



2025

BOARD
OF DIRECTORS
Report



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BANCA TRANSILVANIA IN 2025: SOLID PERFORMANCE, ABOVE-AVERAGE GROWTH, AND VALUE FOR INVESTORS AND SHAREHOLDERS

Dear investors and shareholders,

Thank you for the trust you place in us and for your continued support of Banca Transilvania's development strategy. Looking back on 2025, we are pleased to present the key achievements and developments that defined BT's journey during an intense year, marked by economic volatility, but also by opportunities that we were able to capitalize on.

2025 was a year in which Banca Transilvania continued to outperform the market average, consolidating its leading position. Consolidated net profit reached RON 4.66 billion, and assets grew to RON 224.4 billion, reflecting our ability to support large volumes of business while maintaining a balanced risk profile.

2025 was also a year of strategic execution. We completed two mergers – BT–OTP Bank Romania and Victoriabank–BCR Chişinău – and finalized two acquisitions with long-term impact: BRD Pensii and Microinvest. These transactions strengthen Banca Transilvania Group's position in banking, private pensions, and microfinance, expand our customer base, and diversify revenue sources – both in Romania and in the Republic of Moldova. The integration of these entities creates a solid foundation for operational and commercial synergies in the coming years.

For you, our investors and shareholders, 2025 was a year in which we continued to deliver value. We distributed dividends in two stages, totaling nearly RON 2.3 billion, reflecting our commitment to rewarding the trust placed in us while maintaining a balanced capital policy. At the same time, we maintained a solid capital position, with a capital adequacy ratio of 22.71%, which allows us to support future growth.

Banca Transilvania's Financial Performance

- BT's net profit in the fourth quarter of 2025 amounted to RON 1.17 billion, up 2.4% compared to the third quarter of the year and up 42.6% compared to the fourth quarter of 2024.
- The gross loans-to-deposits ratio rose to 62.6%, 5.4 percentage points higher than the level recorded in December 2024, driven by both acquired portfolios and the organic growth generated in a context of multiple challenges.
- The non-performing loans ratio (as per the EBA methodology) stood at 2.40% as of December 31, 2025, while the coverage ratio with total provisions for non-performing exposures was 178.9%, reflecting a prudent position and the quality of the portfolio.
- Net expenses, including impairment adjustments and expected losses on assets, as well as provisions for other risks and credit commitments, increased to RON 622.2

million, resulting in a cost of risk that remains below 1% (0.59%). These figures confirm the bank's controlled risk profile.

- The bank's cost-to-income ratio improved by nearly 1 percentage point (0.99 percentage points), reaching 44.39%, as a result of operational efficiencies implemented throughout 2025. Excluding the impact of the turnover tax – which adds nearly 5 percentage points – the cost-to-income ratio (C/I Ratio) would be 39.41%.
- Return on Equity (ROE) reached 25.23% in December 2025. BT's capital adequacy ratio stands at 22.71%, including the interim net profit for the first half of the year in its equity, which keeps the bank in a solid capital position, capable of supporting future growth.

The results reflect an efficient business model, financial discipline, and our ability to generate value.

2026, a year of growth, beyond the numbers

We entered this year with a robust business model, a strong capital structure, and a well-defined growth strategy. We are ready to capitalize on market opportunities and continue to build value in a sustainable manner – not only through scale, but also through the experience we offer our stakeholders. Growth in 2026 means more than just expansion: it means disciplined execution, responsible decisions, and a firm commitment to you, to our customers, and to the communities we are part of.

We remain dedicated to our role as the main lender of the Romanian economy, even during challenging periods. We continue to support companies, the population, and Romania's strategic projects with the same responsibility and rigor that have defined us in recent years.

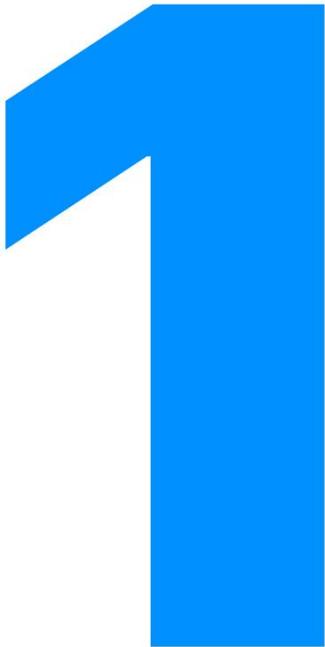
We appreciate your trust and partnership. We understand the responsibility of managing the capital you entrust to us, and we remain committed to building long-term value with transparency, discipline, and vision. The story says we can.

Horia Ciorcilă

Chairman, Board of Directors
Banca Transilvania

Ömer Tetik

Chief Executive Officer
Banca Transilvania



LEADERSHIP AND STRATEGIC DIRECTION

- BT's business model, built on scale and impact
- Board of Directors
- Leaders' Committee

BT'S BUSINESS MODEL, BUILT ON SCALE AND IMPACT

Value for customers

We contribute to the prosperity of people and companies. We support plans and ideas through digital solutions, proximity, expertise, consultancy, customized products and services, as well as our contribution to the financial inclusion.

Resources

Employees, equity, interest income, fee and commission income, etc. Partnership with financing institutions, network, ATMs, POS terminals, apps, brand awareness.

Client segments

RETAIL | FREEMIUM APPROACH

Free

basic products accessed by the large mass of customers (current accounts, debit cards, basic packages of products and services). The approach ensures a critical mass of clients who can be subsequently contacted for cross/up-selling.

Premium

additionally chargeable products and services (credit cards, BT24, NeoBT, subscription to finance solution packages).

COMPANIES | SEGMENTED APPROACH

Specialization per business segments depending on the size of the business (Large Corporate, Mid Corporate, SME, Micro, Startups) and per field of activity: physicians and agribusiness.

Through specialization, we grow competences, develop the relationship with the clients and contribute to the creation of the largest ecosystem for the support of the Romanian entrepreneurs

Relationship with the clients

Integrated offer: banking, microfinance, consumer finance, lease, asset management, brokerage etc.
Consultancy & support in branches/agencies and call center, support via chatbots, self-service via internet banking, mobile banking, apps, customized services, social media.

Channels omnichannel

Branches/Agencies, call center, applications, chatbots, multifunctional ATMs and the BT website

Key activities

BT is a universal bank that provides banking services and products to all client segments and business lines in the financial sector.

Key partners

Service providers, solutions and technologies, fintechs, associations, authorities, consultants

Cost structure

Technology, digitalization, modernization of premises, taxes and fees

Income

Interest, fees and commissions

PILLARS OF THE BUSINESS MODEL

We support entrepreneurs

Responsible Growth

Non-stop banking

BOARD OF DIRECTORS



HORIA CIORCILĂ

Chairman
of the Board of Directors



THOMAS GRASSE

Vice-Chairman
of the Board of Directors
(Independent
Non-Executive Member)



IVO GUEORGUIEV

Independent
Non-Executive Member



VASILE PUȘCAȘ

Independent
Non-Executive Member



**MIRELA
BORDEA**

Independent
Non-Executive Member



**LUCYNA STANCZAK
-WUCZYNSKA**

Independent
Non-Executive Member



**FLORIN PREDESCU
VASVARI**

Independent
Non-Executive Member

LEADERS' COMMITTEE



**ÖMER
TETIK**

Chief Executive Officer



**CĂTĂLIN
CARAGEA**

Deputy CEO,
Chief Risk Officer



**GEORGE
CĂLINESCU**

Deputy CEO,
Chief Financial Officer



**ANDRZEJ
DOMINIAK**

Deputy CEO,
Chief Technology Officer



**OANA
ILAȘ**

Deputy CEO,
Retail Banking



**TIBERIU
MOISĂ**

Deputy CEO,
MidCorporate and SMEs



**BOGDAN
PLEȘUVESCU**

Deputy CEO,
Chief Legal Officer



**LEONTIN
TODERICI**

Deputy CEO,
Chief Operations Officer



THE YEAR OF IMPACT AND ACCELERATION

- Banca Transilvania brand – magnetism, relevance and visibility
- Banca Transilvania & the community: engagement and social responsibility
- Artificial intelligence @BT – accelerated integration in 2025

BANCA TRANSILVANIA BRAND – MAGNETISM, RELEVANCE AND VISIBILITY

Banca Transilvania ranks third among Romania's most valuable brands

Banca Transilvania retains its third place in the ranking of the most valuable Romanian brands, with a significant increase of 34% compared to the previous year, brand value reaching EUR 856 million.

The [Brand Finance Romania 50](#) analysis was conducted by Brand Finance, a UK-based leader in standardized brand valuation.

Brand value refers to the net economic benefit a brand owner would obtain by licensing the brand on the market.

Each year, Brand Finance analyzes 6,000 of the world's largest brands and publishes over a hundred reports, two examples being the Brand Finance Romania 50 and the Brand Finance Banking 500.

Banca Transilvania's brand value increased by 39% in 2025, reaching USD 955 million

Banca Transilvania's brand value increased by 39% and reached USD 955 million, according to the [Brand Finance Banking 500 2025](#) report.

Ranked as an elite international brand, with an AAA+ rating, BT brand holds the 225th position in the ranking, moving up 27 spots from the 2024 ranking.

According to the algorithm developed by [Brand Finance](#), the bank also recorded a Brand Strength Index (BSI) score of 95.3/100, meaning it has maintained its position among the top 10 strongest banking brands in the global ranking for the fourth consecutive year.

The excellent ratings obtained by BT are based, according to the assessment, on the dimensions of *familiarity*, *reputation*, and *customer perception*, as well as strategic investments, constant engagement with the communities the bank is part of, a focus on digital transformation, and the integration of artificial intelligence into customer communication.

BT, among the top-ranked Romanian brands

Banca Transilvania ranks among the top five most recognizable Romanian brands, according to a study conducted by [Frappe Digital](#) (Daedalus Online). The top three positions are held by Dacia, Borsec, and Napolact, brands with a long tradition and strong visibility among consumers.

Banca Transilvania's ranking confirms the brand's consistency and its presence in people's daily lives, in a context where familiarity and trust play an essential role in public perception.

Brand unaided awareness, a key indicator of brand performance

The ranking was based on brand unaided awareness, one of the most relevant indicators in assessing a brand's strength. It measures brands spontaneously mentioned by respondents, without prompts or predefined lists, thus reflecting the brand's actual presence in the public's memory.

The study was conducted among the urban population of Romania, using a sample of over 1,000 respondents aged 18 to 65.

BANCA TRANSILVANIA & COMMUNITY: INVOLVEMENT AND SOCIAL RESPONSIBILITY

At Banca Transilvania, we believe that real impact is built day by day, step by step. We are the bank for entrepreneurs, investing in the communities we are part of, understanding that success is directly proportional to the prosperity of those around us.

In our 32 years of activity, we have supported Romanian entrepreneurs in generating long-term economic value, we have supported non-profit organizations in taking care of social capital, and we have encouraged performance in all its forms, from education and sports to art and environmental protection.

Social responsibility is a commitment. Thus, in 2025, we continued to be the engine that drives ideas, people, and resources, investing 87 million lei in over 380 projects across our country.

Resilience through education and digital safety

In 2025, we continued the two BT projects that strengthen Romanians' knowledge of financial education and prevention in the digital environment.

- „FIT” (i.e. Finance for Everyone): The platform through which we translated complex concepts related to savings and investing into accessible language. It became the most watched financial education platform in the country, involving over 40,000 active participants in the learning process.
- "Wait a minute before you click": The national campaign through which we contributed to reducing the risk of fraud, through timely prevention messages, dedicated campaigns, and quizzes addressed to BT customers, entrepreneurs, and the entire population.

Solidarity: Investing in the next generation

The hardest beginnings deserve the most support. The strategic project developed together with Mastercard and Salvați Copiii is a commitment for a period of three years, amounting to EUR 1.5 million, through which we will direct vital resources to maternity wards, medical staff, and premature newborns who need monitoring and specialized care.

