Deputy Executive Officer - CRO, representing 17.53% variable remuneration in relation to fixed remuneration, was granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, complying with the proportion established therein. Thus, the fixed remuneration represented 2.03% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 0.58% for 2024), relative to the issuer's equity calculated for December 31<sup>st</sup>, 2024, and 1.55% of the total remuneration paid to persons holding key positions within the Group (0.47% for 2024). Similarly, variable remuneration represented 0.36% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 0.27% for 2024), relative to the issuer's equity calculated on the above reference date, and 0.27% of the total remuneration paid to persons holding key positions within the Group (compared to 0.22% for 2024).

CRO – Breakdown of 2025 remuneration into its components



CRO – Evolution of remuneration in its specific components

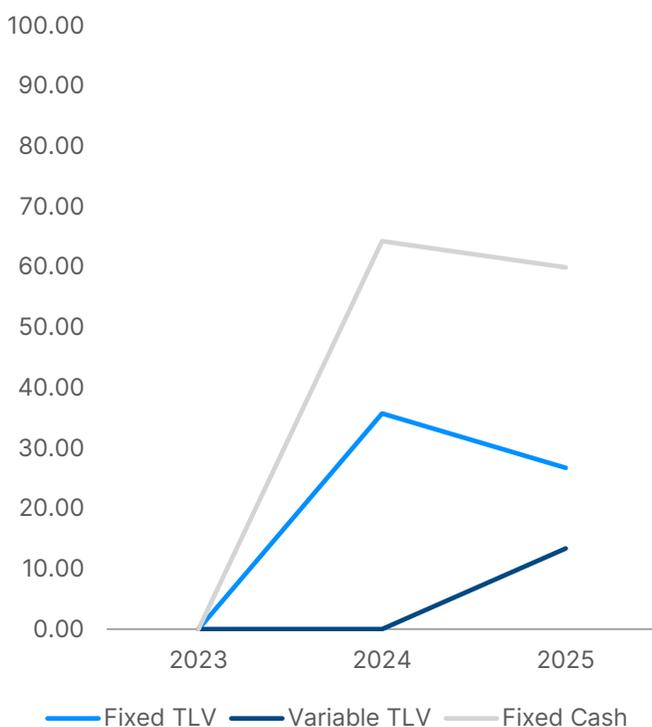


Within BTFG subsidiaries, they received a fixed gross cash remuneration representing 0.03% of the total remuneration paid to persons holding key positions within the Group (in previous years, no amounts were granted under this heading). The remuneration paid in shares represented 0.59% of the number of shares allocated through the SOP program and paid in 2025 (there are no comparative data for previous years), namely 0.93% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, in relation to the issuer's equity calculated on the above reference date (there are no comparative data for previous years). The variation in total remuneration can only be determined by reference to the four months of the mandate during 2024, in which sense the remuneration paid during 2025 increased by 237.87% compared to 2024. The shares were paid on June 2<sup>nd</sup>, 2025, free of charge, with no allocation price (comparable to an option price).

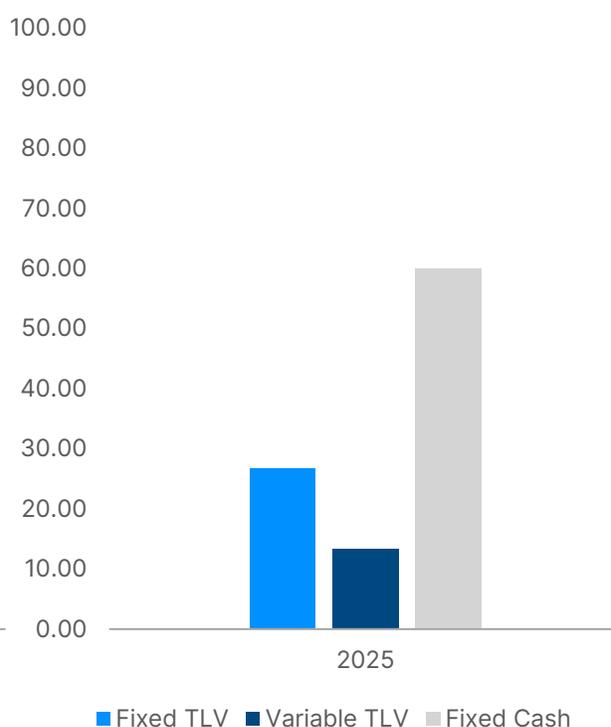
As part of the strategy for 2024, three key objectives were defined for the Deputy Executive Officer – CRO, taking into account the start date of the mandate – August 2024 – which mainly concerned non-financial reporting, in particular with regard to the carbon footprint and reporting in accordance with Basel III requirements. The performance indicators were achieved with scores ranging from 3 to 5, thus obtaining an average of 4.17.