Our care for the future did not stop there, it naturally extended into the digital environment, where we transformed the BT Pay app into an ecosystem of good deeds. At Banca Transilvania, we know one thing for sure: part of the bank's strength comes from its community, and this was reinforced in 2025 when customers donated over RON 2 million through BT Pay, and we doubled this gesture of kindness by supporting our long-term partners such as:

- The Blondie Association – The first air ambulance service dedicated to children
- Peditel – Free, round-the-clock pediatric medical assistance by phone
- Casa Bună – Educational, medical, and vocational support for a decent life
- Hope and Homes for Children – Building family homes for children and teenagers in orphanages

Whether we are involved in supporting children from vulnerable backgrounds or supporting young people, our role has been to build bridges between resources and needs.

A bank for everyone by increasing accessibility

Banca Transilvania is a universal bank, which means that we address all segments and serve all categories of customers. We strive to be a bank that is accessible to everyone.

Thus, in 2025, we continued to invest in accessibility, accelerating the pace of development of new solutions dedicated to people with special mobility, hearing, and visual needs by optimizing the Banca Transilvania website and the BT Pay app, as well as by adapting our services, products, and physical locations.

Currently, in one of Banca Transilvania's five physical locations, people with hearing impairments have access to information through sign language, with the help of specialized interpreters, via "Voci pentru mâini".

Culture and Identity

We support young artists and the access to art, encourage participation in a vibrant cultural life, and are proud promoters of festivals that put us on the world map. From the traditional TIFF festival (125,000 participants in 2025) to the innovative MINA Cluj immersive art museum, we have opened up even greater access to culture, while through partnerships with MARE, Art Encounters, and RAD Art Fair, we have supported culture as a form of dialogue and identity.

We have also continued the intergenerational dialogue, being constantly present at festivals such as UNTOLD, Electric, Beach Please! or Nostalgia, where we have gone beyond brand interactions, transforming BT into part of the communities formed by these experiences and events.

Performance and national pride

Sport means courage, discipline, and resilience, values that we actively cultivate at BT. We cover the entire spectrum, from mass sports to international excellence. We support major sporting events such as the Transylvania Open, a WTA 250 tournament that consolidates Romania's position on the tennis map, and the Sports Festival, one of the largest events dedicated to encouraging sport at the national level.

At the same time, we develop long-term partnerships with sports organizations and national federations. These include the Romanian Football Federation, the Romanian Basketball Federation, the Romanian Olympic and Sports Committee, as well as clubs and academies dedicated to training young athletes, such as U-Banca Transilvania and the Gheorghe Hagi Academy.

Roots for the future

Our responsibility towards the environment is one of Banca Transilvania's longest-standing commitments. With over 340,000 seedlings planted over the years, since 2014, over 90 hectares of land have been reforested, contributing to the restoration of fauna and biodiversity in Cluj, Bistrița-Năsăud, Călărași, and Bucharest.

We have continued our strategic partnership with Via Transilvanica – The Road that Unites. We support this project, which is close to our hearts and promotes the rural environment, attracting tens of thousands of tourists and breathing new life into local communities. Our partnership with Via Transilvanica is a symbol of our respect for rural and natural heritage, serving as a bridge between regions, traditions, and communities.

This is part of our impact on building a stronger and more united country. We continue to grow alongside the people and communities we are part of, transforming financial success into sustainable social impact, because when Romania does well, Banca Transilvania does well.

Banca Transilvania ranks first in terms of customer satisfaction among large banks in Romania, with 12 points above the market average (NPS – Net Promoter Score). Customers appreciate the quality of products and services, the professionalism of the team, and the infrastructure that makes banking easier.

ARTIFICIAL INTELLIGENCE @BT, ACCELERATED INTEGRATION IN 2025

The Banca Transilvania Group accelerated in 2025 the integration of artificial intelligence (AI) solutions, supporting both customer interactions and the efficiency of internal teams. In a context where the volume of information and customer expectations are increasing rapidly, AI is becoming more and more part of the communication and organizational processes.

More than 1.3 million people interacted last year with BT solutions that integrated artificial intelligence. Chatbots and the intelligent search and support option (AI Search) are now part of customers' everyday experience, offering fast, simplified, personalized and 24/7 assistance.

AI for Customers

- 550,000 people used AI Search on the Banca Transilvania Group websites last year, representing a 28% increase in 2025 compared to 2024.
- Over 700,000 people used the virtual assistant Chat BT in the BT Pay app during the past year, generating 1.5 million interactions since [its launch](#) in January 2025.

AI for Employees

- Launch of Alvolution, a program dedicated to transforming the way teams work, collaborate and innovate, through the responsible and effective adoption of AI technologies.
- Microsoft 365 Copilot and GitHub Copilot assistants, supporting the development of new, more efficient daily working habits.
- Integration of AI into selected processes of the BT Contact Center & Customer Care team to enhance efficiency in assisting customers.

Human Banking + AI

Our commitment is Human Banking + AI: combining the power of technology with the empathy and expertise of the [#peopleofBT](#).

Banca Transilvania has been a trailblazer in adopting AI in banking, starting with the launch of the first BT website chatbot in 2017. The evolution of BT's AI ecosystem is supported through partnerships with leading technology players such as [DRUID](#), [Microsoft](#) and [Crayon](#).

The adoption of AI is always about people – colleagues and customers – and about how we can make banking simpler, more intuitive and more human.



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ROMANIA A DYNAMIC ECONOMY AND BANKING SECTOR IN 2025

- Macroeconomic trends that shaped the year
- Developments in the Romanian banking system
- Easy-to-access information through the BT Research online platform

MACROECONOMIC TRENDS THAT SHAPED THE YEAR

World Economy

In 2025, global economic activity expanded at a moderate pace, continuing the post-pandemic normalization phase but under persistent structural and geopolitical constraints. Economic growth remained uneven across regions, reflecting divergent inflation behavior, policy responses, and trade developments. According to IMF estimates, global GDP advanced by approximately 3.2%, broadly in line with the previous year but with notable cross-country differences.

Advanced economies recorded softer momentum, with aggregate growth easing to around 1.6%, as tighter financial conditions, weaker industrial output, and reduced external demand weighed on activity. By contrast, emerging markets and developing economies demonstrated stronger resilience, achieving an average expansion of roughly 4.2%, supported by domestic demand, demographic factors, and selective policy stimulus.

Disinflation progressed during 2025, although the decline in headline inflation proved more gradual than initially anticipated. In several major economies, price pressures stabilized above central bank targets, indicating persistent services inflation, wage rigidity, and second-round effects. This environment kept monetary authorities cautious, as premature easing risked reigniting inflation expectations.

Global trade patterns exhibited significant volatility. Early-year behavior was shaped by front-loading effects, particularly stronger U.S. imports and increased exports from Asia and the Eurozone, driven by expectations of higher tariffs. As trade tensions intensified later in the year, merchandise flows decelerated. Nevertheless, WTO projections suggest global goods trade still achieved growth of approximately 2.4% by year-end.

The balance of risks to the global outlook remained tilted to the downside, primarily reflecting geopolitical fragmentation, trade policy uncertainty, elevated sovereign debt vulnerabilities, and potential financial market repricing.

U.S. Economy

Economic growth in the United States moderated in 2025, with real GDP increasing by around 2.0%, down from the stronger performance observed in 2024. The deceleration was attributable to a combination of factors, including restrictive monetary policy transmission, adverse weather-related disruptions, and heightened uncertainty surrounding trade measures.

Despite slower headline growth, household consumption continued to serve as the principal engine of expansion. Labor income gains, accumulated savings buffers, and stable

employment conditions underpinned consumer spending, offsetting weaker business investment and softer manufacturing output.

Inflationary pressures persisted throughout much of the year. Average consumer price growth reached approximately 2.7%, reflecting sticky services inflation and cost pass-through effects linked to tariffs and wage adjustments. While inflation remained significantly below peak levels seen in prior years, progress toward the Federal Reserve's target was incomplete.

Labor market conditions remained comparatively robust. The unemployment rate edged higher to 4.2%, indicating mild cooling but still consistent with historically tight employment levels. Wage growth showed signs of moderation, suggesting gradual realignment between labor demand and supply.

Trade policy developments constituted a central theme in 2025. Newly imposed tariffs and the absence of durable multilateral agreements contributed to elevated uncertainty, influencing business sentiment, investment planning, and price expectations.

In summary, the U.S. economy was characterized by slower growth, persistent inflation frictions, and policy-driven uncertainties. Economic fundamentals remained solid, yet downside risks necessitated continued prudence in macroeconomic management.

Eurozone

The Eurozone economy displayed modest but improving growth in 2025. Quarterly GDP growth strengthened toward the end of the year, with fourth-quarter output rising by 0.4% q/q, translating into an estimated 1.5% annual growth rate. This performance modestly exceeded earlier expectations but masked considerable heterogeneity among member states.

Economic activity remained constrained by reduced industrial production, weaker external demand, and cautious consumer behavior. Germany and Italy experienced softer growth trajectories, while earlier contributions from Ireland – partly linked to pharmaceutical-related export flows – normalized during the year.

Inflation continued its downward adjustment, reaching approximately 1.9% by December 2025. The moderation was largely driven by easing energy price pressures and base effects. However, services inflation and price increases in food-related categories remained sources of upward pressure.

Monetary policy in the Eurozone gradually shifted toward a more accommodative stance as inflation receded. The European Central Bank maintained a data-dependent approach, balancing support for economic recovery with vigilance against premature easing.

External risks continued to influence the region's outlook. Trade frictions, geopolitical instability, and global demand softness weighed on confidence indicators and investment decisions.

Looking ahead, the European Commission's Autumn 2025 Economic Forecast projects real GDP growth in the Eurozone to slowly decline to 1.2% in 2026 and rebound at 1.4% in 2027. However, elevated uncertainty, both domestically and internationally, continues to weigh on the Eurozone economy, necessitating cautious optimism in growth projections.

Romanian Economy

Romania's economic evolution in 2025 was defined by moderate growth, macroeconomic adjustment pressures, and structural shifts in demand composition. Economic expansion remained positive but reduced, reflecting the combined effects of fiscal consolidation measures, persistent inflationary pressures, and weaker household consumption.

GDP exhibited volatility throughout the year. Official statistics indicate modest growth in 2025 of 0.6% (real GDP growth), although quarter-on-quarter data signaled a slight contraction (-1.9% q/q) at year end, suggesting temporary loss of momentum.

A notable feature of 2025 was the reconfiguration of growth drivers. Private consumption, previously the dominant contributor, decelerated as a result of tighter income conditions and elevated price levels. In contrast, gross fixed capital formation strengthened, supported by:

- Accelerated public infrastructure investment
- Enhanced absorption of EU structural funds
- Continued implementation of projects under the Recovery and Resilience Facility (RRF)
- Investments in transport, energy, and digitalization

Inflationary developments remained challenging. Headline inflation re-accelerated in the second half of the year, influenced by electricity price liberalization, indirect tax adjustments, and persistent services price pressures.

Fiscal consolidation represented a central policy priority. By December 2025, the general government deficit reached approximately 7.65% of GDP, reflecting revenue-enhancing measures (VAT and excise increases, tax base broadening) and expenditure discipline efforts.

2025 brought the weakening of the national currency beyond the psychological 5.0 EUR/RON level in the first half of the year as a result of the political uncertainty. In the following months, the EUR/RON exchange rate showed moderate depreciation of the Romanian RON against the Euro, as a result of the domestic economic pressures (fiscal consolidation weighing on growth and confidence).

The National Bank of Romania maintained a restrictive monetary stance, keeping the policy rate at 6.50%, alongside unchanged corridor facilities. The decision reflected inflation persistence and external risk considerations.

Financial markets showed resilience. Romania's capital market recorded improved liquidity, higher investor participation, and new valuation highs toward year-end, supported by sustained issuance activity and favorable sentiment.

Overall, Romania's macroeconomic environment in 2025 is defined by resilience and persistent vulnerabilities. Growth remains modest, constrained by fiscal consolidation, elevated inflation, and reduced household demand, while public investment and EU fund absorption have become the main engines of activity. Inflation, though expected to gradually moderate, remains high, and the fiscal deficit continues to test the country's credibility and market confidence.