Also, among the changes made at the level of the Leaders' Committee during 2024 was the appointment of a new Deputy Executive Officer - Chief Technology Officer (CTO) in order to adapt Banca Transilvania's activity and infrastructure to the scale of its activity and the vast regulatory framework governing its activity. For the Deputy Executive Officer - Chief Technology Officer (CTO), in line with their performance, their total remuneration was represented by 15.63% variable remuneration in relation to fixed remuneration and was granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, respecting the proportion established therein (there is no comparative data for previous years). Thus, the fixed remuneration represented 2.51% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 1.98% for 2024), in relation to the issuer's equity calculated for December 31<sup>st</sup>, 2024, and 1.92% of the total remuneration paid to persons holding key positions within the Group (compared to 1.61% for 2024) – as he was appointed in March 2024, there is no comparison data for the 2021-2023 period.

CTO – Breakdown of 2025 remuneration into its components



CTO – Evolution of remuneration in its specific components



Similarly, variable remuneration represented 0.39% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (no comparative data available for previous years), relative to the issuer's equity calculated on the above reference date,

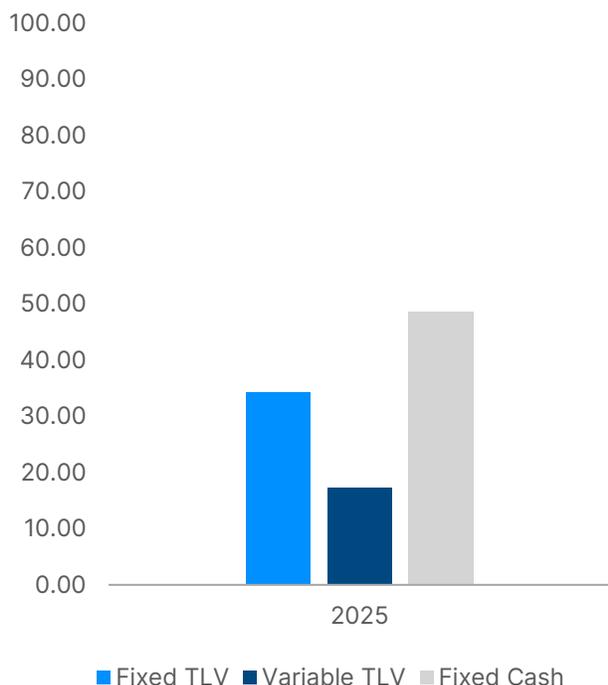
and 0.30% of the total remuneration paid to persons holding key positions within the Group (no comparative data available for previous years). Within BTFG subsidiaries, they received fixed gross cash remuneration representing 0.03% of the total remuneration paid to persons holding key positions within the Group (compared to 0.01% for 2024). The remuneration paid in shares represented 0.66% of the number of shares allocated through the SOP program and paid in 2025 (compared to 0.73% for 2024), namely 1.02% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, in relation to the issuer's equity calculated on the above reference date (compared to 0.71% for 2024). Last but not least, the variation in total remuneration was represented by an increase of 75.51% compared to 2024, with no comparative data available for the 2021-2023 period. The shares were paid on June 2<sup>nd</sup>, 2025, free of charge, with no allocation price (comparable to an option price).

Part of the 2024 strategy, six key objectives were set out for the specific activity of the Deputy Executive Officer - Chief Technology Officer mostly related to new software platforms, infrastructure updates and a renewed data strategy. The indicators were fulfilled with scores between 3 and 5 and a 3.80 average, thus ensuring the achievement of the Bank's strategy and the application of the SMART Methodology. The main challenges in achieving them related to IT solutions used in business applications.