Developments of main macro-financial indicators	2020	2021	2022	2023	2024	2025
GDP, real (% YoY)	-3.7	5.8	4.0	2.4	0.9	0.6
Inflation (IPC) (% YoY, annual average)	2.6	5.0	13.8	10.4	5.6	7.3
Unemployment (average, %)	6.1	5.6	5.6	5.5	5.4	6.0
Monetary policy rate (end of the year) (%)	1.50	1.75	6.75	7.00	6.50	6.50
ROBOR (3M) (%), annual average)	2.38	1.82	6.20	6.62	5.88	6.39
ROBOR (6M) (%), annual average)	2.46	1.94	6.35	6.78	5.91	6.51
EURIBOR (3M) (%), annual average)	-0.43	-0.55	0.36	3.43	3.57	2.18
EURIBOR (6M) (%), annual average)	-0.37	-0.52	0.69	3.69	3.48	2.20
EUR/RON, end of the year	4.8694	4.9481	4.9474	4.9746	4.9741	5.0985
USD/RON, end of the year	3.9660	4.3707	4.6346	4.4958	4.7768	4.3417
EUR/USD, end of the year	1.2271	1.1326	1.0666	1.1050	1.0354	1.1750

*Source: Eurostat, National Institute of Statistics, National Bank of Romania, European Central Bank

DEVELOPMENTS IN THE ROMANIAN BANKING SYSTEM

Banking sector

The National Bank of Romania (NBR) maintained its monetary policy rate at 6.5%, the lending facility at 7.5%, and the deposit facility at 5.5% (effective since August 8, 2024).

The minimum reserve requirement ratios for credit institutions' RON-denominated and foreign-currency-denominated liabilities were also kept unchanged at 8% for RON and 5% for foreign currency.

Non-government credit increased by 6.2% year-on-year in December 2025 (annual average growth: 8.3%), reaching a new all-time high of RON 447.3 billion.

Within non-government credit, the growth rate of loans granted to companies slowed to 3.6% year-on-year in December 2025, with an annual average increase of 6.7%.

Loans granted to households moderated to an 8.3% year-on-year growth rate in December, from 10% year-on-year in July. Thus, in 2025, household lending recorded an annual average growth rate of 9.3%. Housing loans rose by 6.5% year-on-year (annual average: 6%), while consumer loans increased by 11.1% year-on-year (annual average: 14.2%). Lending in local currency continued its upward trend (10.4% year-on-year; annual average: 12.2%), whereas euro-denominated lending followed a declining trend (-14.5% year-on-year; annual average: -16.2%).

Non-government deposits increased by 6.9% year-on-year in December 2025 (annual average growth: 7.2%).

Household deposits grew by 8.1% year-on-year (annual average: 9.7%). Within this category, overnight deposits recorded a deceleration (9.5% year-on-year; annual average: 12.2%), while term deposits increased by 6.9% year-on-year (annual average: 7.5%).

Corporate deposits accelerated to 3.7% year-on-year in December, compared to 1.2% year-on-year in October 2025. The annual average growth rate was 2.2%, down from 9.2% in 2024. Term deposits rose by 5.6% year-on-year (annual average: 1.5%), whereas overnight deposits increased by 2.4% year-on-year (annual average: 2.8%).

The loans-to-deposits ratio stood at 67.3% in December 2025, down from 68.8% in September 2025 and from 67.6% in December of the previous year.

EASY-TO-ACCESS INFORMATION THROUGH THE BT RESEARCH ONLINE PLATFORM

BT Research is Banca Transilvania's platform dedicated to macroeconomic analyses, economic forecasts, and the monitoring of essential indicators that shape the evolution of Romania's economy and financial markets. The platform provides quick access to data, insights, and relevant analyses, supporting informed decision-making both at institutional level and for the general public.

Relaunched and expanded in 2026, BT Research integrates into a unified format:

- **A synthesis of Romania's key macroeconomic indicators**, accompanied by Banca Transilvania's outlook;

- **Interactive charts** illustrating economic developments over the past 10 years;
- **Thematic analyses**, including studies on Romania's external economic relations;
- **Opinions from international economists**, such as analyses dedicated to the European economic context ([„The European Outlook for 2026: Risks and Opportunities in a Changing World”](#)).

The platform was officially presented at **the Central & Eastern European Forum**, an event organized by Financial Times Live in Vienna, highlighting its role as a strategic tool for delivering economic knowledge in an accessible and up-to-date manner.

Through BT Research, Banca Transilvania reinforces its commitment to contributing to **financial well-being and safety** by providing rigorous, relevant, and user-friendly analyses. The platform integrates economic research, financial market dynamics, economic cycles, and public policy perspectives, offering a comprehensive view of the trends shaping the economic landscape.

Access to BT Research is available directly through the Bank's website or by subscribing to the monthly newsletter, which delivers updates on economic indicators, market trends, and specialized analyses.



SHAREHOLDERS, INVESTORS AND BT'S RELATIONSHIP WITH THE CAPITAL MARKET

- Shareholding structure
- BT share performance on the capital market in 2025
- Relationship and communication with investors and shareholders
- 2026 financial communication calendar
- Profit distribution proposal for the financial year 2025

SHAREHOLDING STRUCTURE

Shareholders	31.12.2025	31.12.2024
NN Group (*)	9.37%	9.37%
European Bank for Reconstruction and Development	5.16%	5.16 %
Romanian individual shareholders	25.15%	24.21 %
Romanian companies	45.56%	45.20 %
Foreign individual shareholders	1.17%	1.11%
Foreign companies	13.59%	14.95%
Total	100.00%	100.00%

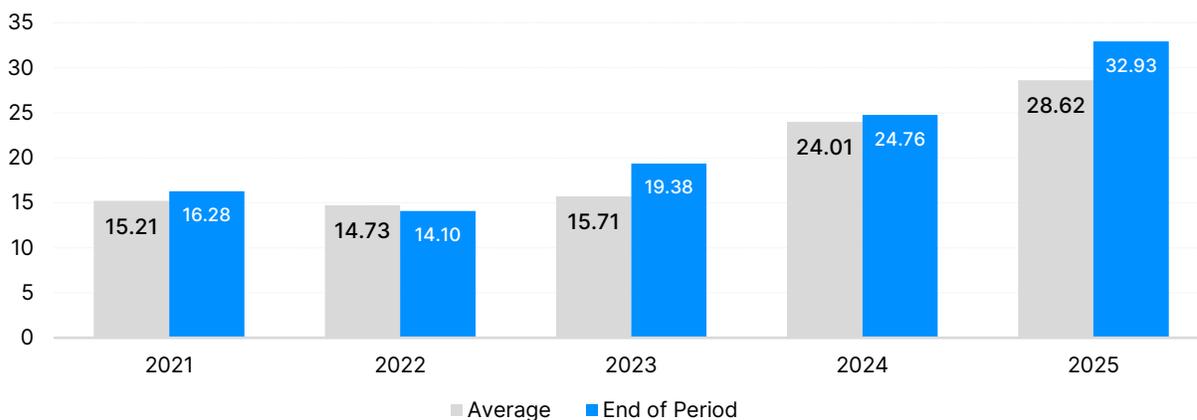
(*) NN Group N.V. and pension funds managed by NN Pensii SAFPAP S.A. and NN Asigurări de Viață S.A.

BT SHARE PERFORMANCE ON THE CAPITAL MARKET IN 2025

In 2025, Banca Transilvania's stock price return (TLV symbol), adjusted for the stock dividends paid in July, was 33.0%¹, while the BET index rose 46.2%. The total return of the stock (i.e. considering the cash dividends paid in June and December) was 45.0%, compared to BET-TR's 55.2% return.

Market capitalization, 2021 - 2025

RONbn



Source: EquityRT

¹ The unadjusted return was 11.9%.

Date	Price (adjusted, except cash dividends)	No. shares	Capitalization (RON billion)	Capitalization (EUR billion)
31 dec. 2025	30.20	1,090,322,225	32.93	6.46
31 dec. 2024	22.70	916,879,846	24.76	4.97
31 dec. 2023	17.78	798,658,233	19.38	3.89
31 dec. 2022	12.93	707,658,233	14.10	2.85
31 dec. 2021	14.87	6,311,469,680	16.28	3.29

*Source: EquityRT

In April, shareholders approved the distribution of a cash dividend amounting to c. RON 1.59 billion, corresponding to a dividend per share of approximately RON 1.73, which was paid in June. In July, Banca Transilvania increased its share capital by c. RON 1.73 billion via the transfer of retained earnings from the FY24 net profit and the issuance of a stock dividend. In October, shareholders approved a cash dividend of RON 700 million (around RON 0.64 per share) from FY15, FY16, and FY19 retained earnings, which was paid in December. In addition, the Bank conducted buybacks worth RON 147 million throughout 2025.



Note: The dividend payout ratio is calculated as the total dividends declared for the financial year divided by the consolidated net profit attributable to the Bank's shareholders. It is displayed on the primary (lower) horizontal axis, which reflects the fiscal years.

The dividend yield is defined as the dividend per share divided by the unadjusted share price on the trading day immediately preceding the ex-dividend date. In years with multiple distributions, individual yields are aggregated. Dividend yields are displayed on the secondary (upper) horizontal axis, which reflects the calendar years in which the distributions were made. Price adjusted for reverse stock splits and stock dividends.

Source: Company data, EquityRT, BTCP calculations.

RELATIONSHIP AND COMMUNICATION WITH INVESTORS AND SHAREHOLDERS

At the end of 2025, Banca Transilvania had over 72,000 shareholders, and the average pace of nearly 500 new investors per month confirms the sustained interest in BT as an investment opportunity. This trend is supported by the Bank's solid financial performance, reputation and resilience, as well as the confidence in its role as a leader in the banking sector in Romania and South-Eastern Europe, and as a key player in the capital market.

Communication with shareholders, investors and analysts is one of BT's priorities, as we aim to maintain a transparent and ongoing dialogue with this community.

BT Communication Ecosystem

- The online [Investor Relations](#) platform serves as the central hub for financial communication, providing access to results, presentations, reports, plans, updates, and other resources essential for investment analysis.
- Ongoing dialogue with investors, shareholders, and analysts is supported through dedicated meetings, events such as the [General Shareholders' Meeting](#) or [Investor Day](#), [videoconferences](#) and direct interactions, ensuring openness, transparency, and continuous engagement.

We communicate with the market through several BT Group companies, as well as via the Bucharest Stock Exchange www.bvb.ro/TLV:

- Banca Transilvania, www.bancatransilvania.ro/relatii-investitori; investor.relations@btrl.ro
- BT Capital Partners, www.btcapitalpartners.ro
- BT Asset Management, www.btam.ro
- BT Pensii, www.btpensii.ro

VEKTOR Rating 10/10

The Bank obtained a VEKTOR rating of 10/10 for investor communication in 2025, both as an equity and bond issuer, following the assessment conducted by ARIR.

2026 FINANCIAL COMMUNICATION CALENDAR

February

- February 27: Presentation of the preliminary financial results for 2025

March

- March 02: BT Video Conference for the presentation of the financial results
- March 27: Presentation of the Annual Report 2025

April

- April 28: General Meeting of Shareholders – first convening
- April 29: General Meeting of Shareholders – second convening

May

- May 22: Presentation of the Q1 2025 financial results
- May 25: Conference for the presentation of the results

August

- August 21: Presentation of the H1 2025 financial results
- August 24: Conference for the presentation of the results

November

- November 20: Presentation of the Q3 2025 financial results
- November 23: Conference for the presentation of the results

PROFIT DISTRIBUTION PROPOSAL FOR THE FINANCIAL YEAR 2025

The Board of Directors submitted for approval by the General Shareholders' Meeting (GSM) the proposal to distribute the net profit amounting to RON 4,095,289,537 as follows:

Proposal for 2025 profit distribution	Amounts (RON)
Net profit 2025	4,095,289,537
5% Legal reserve fund from gross profit	(241,182,226)
Net profit to be distributed	3,854,107,311

The Board of Directors proposes for approval to increase the Bank's paid share capital from RON 10,903,222,250 to RON 12,475,866,500, with the amount of RON 1,572,644,250, representing reserves from the 2025 net profit. The increase in the share capital will be carried out by issuing a number of 157,264,425 shares, with a nominal value of RON 10/share in the benefit of the shareholders registered with the Shareholding Register held by the Central Depository at the registration date that will be established by the GMS following that the price for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results, to be determined in accordance with the legal provisions in force. The Board of Directors proposes for approval the distribution of profits by granting dividends amounting to RON 1,400,000,000 and the amount of RON 881,463,062 is distributed in retained earnings.. The gross dividend per share amounts to RON 1.2840240875.

Following the implementation of the resolution adopted by the General Meeting of Shareholders regarding the allocation of the net profit for the 2025 financial year, the capital ratios as at 31 December 2025 will become: Common Equity Tier 1 ratio of 18.62%, Tier 1 capital ratio of 21.55%, and Total Capital Ratio (solvency ratio) of 23.56%.

Proposal for 2025 profit distribution**Amounts (RON)**

Total available reserves for distribution	3,854,107,311
Retained earnings	700,000,000
Dividends	1,400,000,000
Distribution related to AT1 instruments	181,463,062
Capitalization of 2025 net profit reserves	1,572,644,250
Share capital at recording date*	10,903,222,250
Yield per share % capitalization	0.14423664985

*The share capital registered with the Trade Register amounts to 1,090,322,225 shares with a nominal value of 10 RON / share.

The distribution related to the AT1 instruments will be recorded as a payment obligation in EUR on the date on which the proposal for the allocation of the profit for the 2025 financial year is approved by the General Meeting of Shareholders (GMS). The payment will be made in two instalments, the first on May 27, 2026 and the second on November 27, 2026, subject to the fulfilment, at the relevant dates, of the conditions applicable to distributions related to AT1 instruments.

The total amount of the distributions related to the AT1 instruments, established in accordance with the issuance prospectus, is EUR 35,625,000. The RON equivalent of 181,463,062 was calculated using the exchange rate of 1 EUR = 5.0937 RON as of March 11, 2026. The final value in RON will be higher or lower depending on the evolution of the EUR/RON exchange rate until the date the payment obligation in EUR is recorded.



2025 IN RETROSPECT CONSOLIDATION, RESILIENCE AND IMPACT

- Financial results
- Acquisitions, integrations, mergers – the most dynamic year in BT Group's history
- Banca Transilvania Financial Group
- Romania
 - Banca Transilvania
 - Salt Bank
 - BT Capital Partners
 - BT Asset Management
 - INNO Investments
 - BT Pensii
 - BT Leasing Transilvania
 - BT Broker de Asigurare
 - BT Microfinanțare (BT Mic)
 - BT Direct
 - Improvement Credit Collection
- Republic of Moldova:
 - Victoriabank
 - BT Leasing MD
 - Microinvest
- Awards and recognitions – validating a highly dynamic year

FINANCIAL RESULTS

The following section provides a presentation of the financial performance of Banca Transilvania and the BT Financial Group, highlighting the main results, strategic progress and factors that influenced our activity during the reporting period:

Financial Information of the Group*	BANK		GROUP	
	2025	2024	2025	2024
ROE (Net profit/ average equity)	25.23%	27.02%	24.84%	30.20%
ROA (Net profit/ annual average of total assets at net value)	2.06%	2.06%	2.23%	2.52%
Cost/income	44.39%	45.38%	46.66%	48.30%
Total net income, RON mn.	9,786	8,224	11,661	10,061
Provisions for credit risk, RON mn.	(622)	(332)	(832)	(575)
Gross profit, RON mn.	4,819	4,160	5,510	5,442
Net profit, RON mn.	4,095	3,532	4,661	4,731
Basic earnings per share			4.1119	4.1809
Diluted earnings per share			4.1119	4.1809
Tier 1 own funds, RON mn.	17,961	14,413	19,549	16,708
Risk Weighted Assets, RON mn.	86,756	69,206	99,132	87,865
Total Assets, RON mn.	210,398	184,264	224,414	207,035
Total Equity**, RON mn.	20,092	14,219	23,298	17,437
<i>Other information</i>				
Number of agencies, branches and offices	531	513		
Active number of employees	10,180	9,744	13,361	13,629

*Due to rounding, the numbers presented in this document may not add up exactly to the total presented and the percentages may not accurately reflect absolute numbers.

**Including Non-controlling interest

ACQUISITIONS, INTEGRATIONS, MERGERS – THE MOST DYNAMIC YEAR IN BT GROUP'S HISTORY

BT Group carried out two simultaneous mergers, in Romania and the Republic of Moldova: Banca Transilvania – OTP Bank Romania and Victoriabank – BCR Chişinău. Two strategic acquisitions were also completed: BRD Pensii, Pillar 2 and Pillar 3 private pensions player, and Microinvest, the market leader in microfinance in the Republic of Moldova.

Merger of OTP Bank Romania S.A. and BT Building S.R.L. with Banca Transilvania S.A.

The mergers between Banca Transilvania S.A. and OTP Bank Romania S.A. and Banca Transilvania S.A. and BT Building S.R.L. were successfully completed on February 28, 2025. The merger has brought significant benefits to both banks' customers, giving them access to an extensive ecosystem of banking and complementary solutions.

Merger of BCR Chisinau S.A. with Victoriabank S.A.

On March 01, 2025, Victoriabank S.A. completed its merger with BCR Chisinau S.A. The assets of the absorbed entity were transferred entirely and universally to Victoriabank S.A., thereby consolidating its position in the banking market of the Republic of Moldova. This merger has no impact on consolidated and separate financial statements of Banca Transilvania S.A.

Acquisitions

On October 2, 2025, Victoriabank S.A. acquired 100% of the shares in O.C.N. Microinvest S.R.L. Chisinau. The subsidiary of Victoriabank S.A. is controlled by Banca Transilvania S.A., therefore, starting with this date Banca Transilvania S.A. also has control of O.C.N. Microinvest S.R.L.. Through this acquisition, the Group strengthens its position on the banking market in the Republic of Moldova.

The group acquired in November 2025 100% of the stake in BRD Societate de Administrare a Fondurilor de Pensii Private S.A., thus obtaining control in this company. The acquisition did not have a significant impact on the Group's financial position and performance.

BANCA TRANSILVANIA FINANCIAL GROUP

The BT Financial Group is the largest ecosystem dedicated to supporting Romanian entrepreneurs, offering integrated services in banking, brokerage, investment management, leasing, consumer financing and voluntary pensions. The Group's structure includes Banca Transilvania, as the parent company, along with its subsidiaries in Romania, Italy and the Republic of Moldova. As of December 31, 2025, the BT Group had 13,361 employees (2024: 13,629 employees).

ROMANIA

Banca Transilvania S.A.

Banca Transilvania (BT) is the largest bank in Romania in terms of total assets. Approximately 5 million customers use the services of Banca Transilvania. The Bank carries out its banking activity through its head office located in Cluj-Napoca and 42 branches, 475 agencies, 3 work units, 8 healthcare division units, 2 private banking agencies in Romania, 1 branch in Italy and 1 regional office located in Bucharest and 1 Head Office located in Bucharest (December 31, 2024: 1 Head Office located in Cluj-Napoca, 42 branches, 457 agencies, 3 work units, 8 healthcare division units, 2 private banking agencies in Romania, 1 branch in Italy and 1 regional office located in Bucharest, and 1 Head Office located in Bucharest).

- The number of active employees of the bank as of 31.12.2025 was 10.180 (9,744 as of 31.12.2024).
- Headquarters: Cluj-Napoca, 30-36 Calea Dorobanților Street, 400117.
- BT was founded in 1993 and the activity started in 1994.

The subsidiaries of BT Financial Group are the following, in which the bank has direct and indirect participations:

Subsidiary	Field of activity	% of direct and indirect stake 2025	% of direct and indirect stake 2024
Victoriabank S.A.	Financial and banking activities and investments subject to license	44.63%	44.63%
BCR Chișinău S.A.	Financial and banking activities and investments subject to license	-	44.63%
BT Capital Partners S.A.	Investments	99.62%	99.62%
BT Leasing Transilvania IFN S.A.	Leasing	100%	100%
BT Investments S.R.L.	Investments	100%	100%
BT Direct IFN S.A.	Consumer loans	100%	100%
BT Building S.R.L.	Investments	-	100%
BT Asset Management SAI S.A.	Asset management	100%	100%
BT Solution Asistent în Brokeraj S.R.L.	Insurance broker	-	100%
BT Asiom Agent de Asigurare S.R.L.	Insurance broker	-	100%
BT Safe Agent de Asigurare S.R.L.	Insurance broker	-	100%
BT Intermedieri Agent de Asigurare S.R.L.	Insurance broker	-	100%
BT Leasing MD S.R.L.	Leasing	100%	100%
BT Microfinanțare IFN S.A.	Other lending activities	100%	100%
Improvement Credit Collection S.R.L.	Activities of collection agents and Credit reporting bureaus	100%	100%
VB Investment Holding B.V.	Activities of holdings	61.82%	61.82%
BT Pensii S.A.	Pension fund management (except for those in the public system)	100%	100%
Salt Bank S.A.	Financial and banking activities and investments subject to license	100%	100%
Avant Leasing IFN S.A.	Financial leasing	-	100%
BT Broker de Asigurare S.R.L.	Insurance broker	100%	100%
BTP One S.R.L.	Renting and subletting of own or rented real estate	99.73%	100%
BTP STORE HUB TURDA S.R.L.	Renting and subletting of own or rented real estate	99.73%	100%
OTP Bank România S.A.	Financial and banking activities	-	100%

Inter Terra S.R.L.	Buying and selling of own real estate	99.73%	100%
OTP Advisors S.R.L.	Other activities auxiliary to financial services, except insurance and pension funding	-	100%
REA Project One Company S.R.L.	Real Estate Development	-	100%
GOVCKA Project Company S.R.L.	Real Estate Development	-	100%
OTP Consulting Romania S.R.L.	Auxiliary Financial Intermediation Activities, excluding insurance and pension funds	-	100%
Inno Investments S.A.I. S.A.	Asset Management	100%	100%
O.C.N. Microinvest S.R.L.	Other lending activities	44.63%	-
BRD Societate de Administrare a Fondurilor de Pensii Private S.A.	Pension fund management (except for those in the public system)	100%	-

The most relevant subsidiaries of the BT Group, in which the bank has direct participation:

Subsidiary	Activity	% Direct Participation	% Total Participation
BT Capital Partners S.A.	Investments	99.62%	99.62%
BT Leasing Transilvania IFN S.A.	Leasing	65.25%	100.00%
BT Investments S.R.L.	Investments	100.00%	100.00%
BT Direct IFN S.A.	Consumer loans	98.68%	100.00%
BT Asset Management SAI. S.A.	Asset management	100.00%	100.00%
BT Leasing MD S.R.L.	Leasing	100.00%	100.00%
BT Microfinanțare IFN S.A.	Other lending activities	67.80%	100.00%
Improvement Credit Collection S.R.L.	Activities of collection agents and Credit reporting bureaus	99.89%	100.00%
VB Investment Holding B.V.	Activities of holdings	61.82%	61.82%
Salt Bank S.A.	Financial and banking activities and investments subject to license	99.69%	100.00%
BRD Societate de Administrare a Fondurilor de Pensii Private S.A.	Pension fund management (except for those in the public system)	99.09%	100.00%

Based on the concept of materiality, as defined in paragraph 7 of IAS 1, the Group has decided to exclude several subsidiaries from the consolidation perimeter, as their exclusion does not have a significant impact on the consolidated financial statements. The decision to exclude them from consolidation is based on an assessment of both quantitative and qualitative factors, including the size criteria of the subsidiaries and their insignificant impact on the Group as a whole.

The list of subsidiaries excluded from the consolidation perimeter and the reasons for their exclusion can be found in detail in Note 1 of the Consolidated and Individual Financial Statements for the financial year ending December 31, 2025.

Assets and net profits of the most relevant subsidiaries in which the bank holds direct participation:

Subsidiary	Total assets (RON million)		Net profit (RON million)	
	2025	2024	2025	2024
BT Leasing Transilvania IFN S.A.	6,786	6,169	379.8	193.0
Salt Bank S.A.	2,219	1,253	(244.5)	(152.5)
BT Microfinanțare IFN S.A.	1,563	1,218	88.5	72.3
BT Direct IFN S.A.	1,301	1,149	48.8	52.1
BT Capital Partners S.A.	1,245	880	37.8	25.5
VB Investment Holding B.V.	285	308	50.9	31.0
BT Asset Management SAI S.A.	296	189	49.1	37.5
BT Leasing MD S.R.L.	181	161	6.6	6.2
BRD Societate de Administrare a Fondurilor de Pensii Private S.A.	128	-	(0.03)	-
BT Investments S.R.L.	103	103	(0.2)	3.1
Improvement Credit Collection S.R.L.	40	35	15.3	12.6
OTP Bank S.A.*	-	16,750	-	48.9
BT Building S.R.L.	-	267	1.3	6.2

Note: Figures according to Individual Financial Statements

*OTP Bank S.A. took part in the consolidated BT Group financials statements reports starting September 2024 until February 28, 2025 when the merger with BT took place.