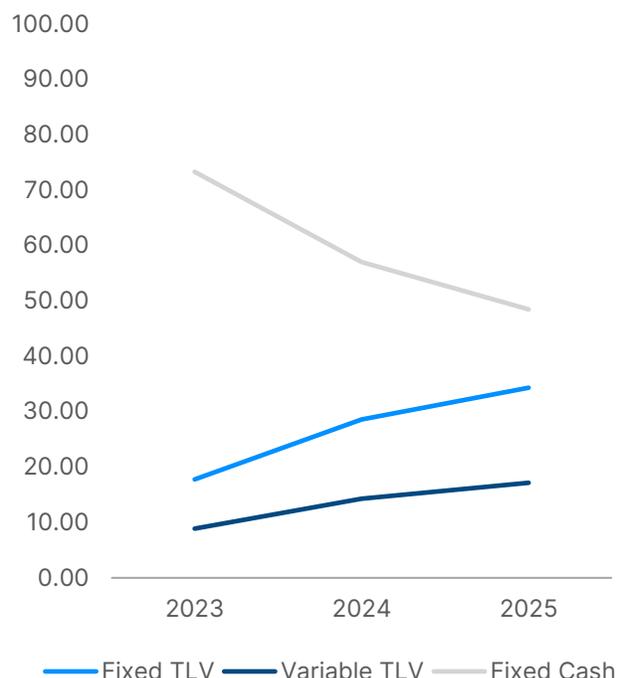
With regard to the Deputy Executive Officer - Legal, appointed by the Board of Directors and preliminarily approved by the National Bank of Romania in March 2023 in line with the performance achieved, their total remuneration was granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders of April 25<sup>th</sup>, 2025, complying with the ratio between fixed and variable remuneration established therein (21.77% for 2025, compared to 17.43% for 2024, and for 2023, 2022 and 2021 there is no comparison).

Thus, the fixed remuneration represented 2.45% of the maximum remuneration limit set by the General Meeting of Shareholders on 25 April 2025 (compared to 2.44% for 2024, 1.55% for 2023; for 2021 and 2022, as there is no comparative data), relative to the issuer's equity calculated for December 31<sup>st</sup>, 2024, and 1.88% of the total remuneration paid to persons holding key positions within the Group (compared to 1.99% for 2024, 1.11% for 2023; for 2021 and 2022 there is no comparison). Similarly, variable remuneration represented 0.53% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 0.43% for 2024; there is no comparison for 2023, 2022 and 2021), relative to the issuer's equity calculated on the above reference date, and 0.41% of the total remuneration paid to persons holding key positions within the Group (compared to 0.35% for 2024; for 2023, 2022 and 2021 there are no comparative data).

Deputy CEO Legal – Breakdown of 2025 remuneration into its components



Deputy CEO Legal – Evolution of remuneration in its specific components



Within BTFG subsidiaries, they received fixed gross cash remuneration representing 0.09% of the total remuneration paid to persons holding key positions within the Group (compared to 0.09% for 2024 and 0.95% for 2023). The remuneration paid in shares represented 0.89% of the number of shares allocated through the SOP program and paid during 2025 (compared to 1.13% for 2024; for 2023, 2022 and 2021 there are no comparative data), respectively 1.39% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, in relation to the issuer's equity calculated on the above reference date (compared to 0.85% for 2024; there are no comparable data for 2023, 2022 and 2021). Last but not least, the variation in total remuneration was represented by an increase of 29.77% compared to 2024 (compared to 68.15% compared to 2023; for 2022 and 2021, no comparative information is available for the variation in total remuneration). The shares were paid on June 2<sup>nd</sup>, 2025, free of charge, with no allocation price (comparable to an option price).

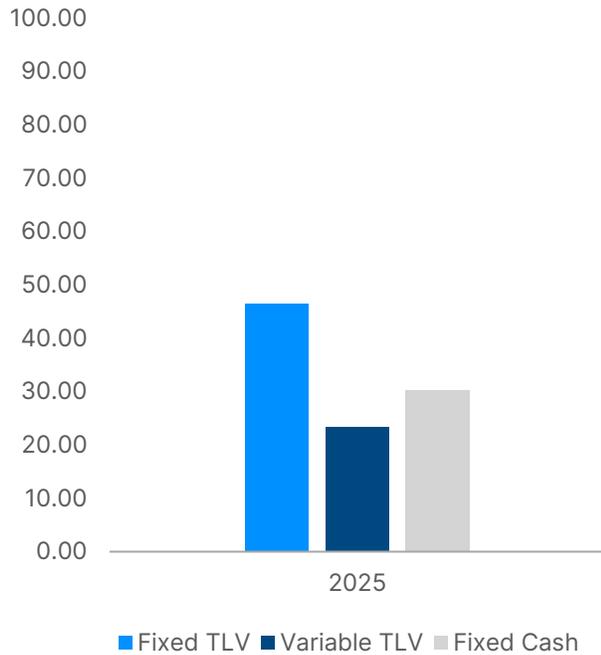
As part of the strategy for 2024, six key objectives were defined for the Deputy Executive Officer - Legal, achieved with a score between 3 and 5, with an overall average of 4.67, ensuring alignment with the company's strategic directions and SMART criteria. These indicators mainly focused on the effective management of legal risk arising from credit activities, alternative financing products to traditional banking, and tangible assets intended for the realisation of receivables, which make up the Bank's financial asset portfolio. From a prudential risk perspective, the Deputy Executive Officer - Legal's

responsibilities focused on legal risk management, particularly in relation to non-performing assets (i.e. foreclosures, insolvencies, etc.), as well as credit risk, including their classification within the limits of Banca Transilvania's strategy and risk profile.