Salt Bank S.A.

Salt Bank is the first neobank developed entirely in Romania, a fully digital financial institution that aims to redefine the interaction between the customer and banking services. Launched in March 2024, the bank mainly addresses the mass affluent segment and young professionals in urban areas, offering products and services exclusively through a modern and efficient mobile application.

With the mission of representing "a leap in banking and a leap in technology, for those who do not want to stay in their bank", Salt Bank aims to offer relevant financial solutions, built around an intuitive platform, competitive products and a high level of security for customer data and funds. All services are developed starting from three strategic pillars: simplicity of use, product quality and operational safety.

Salt Bank pays special attention to the user experience, offering a clear, easy-to-navigate digital interface, along with cards with distinctive designs. Customer support is managed

through a dedicated center – Care Center – where interactions are characterized by professionalism, promptness and a communication style adapted to the brand's values. All communication channels – from the app to customer service – are aligned to maintain a coherent, modern and user-friendly identity.

The year 2025 had 3 strategic objectives: attracting customers, continuing to deliver new functionalities and products to generate revenue, as well as starting cost control. To these were added a series of quantitative objectives and qualitative objectives.

The product portfolio has experienced accelerated development since the bank's launch in March 2024 until now. This expansion of the offerings has directly contributed to the increase in the number of customers and to the intensification of transactional activity through the SALT mobile application.

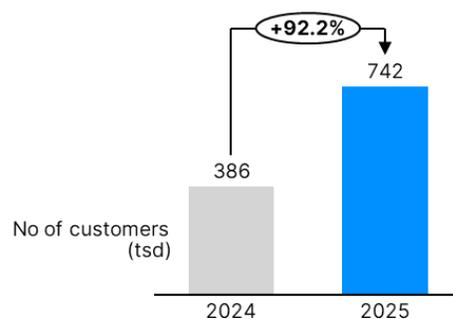
Compared to the functionalities already launched the previous year, in 2025 the SALT application added new ones such as:

- paying utility bills directly in the app (PayBill)
- Subscription Manager - service that provides information to customers about the merchants with whom they save their cards/subscriptions
- road assistance
- Call Monitor – anti-fraud tool that provides the customer with the information of a call from the bank
- consumer loans for individuals
- Help Mama - protection tool for senior customers
- sale of auto RCA insurance
- EUR and USD deposits for individuals
- top-up card via Google Pay and Apple Pay
- integration with Ropay (payments based on the beneficiary's phone number)
- investments in mutual funds, foreign equities, and traded investment funds (ETFs)
- instant receipts and payments in euros.

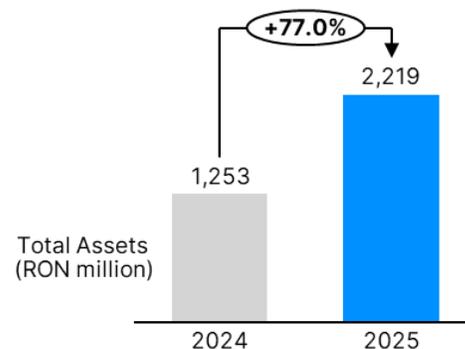
In addition to the above, if until 2024 the product offer was addressed only to individuals, starting with 2025 SALT has also diversified its products towards the freelancer segment, with a current account, business card, payment functions, integration with electronic invoicing services and savings spaces.

Investments in mutual funds, stocks, and ETFs have become a central element in the bank's service ecosystem. They provide customers with access to a diversified range of financial instruments traded on international exchanges, updated in real time in the app, strengthening Salt Bank's position as a provider of high value-added digital services.

In terms of the number of customers, during 2025 Salt Bank almost doubled its number of customers, reaching 742,000, compared to 386,000 at the end of 2024, which places Salt Bank in the top 10 credit institutions in Romania by number of customers.

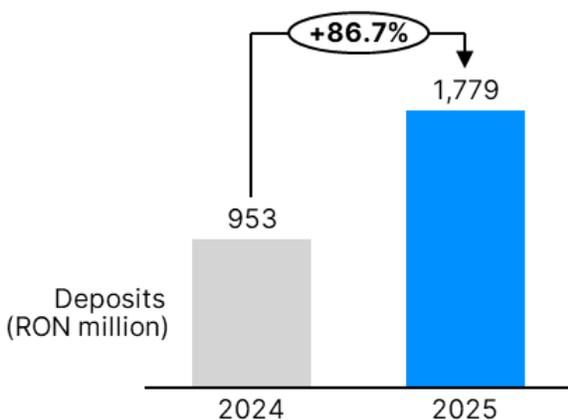


Total assets as of 31.12.2025* are RON 2,219 million, up 77% compared to 2024.

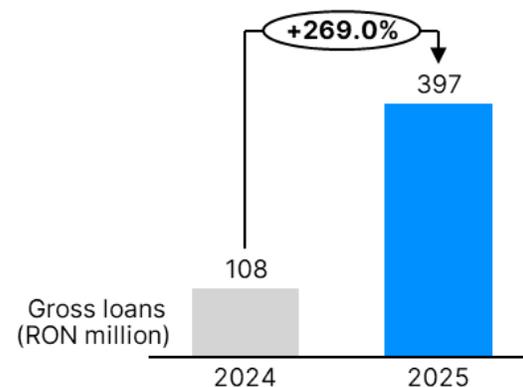


* unaudited data

The volume of deposits and current accounts held by the bank's customers reached RON 1,779 million, representing an increase of approximately 87% compared to 2024.



The gross loan portfolio reached RON 397 million, with the bank's portfolio currently including the personal loan product, which has registered an accelerated growth since its launch in April 2025.



Net loss after taxes for 2025: RON 244,5 million (RON 152,5 million in 2024).

Number of active employees as of 31.12.2025: 424 (320 as of 31.12.2024).

Security is integrated into the bank's technology architecture through robust measures such as the one-device-one-customer model, additional passwords for high-value transactions, exclusion of sensitive information from physical cards, blocking of screenshots in the app, and additional functionalities such as Transaction Map and display of the real business name for transactions. Salt Bank has assumed the objective of introducing new functionalities annually that increase the level of protection or address the needs of vulnerable categories of customers.

Salt Bank is a strategic project that demonstrates the innovation capacity of the Romanian banking sector. Through its own technology, customer-centric solutions and a rigorous approach to governance and safety, the bank is strengthening its position as an emerging digital player, ready to meet the needs of a new generation of banking users and actively contribute to the modernization of the financial market.

BT Capital Partners S.A.

BT Capital Partners (BTCP) is the investment banking and capital markets division of Banca Transilvania Financial Group. BT Capital Partners offers consulting services for fund raising on the capital market, consultancy on mergers and acquisitions, brokerage services, structuring of complex financing schemes, market research and strategic advisory. BT Capital Partners is the only Romanian member of Oaklins, the world's most important alliance of professionals for companies' M&A.

During 2025, BT Capital Partners intermediated a series of bond issuances on External Markets and on the Main Market of the Bucharest Stock Exchange, namely:

Issuance of MREL-eligible bonds by Banca Transilvania SA, amounting to RON 1.5bn, with a 7NC6-year maturity, under the sustainable EMTN programme. The transaction was completed in June 2025, with BTCP acting as Joint Lead Manager. The bonds are listed on the Dublin Stock Exchange.

Inaugural green bond issuance by Societatea Energetică Electrica SA, totalling EUR 500 million, with a 5-year maturity. The issuance took place in July 2025, and BTCP acted as Joint Bookrunner. The bonds are listed on the Bucharest Stock Exchange.

Bond issuance by SNGN Romgaz SA, totalling EUR 500 million, with a 6-year maturity, executed under the company's EUR 1.5 billion EMTN programme. The transaction was carried out in October 2025, with BTCP serving as Joint Bookrunner. The bonds are listed on the Bucharest Stock Exchange.

Bond issuance by Agroserv Măriuța SA, amounting to EUR 3 million, with a 3-year maturity. The issuance was completed in November 2025, with BTCP acting as Sole Manager. The bonds are listed on the Bucharest Stock Exchange.

Inaugural AT1 bond issuance by Banca Transilvania SA, amounting to EUR 500 million, with a PNC5.5 maturity, executed in November 2025, with BTCP acting as Joint Bookrunner.

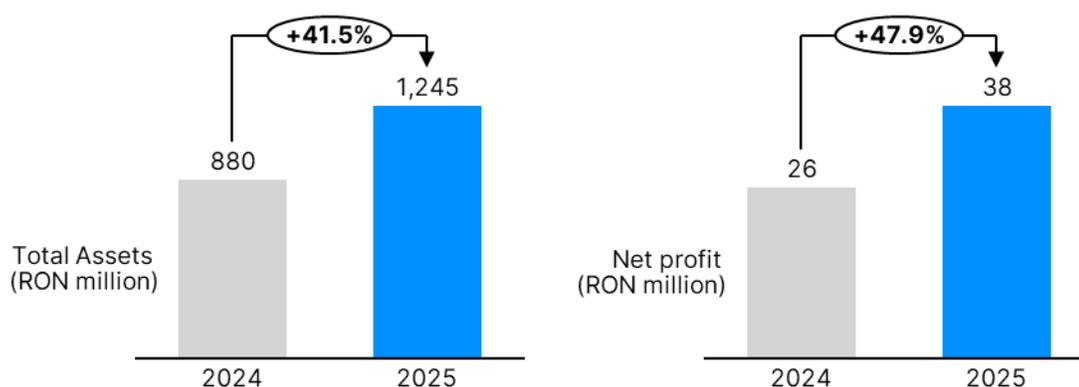
BT Capital Partners also intermediated all 11 Fidelis government bond issuances of 2025, which raised over RON 21 billion (in local currency and EUR) acting as the leader of the consortium comprising BCR, BRD - Groupe Société Générale, TradeVille, and UniCredit.

Also, in 2025, BT Capital Partners acted as the exclusive M&A adviser to travel agency Paralela 45 in attracting the strategic investor Rainbow Tours, one of the largest travel agencies in Poland.

In 2025, BT Capital Partners was, for the second consecutive year, the largest broker on the Bucharest Stock Exchange in terms of total value of intermediated transactions, holding a market share of 28% across all markets and instruments. The company was also, for the third year in a row, the leading intermediary on the main segment of the bond market, with a market share of 35%, and the second-largest intermediary on the equity market, with an approximate market share of 19%.

BT Capital Partners has been in the market since 2016, when BT Securities, the brokerage company of the BT Financial Group, took over the investment banking activity of Capital Partners, the most important Romanian independent consulting firm in the field of M&A and Corporate Finance.

- BT Capital Partners has 66 active employees (2024: 59 employees) and 9 working points as of December 31, 2025, in addition to its headquarters.
- Total assets as of December 31, 2025 amounts to RON 1,245 million (RON 880 million as of December 31, 2024), while the net profit stands at RON 37.8 million.



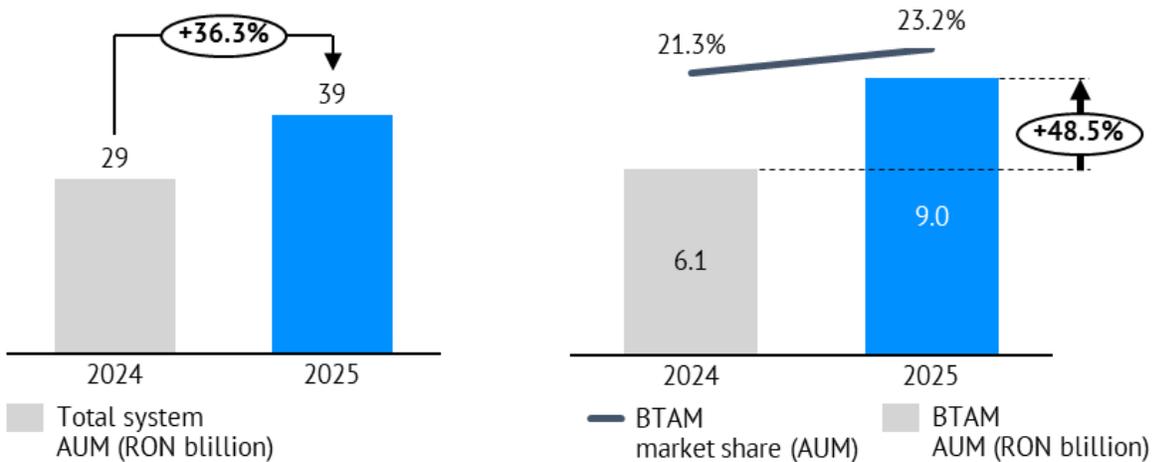
- Headquarters: Cluj-Napoca, 77 St.. 21 Decembrie 1989, The Office Building, Wings C-D, Entrance C, 2nd Floor.

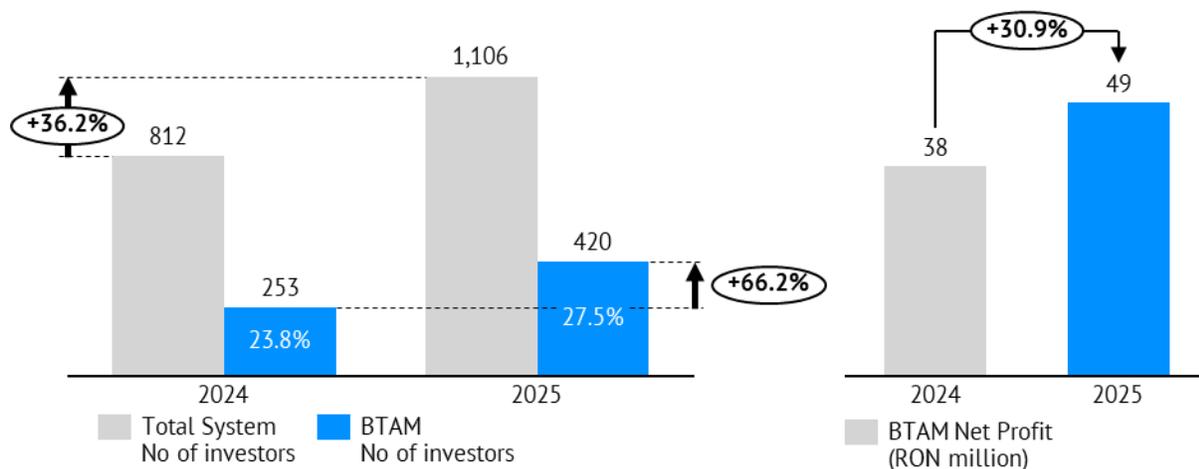
BT Asset Management S.A.I. S.A.

BT Asset Management (BTAM) manages undertakings for collective investment in transferable securities (UCITS) and alternative investment funds (AIFs). The funds offer a diversified range of investment products – fixed-income funds, bond funds, index funds, and equity funds. During 2025, the management right of the BT Property Fund was transferred to **INNO Investments**. Access to the capital market is provided to Fund participants through investments both in Romania and abroad (Europe and the USA), using placements in RON, EUR, USD and GBP.

At the end of 2025, the company managed 16 investment funds, consisting of 14 undertakings for collective investment in transferable securities (UCITS) and 2 alternative investment funds (AIFs) (2024: 17 investment funds, consisting of 14 UCITS and 3 AIFs).

In 2025, BT Asset Management continued to play a central role in the Romanian investment fund ecosystem, acting as a key driver of market development through its diversified fund offering and disciplined management framework. The system experienced robust growth in assets under management, reflecting rising investor confidence and an ongoing shift toward professionally managed investment solutions:





Source: Romanian Fund Managers Association

- Number of active employees as at 31.12.2025: 47 (42 as at 31.12.2024)
- Year of establishment: 2005
- Headquarters: Cluj-Napoca, Emil Racoviță Street, no. 22, 1st floor

INNO Investments S.A.I. SA

INNO Investments (INNO) manages undertakings for Collective Investment in Transferable Securities (UCITS) and Alternative Investment Funds (AIFs). The funds offer a diversified range of investment products – fixed income funds, bond funds, equity funds and a real estate fund. Access to the capital market is ensured to clients through investments in Romania, Europe and the USA, in RON, EUR and USD.

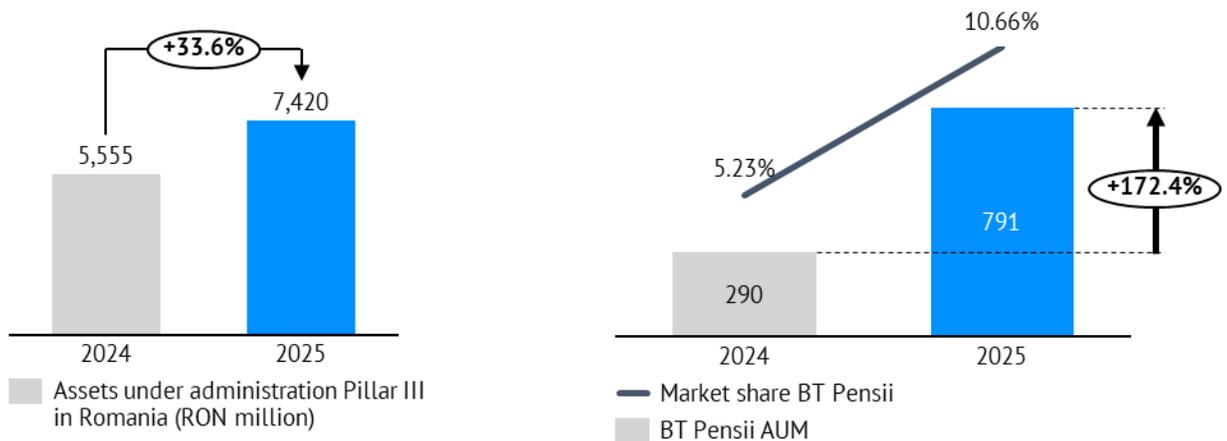
- At the end of 2025, the company was fully integrated into the Banca Transilvania Financial Group and the distribution of the funds managed by Inno was taken over within the BT network starting with 03.03.2025;
- Since 08.10.2025, the management of BT Property Alternative Investment Fund was taken over, with the aim of further developing the fund;
- During 2025 assets under management increased by 2%, reaching RON 598 million;
- Headquarters: Sos. Bucharest Ploiești, nr. 43, 2nd floor, sector 1, Bucharest, Romania.

The year 2025 was a transitional year for Inno, the company assuming a new identity, as well as a new strategic direction, that of an Alternative Investment Fund Manager, AIFM, for which it also received the ASF authorization on 18.07.2025. With the takeover of BT Property, Inno plans to expand the range of products offered to clients by including other alternative investment funds, aligned with the Group's strategic direction and to facilitate the access of capital to Romanian entrepreneurs.

BT Pensii

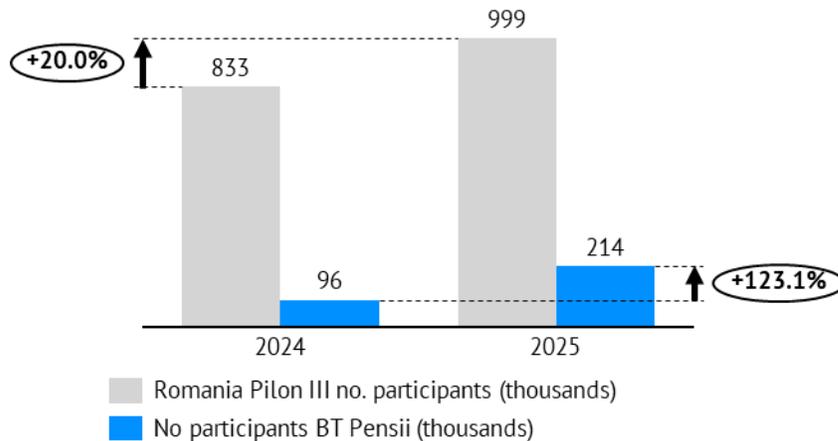
BT Pensii (BTP) manages the voluntary pension funds *Pensia Mea* and *Pensia Mea Plus*. BT expanded its financial services in the field of private pensions through the acquisition of Certinvest Pensii in 2019, and Certinvest Pensii became BT Pensii in June 2020. In 2025, BT Pensii took also the administration of the voluntary pension fund *Pensia Mea Plus*, from BRD Pensii.

- It is the only Romanian company managing voluntary pensions.
- Banca Transilvania's clients have the opportunity to contribute to voluntary pension funds *Pensia Mea* and *Pensia Mea Plus* funds through Banca Transilvania branches and agencies, and from 2025 through BT Pay
- At the end of 2025, the number of participants in the *Pensia Mea* fund increased to 173,238, an increase of 80.8% compared to the previous year. Assets under management reached RON 483 million, with a growth of 66.1% in 2025.
- In a continuously expanding market, BT Pensii reached, at the end of 2025, a total number of 213,801 participants across its two administered voluntary pension funds, and the value of the assets under management is RON 791 million.



Source: Financial Supervisory Authority

- The increase of more than 77,000 participants within a single year is a premiere in the voluntary pensions market, unmatched by any other voluntary pension fund throughout the market's history of over 18 years.



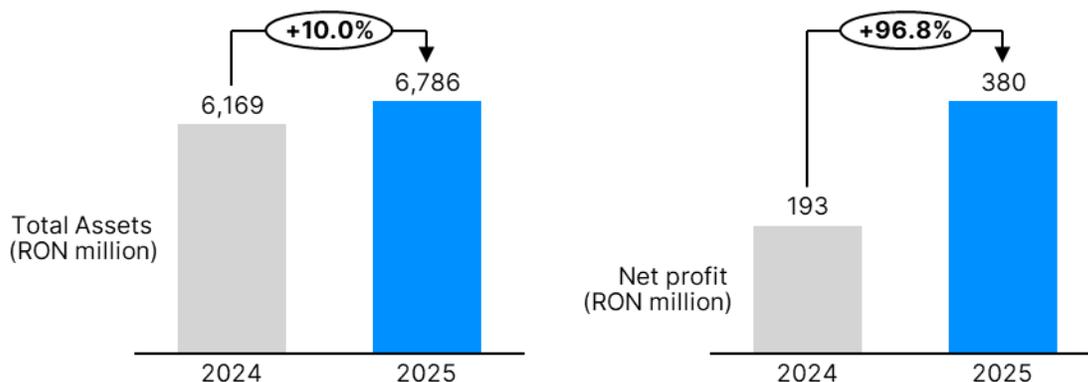
Source: Financial Supervisory Authority

- In 2025, 1 of 2 people who decided to save for their future pension through a voluntary pension fund chose *Pensia Mea or/and Pensia Mea Plus* fund.
- The value of monthly contributions to the administrated funds reached RON 17 million in December 2025, compared to RON 9 million in December 2024.
- Headquarters: București, 75-77 Buzești Street, 5th floor.

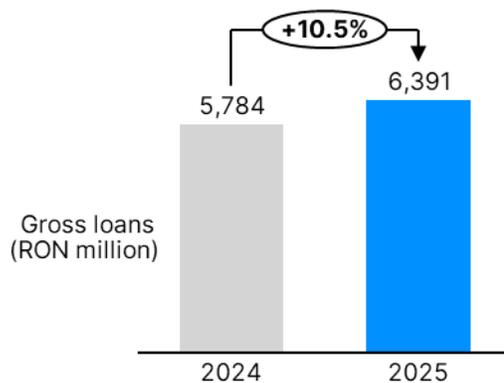
BT Leasing Transilvania IFN S.A.

BT Leasing offers in leasing a wide range of vehicles, production equipment and other type of equipment.

- Number of active employees as at 31.12.2025: 341 (326 as at 31.12.2024)
- Number of active clients: 46,800 (31.12.2025), up by 16% compared to previous year
- Total assets as of 31.12.2025 amounts to RON 6,786 million and net profit to RON 380 million
- BT Leasing is one of the leading players in the Romanian leasing market, with a market share of 25.5% in 2025, up from 21.8% in 2024.