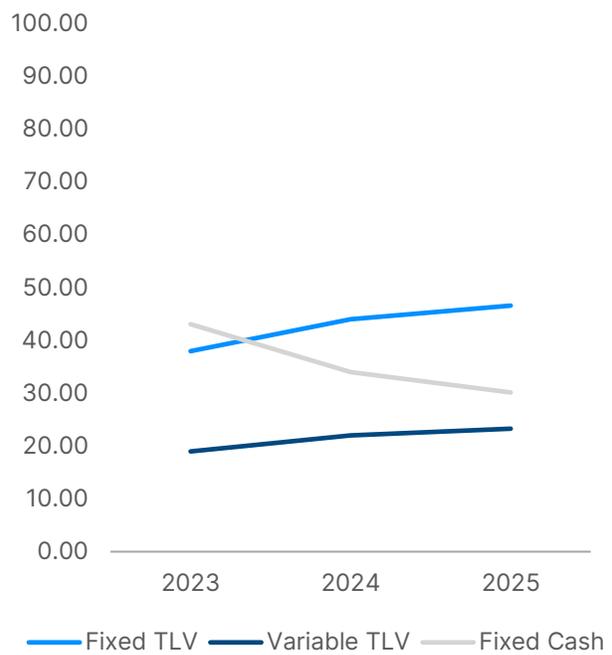
All objectives in the areas already covered above were directly supervised by the Chief Executive Officer. In addition to these, the objectives set in relation to large corporate clients, accelerating business development and the strategic integration of entities that have recently joined BTFG, implementing a model that improves the Bank's revenues, correlated with ensuring better cost control and continuously improving the governance framework of the Bank and the Group. These objectives were achieved with scores between 4 and 5 and an average of 4.67, thus marking, in line with the performance achieved, a total remuneration for the CEO in full compliance with the remuneration policy approved by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, complying with the ratio between fixed and variable remuneration established therein (30.59% for 2025, compared to 28.43% for 2024, 23.64% for 2023, 31.23% for 2022 and 30.47% for 2021).

Thus, the fixed remuneration represented 7.68% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 8.32% for 2024, 8.23% for 2023, 10.33% for 2022 and 10.24% for 2021), relative to the issuer's equity calculated for December 31<sup>st</sup>, 2024, and 5.88% of total remunerations paid to persons holding key positions within the Group (compared to 6.78% for 2024, 5.86% for 2023, 7.43% for 2022 and 7.55% for 2021). Similarly, variable remuneration represented 2.35% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025 (compared to 2.36% for 2024, 1.94% for 2023, 3.23% for 2022 and 3.12% for 2021), relative to the issuer's equity calculated for the above reference date, and 1.80% of the total remuneration paid to persons holding key positions within the Group (compared to 1.93% for 2024, 1.39% for 2023, 2.32% for 2022 and 2.30% for 2021).

CEO – Breakdown of 2025 remuneration into its components



CEO – Evolution of remuneration in its specific components



Within BTFG subsidiaries, they received fixed gross cash remuneration representing 0.05% of the total remuneration paid to persons holding key positions within the Group (compared to 0.05% for 2024, 0.05% for 2023, 0.04% for 2022 and 0.03% for 2021). The remuneration paid in shares represented 3.85% of the number of shares allocated through the SOP program and paid during 2025 (compared to 6.18% for 2024, 5.94% for 2023, 4.98% for 2022 and 6.35% for 2021, taking into account the data for the corresponding reporting periods), namely 6.01% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25<sup>th</sup>, 2025, in relation to the issuer's equity calculated for the above reference date (compared to 6.05% for 2024, 4.92% for 2023, 6.85% for 2022 and 6.80% for 2021). Last but not least, the variation in total remuneration was represented by an increase of 17.14% compared to 2024, 62.36% compared to 2023, 42.70% compared to 2022 and 64.20% compared to 2021. The shares were paid on June 2<sup>nd</sup>, 2025, free of charge, with no allocation price (comparable to an option price).

Given the responsibilities of the Chief Executive Officer to coordinate all activities of Banca Transilvania and considering the high complexity of the regulatory framework governing its activities, taking into account its dual role as a bank and issuer, the area of Regulatory Compliance & Capital Management is of great importance. Thus, one of the most important performance indicators for the reference period is the implementation and consolidation of the MREL requirements strategy, an indicator achieved with a score of 5, ensuring alignment with the company's strategic directions and the SMART criteria, the methodology

of which was outlined above. Also, as mentioned above, the CEO has also set the main objectives for their subordinates, mainly the other Leaders (Deputy Executive Officers), which is why they ensure that the objectives are fulfilled in correspondingly. Considering the above regarding the degree of achievement of each Leader's objectives, combined with the supervision of the sustainability strategy, the objectives on which the remuneration depended were achieved.

## **MALUS AND CLAWBACK**

Variable remuneration is determined on the basis of a performance assessment and the risks assumed by the institution, in accordance with internal rules. The risk adjustment prior to award (ex-ante adjustment) is based on risk indicators and ensures that variable remuneration is fully aligned with the risks assumed. The criteria used for ex-ante risk adjustment are granular enough to reflect all relevant risks and are based on measures used for other risk management purposes.

Ex-post risk adjustments (after the level of remuneration has been set) are risk alignment mechanisms through which the institution itself adjusts the Leader's remuneration using methods such as malus or clawback agreements. They are always linked to performance or risks and arise as a result of an analysis carried out to certify that ex-ante risk adjustments were sufficient, to the extent that they existed, or whether new risks have arisen or unexpected losses have occurred. The extent to which an ex-post risk adjustment is necessary depends on the accuracy of the ex-ante risk adjustment and is determined on a back-testing basis. Up to 100% of the total variable remuneration may be subject to malus or clawback arrangements, based on criteria that must cover, in particular, situations where new risks have arisen or unexpected losses have occurred.

Up to 100% of the total variable remuneration may be subject to malus or clawback arrangements, based on criteria that must cover, in particular, situations where the person concerned:

- a) has engaged in conduct that has resulted in significant losses for BT or was responsible for such conduct;
- b) has failed to meet the appropriate standards of good repute and relevant experience.

The Bank is therefore entitled to withdraw all or part of the variable remuneration awarded to a Leader:

- c) if the bank suffers a significant failure in risk management;
- d) in the event of a significant increase in the Bank's economic or regulatory capital base;
- e) in the event of a regulatory sanction where the conduct of a Leaders' Committee member contributed to the sanction;

- f) in the event of proven fraud in which that Leader was directly involved;
- g) if the assessment of the Leader's performance is based on information that subsequently proves to be significantly inaccurate;
- h) if the Leader has failed to meet the appropriate standards of good repute and relevant experience.

The Risk Management Committee has primary responsibility for assessing the risks inherent to the remuneration system and proposes, where appropriate and in order to ensure that risk-taking incentives are balanced by risk management incentives, the adjustment of variable remuneration for all current and future risks taken, following the completion of the risk alignment process, which includes:

- the performance and risk measurement process,
- the award process,  
and
- the payment process.

Malus/clawback clauses will be updated in accordance with any legal changes made to the applicable legal framework.

Malus/clawback clauses have been introduced into the agreements governing variable remuneration paid in 2025, subject to these conditions. We note that there were no causes or situations that would lead to the application of malus or clawback clauses in relation to the issuer's senior management, given that, as a result of the Risk Management Committee's assessment of the assumed risks, there is no need to adjust the variable remuneration and, implicitly, to activate the malus/clawback clauses.

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This Report has been prepared in accordance with the requirements of Law No. 24/2017 and has been approved by the Board of Directors, and will be submitted to a consultative vote at the Annual General Meeting of Shareholders, as provided for in Article 111 of Law No. 31/1990, with the opinion of the shareholders at the general meeting on the Remuneration Report, resulting from the vote, being of a consultative nature. Considering that the remuneration report for the 2024 financial year was submitted to a consultative vote at the Ordinary General Meeting of Shareholders on April 25th, 2025, without any objections or comments being raised by the shareholders regarding its preparation and content, we hereby state that this remuneration report of Banca Transilvania for the 2025 financial year has been prepared in a manner similar to the previous one, to which additional graphical details have been added, and in accordance with the legal grounds mentioned above.

**2025**