- Gross loan portfolio reached RON 6,391 million, increasing by 10.5% compared to the previous year.



- Year of establishment: 1995.
- Headquarters: Cluj-Napoca, 77 21 Decembrie 1989 Boulevard, The Office Building, Blocks C–D, 2nd Floor and Ground Floor

BT Broker de Asigurare

BT Broker de Asigurare provides insurance brokerage and advisory services, offering clients integrated financial protection solutions tailored to both individuals and companies.

An essential role in BT Broker's insurance distribution is supported by its partnership with BT Leasing. This integrated model enhances distribution efficiency and delivers a comprehensive customer experience through complementary services and relevant solutions throughout the entire duration of the leasing contract.

BT Broker is the market leader in CASCO distribution, a position that confirms its expertise and operational capabilities in products associated with the automotive industry and leasing financing.

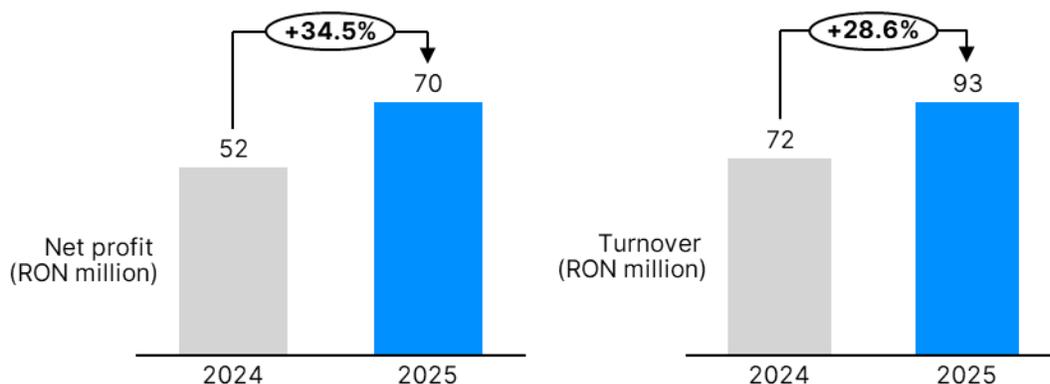
BT Broker continues to invest in the professional development and expansion of its team to support the growth in operational volumes and ensure high-quality customer interactions.

- Number of active employees as at 31.12.2025: 45 (41 as at 31.12.2024)

The positive trend in staffing reflects both the expansion of operational activities and the need to efficiently cover sales and support channels. The sustained growth of the team

contributes to maintaining quality standards and strengthening organizational capacity in the context of business expansion.

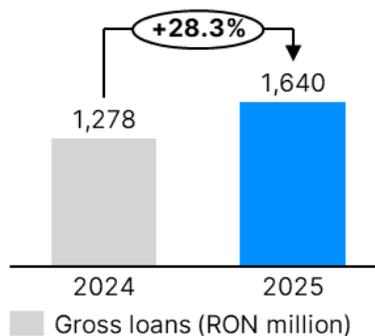
Net profit and turnover recorded significant increases in 2025, reflecting improved operational efficiency and growth in business volumes.



BT Microfinanțare IFN S.A.

BT Microfinanțare (BT Mic) is a non-banking financial institution dedicated to financing small businesses, including start-ups, which complements the role of Banca Transilvania in supporting the Romanian entrepreneurs. It addresses those entrepreneurs with a turnover of up to RON 1 million, regardless of the field of activity and legal form.

BT Microfinanțare is the largest microfinance company in Romania, with a market share of approximately 52% of the microfinance market by assets. In 2025, the growth of assets, respectively loans portfolio was 28%.



The company works with over 26,000 small businesses in 4,000 municipalities, to support and develop the daily activity, purchase of goods, payment of suppliers, investments in work points and/or opening new ones, the purchase of machines/equipment, etc.

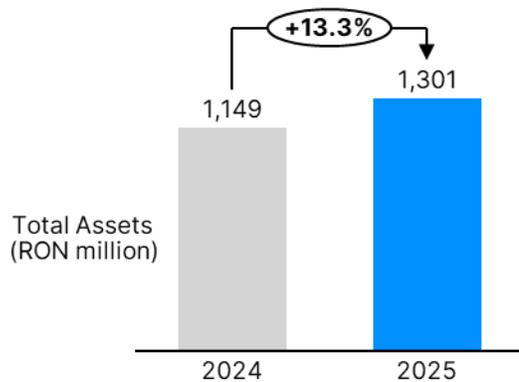
- In 2025, over 11,000 micro-companies received financing from BT Microfinanțare IFN S.A.
- Diversification of financing: the company supports over 420 types of activities
- Number of active employees as at 31.12.2025: 372 (308 as at 31.12.2024)

- BT Microfinanțare was founded in 2016
- Headquarters: Bucharest, 206 Calea Șerban Vodă

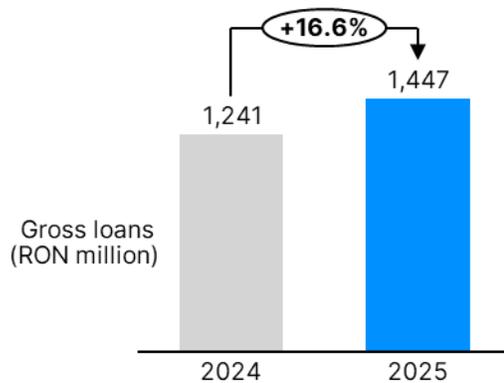
BT Direct IFN S.A.

BT Direct is a company designed to provide consumer loans to individual customers.

- BT Direct has 269.165 customers, 230.624 credit cards and 11.6% market share (30.09.2025).
- On April 28, 2011, the company obtained, from the NBR, the Payment Institution authorization, Series IP, no. 004, in accordance with the stipulations of Emergency Ordinance no. 113/2009, regarding payment services ("GEO 113/2009") and BNR Regulation 21/2009, in order to lend to credit cards individuals.
- BT Direct and ERB Retail Services IFN S.A. merged by absorption on August 1, 2019, and the name BT Direct IFN S.A. has been preserved. ERB Retail Services was acquired by Banca Transilvania from Eurobank Group in 2018, together with Bancpost and ERB Leasing.
- Number of active employees as at 31.12.2025: 217 (205 as at 31.12.2024)
- Total assets at 31.12.2025 reached RON 1,301 million (RON 1,149 million at 31.12.2024) and the net profit is RON 48,8 million.



- Gross loan portfolio reached RON 1,447 million as of December 31, 2025 (RON 1,241 million as of December 31, 2024).



- Throughout 2025, the company expanded and consolidated its presence in the medical services sector by providing financing solutions tailored to the needs of patients in partner clinics and hospitals.
- Headquarters: Cluj-Napoca, 21 Decembrie 1989 Boulevard, No. 77, The Office, Building C-D, ground floor.

Improvement Credit Collection S.R.L.

Improvement Credit Collection ("ICC"), established in 2013, carries out debt recovery activities, both through judicial and extrajudicial procedures.

Starting January 1st, 2026, the company operates through the following locations:

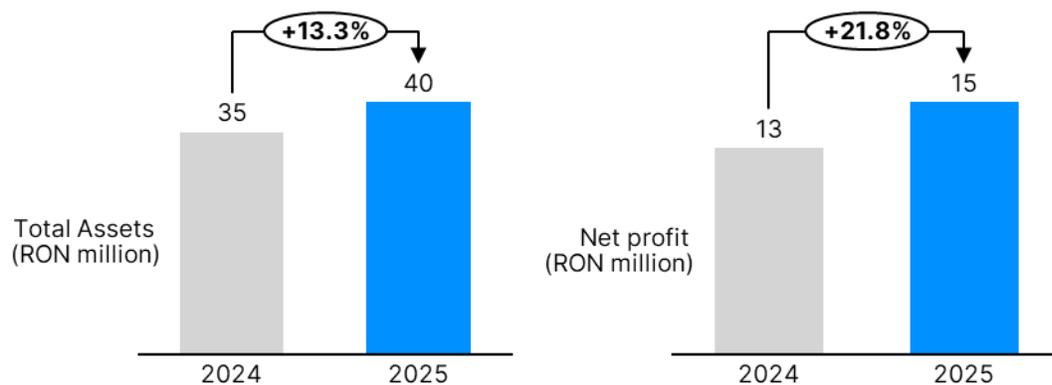
- Headquarters: Cluj-Napoca, 21 Decembrie 1989 Boulevard, no. 77, The Office, Building C D, ground floor;
- Secondary office (work point): Bucharest, Gara Herăstrău Street no. 4, Green Court A Building, 11th floor, Sector 2.

ICC provides integrated debt recovery services, both for its own portfolios and for its clients, covering the full range of industry specific activities, in compliance with current legislation:

- Recovery of receivables from individuals and legal entities through:
 - Amicable phase debt collection,
 - Legal phase debt collection,
- Efficient management of debt portfolios.

The company operates in full compliance with regulatory standards, operational efficiency principles, and industry best practices.

For 2025, ICC recorded the following results:



Throughout 2025, ICC played an active role in projects carried out at Group level, contributing significantly to:

- The acquisition and management of non-performing loan portfolios of debtors and clients of OTP Bank S.A.,
- The optimization of operational processes through interdepartmental coordination and the implementation of common working standards.

This involvement further strengthened ICC's position within the Group and supported the efficiency of debt recovery processes at national level.

According to data provided by [TOP 100 Companii România | Informații financiare companii | top100companii.ro](#), within its specific activity segment ICC achieved:

- A benchmark score higher than 71.63% of companies in the industry;
- A rating equivalent to Score Class A – High Score.

Additionally, according to the same study, based on official financial reports submitted to the Ministry of Finance for 2024, ICC ranks in the Top 10 companies in Romania under CAEN code 8291 – Activities of collection agencies and credit reporting bureaus, occupying:

- **2nd place** in profitability, with a profitability level 1,200% above market average (EUR 211,000);
- **8th place** in turnover, with EUR 5.4 million, representing 312% above market average (EUR 1.7 million);
- **2nd place** in operational efficiency and productivity, with EUR 36,000 profit/employee, 440% above market average (EUR 8,000);

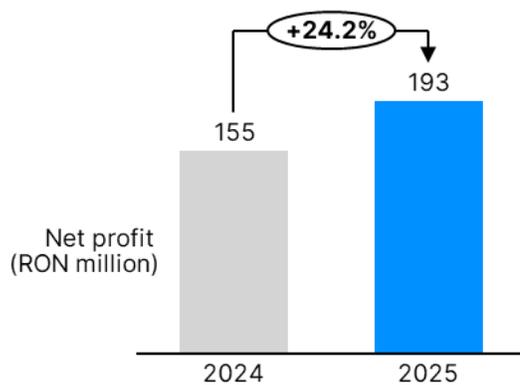
- **2nd place** in the Cost to Income indicator, with 50%, a level 36 percentage points better than the market average (86%).

REPUBLIC OF MOLDOVA

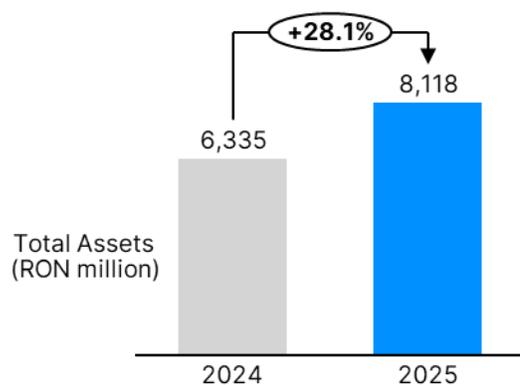
B.C. Victoriabank S.A.

Victoriabank is the third-largest bank in the Republic of Moldova. Since 2018, the bank has benefited from being part of Banca Transilvania Group, providing its clients with financial advantages resulting from group synergies and contributing to financial integration.

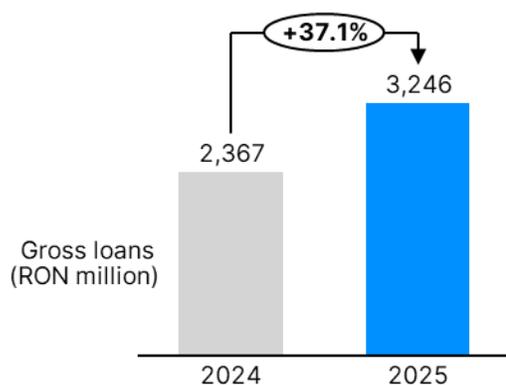
- Net profit as of 31 December 2025 amounted to RON 193 million, up by 24.2% compared to 2024.



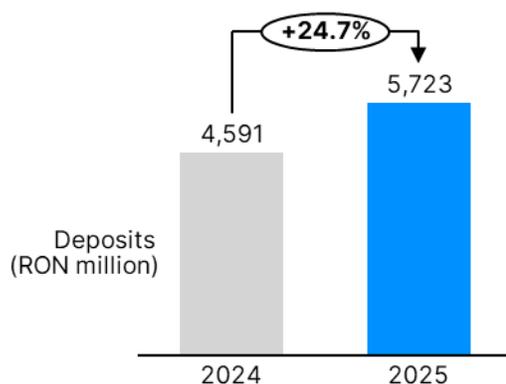
- Over 364,000 active clients work with Victoriabank, and the team counts more than 1,200 employees as of 31 December 2025
- Total assets as of 31 December 2025 amounted to RON 8,118 million



- Gross loan portfolio granted to clients reached RON 3,246 million, increasing by 37.1% over the year



- The deposit portfolio from clients amounted to RON 5,723 million, up by 24.7% compared to the end of 2024.



- For the second consecutive year, Victoriabank paid dividends, amounting to over RON 75 million in 2025.
- The total own funds stand at 29.43%, above the banking sector average and the highest among the top four banks.
- In March 2025, Victoriabank completed the merger with BCR Chişinău — an important step in strengthening its market position and a first on the banking market in the Republic of Moldova.
- In October 2025, the acquisition of Microinvest, the leading non-banking lending organization (NCO) in the Republic of Moldova, was finalized.
- The bank has 67 branches in 24 localities in the Republic of Moldova;
- Victoriabank is listed on the Moldova Stock Exchange and is the first commercial bank in the Republic of Moldova;
- Year of establishment: 1989;
- Headquarters: Chişinău, 141, 31 August 1989 Street.

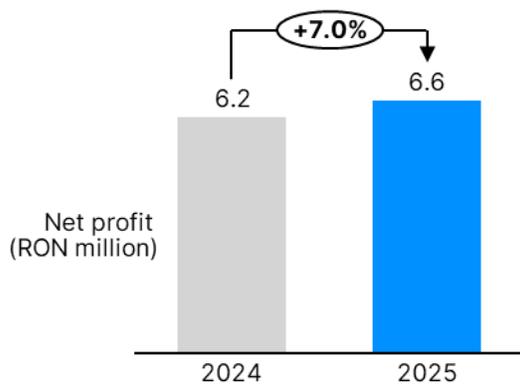
BT Leasing MD S.R.L.

BT Leasing MD is the first company established by Banca Transilvania Financial Group in the Republic of Moldova. Founded in 2008, BT Leasing MD is the market leader, ranking first for the past 9 consecutive years, with a market share of approximately 35%.

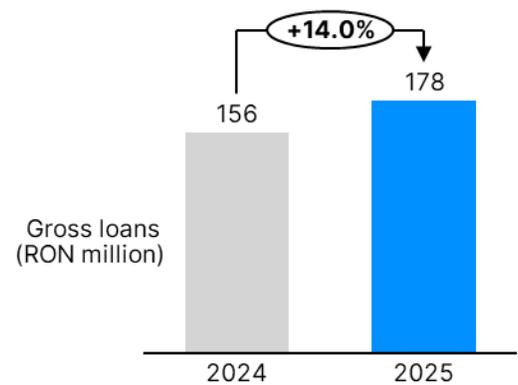
The company offers advantageous financing solutions both for individuals and for commercial companies in the Republic of Moldova.

In partnership with Victoriabank, a member of the Banca Transilvania Financial Group, it promotes the entrepreneurial spirit and supports entrepreneurs, who represent approximately 70% of the company's portfolio.

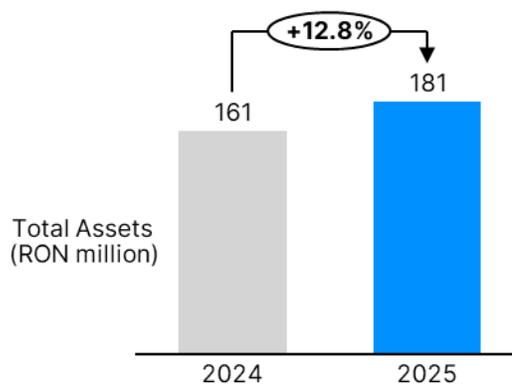
- Net Profit: RON 6.6 million in 2025 (RON 6.2 million in 2024)



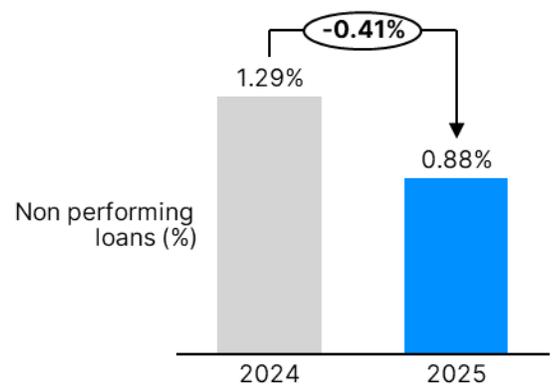
- Gross leasing portfolio: RON 178.1 million (RON 156.2 million in 2024)



- Total assets: RON 181.4 million in 2025 (RON 160.8 million in 2024)



- Non-performing loans as at 31.12.2025: 0.88% (2024: 1.29%)



- Active clients as at 31.12.2025: 1,479
- Active contracts as at 31.12.2025: 2,069

- Financing options: MDL and EUR
- 89.25% of the balance of active leasing transactions are without outstanding payments (31.12.2025)
- Year of establishment: 2008
- Number of active employees as at 31.12.2025: 42 (44 as at 31.12.2024)
- Headquarters: 60/2 Pushkin Street, Chişinău, Republic of Moldova

O.C.N. Microinvest S.R.L.

Microinvest is a non-bank financial institution operating in the Republic of Moldova. With over 22 years of experience, the Company plays a significant role in the local financial market, providing tailored lending solutions to businesses, farmers, and individuals, and thereby contributing to economic and social development. By focusing on SME financing and maintaining a high-quality portfolio, Microinvest supports the development of a more resilient and inclusive financial system in the Republic of Moldova.

In a competitive market environment, Microinvest distinguishes itself as a responsible, prudent, and transparent lender. Over the years, the Company has consolidated its position as a market leader and a trusted brand in Moldova's financial sector. As of the end of Q3 2025, Microinvest held a 40.3% market share among non-bank financial institutions and ranked fifth among the largest financial institutions in the country (including commercial banks and NBCOs) by portfolio size, with a 6.0% share of the total market.

As of the end of 2025, Microinvest reported a loan portfolio of RON 1.9 billion, underscoring its strong market position and capacity to generate meaningful economic impact. Approximately 58% of the portfolio is allocated to business clients, of which 36% supports the agricultural sector. Microinvest serves over 49,500 active clients – legal entities, entrepreneurs and individuals – through a team of 363 employees, including its subsidiary - Microinvest Technology S.R.L., and a network of 17 branches across the country. Microinvest collaborates with 20 international reputable funding partners, including FMO, PROPARCO, EBRD, EFSE, GGF, among others.

Microinvest is the only financial institution in the Republic of Moldova holding the GOLD international certification for client protection, reflecting its commitment to transparency and responsible finance. At the same time, the Company is strengthening its capabilities in financial technology by expanding digital lending services, with over 25% of its active client base currently using digital channels.

AWARDS AND RECOGNITIONS – VALIDATING A HIGHLY DYNAMIC YEAR

Awards and recognition	From	Details
Banca Transilvania		
Moody's upgraded BT's long-term deposit ratings to "Baa1" and its short- and long-term issuer ratings	Moody's	Moody's Ratings has upgraded Banca Transilvania's issuer and deposit ratings
Fitch Ratings affirms Banca Transilvania's long-term issuer rating at "BBB-" and its viability rating at "bbb-"	Fitch Ratings	Fitch affirms Banca Transilvania's ratings
<ul style="list-style-type: none"> • TLV: The most traded stock on the BSE regulated market in 2025 • Issuer with the highest liquidity growth in 2025 	Bucharest Stock Exchange Bucharest	Next to come
Banca Transilvania brand is the third most valuable brand in Romania, reaching EUR 856 million	Brand Finance	The value of the Banca Transilvania brand has increased by 34%
Top of the most valuable companies in Romania	Ziarul Financiar	ZF Gala 27 years. Ziarul Financiar awarded the most valuable companies in Romania. The top 10 companies in the economy have a cumulative value of over EUR 62.9 billion, +14% compared to last year
Maximum VEKTOR rating for BT's communication with investors and shareholders for the seventh consecutive year	Romanian Investor Relations Association (ARIR)	BT obtains the maximum rating for its communication with investors in 2025, both as a stock and bond issuer

<ul style="list-style-type: none"> • Best Investor Relations Program • Best CEO: Ömer Tetik • Best Chief Financial Officer: George Călinescu • Best Investor Relations Representatives: Aurel Bernat (Executive Director of Financial Institutions and Investor Relations, BT) • Best Investor Relations Professionals • Aurel Bernat (Executive Director of Financial Institutions and Investor Relations, BT) • Diana Mazurchievici (ESG Integration & Investor Relations Director, BT) • Best Performance in ESG & Communication • Best Investor Relations Platform: Investor Relations • Best Investor Relations Event: Investor Day • Best Annual Report: Board of Directors Report 	<p>Romanian Investor Relations Association (ARIR)</p>	<p>Banca Transilvania, awarded for the activity in investor relations</p>
<p>Excellence Award for Outstanding Strategic Growth</p>	<p>Financial Intelligence</p>	<p>Financial Intelligence: Hall of Fame Awards Gala</p>
<p>BrandRO Heritage Award</p>	<p>Biz Magazine</p>	<p>The BrandRO 2025 Gala awarded the strongest Romanian brands</p>
<p>Bank of the Year</p>	<p>Financial Market</p>	<p>The 30th edition of the Financial Market Awards Gala, at the Mitiță Constantinescu Hall, the National Bank of Romania</p>
<p>Award for the best return on assets and equity (ROA and ROE)</p>	<p>FINMEDIA and Financial Market</p>	<p>Top Bankers 2025 Awards Gala</p>
<p>Third highest score for the 2025 Sustainability Report</p>	<p>The Azores Sustainability & CSR Services & Allies for Sustainability</p>	

Outstanding Women's Network of the Year	Romanian Diversity Chamber of Commerce	How Romania's First Diversity Awards Are Rewriting the Rules of Business Success
Recognition for ESG risk mitigation (Rating 14.9)	Sustainalytics	BT has the best ESG Risk Rating in the last three years
Gold Recognition		
<ul style="list-style-type: none"> • Category: Mentoring, Leadership & Non-Formal Education • Dar Scholarships Project - Hope and Homes for Children • Category: Education for students • What's Next Project – Salvați Copiii Romania 	Community Index	Community Index: Investing in People & Planet
BT Asset Management		
Best performing local investment fund: BT Technology	Bucharest Stock Exchange Bucharest	Next to come
<ul style="list-style-type: none"> • Award for the best performing foreign equity fund: BT Index Austria – ATX • Award for the fund with the highest number of investors: BT Fix • Award for Best Young Fund Manager: Alexandru Tudor 	Romanian Fund Managers Association (AAF)	Investment Funds Market in October 2025
Company of the Year Romania 2025	Global Banking & Finance Awards	Global Banking & Finance Awards
Best investment fund: BT Clasic	Financial Market	Financial Market Awards Gala, 30th edition at Mitiță Constantinescu Hall, National Bank of Romania

BT Broker

- Award for Performance in Vehicles Insurance Brokerage
 - Award for Performance and Dynamism
- Xprimm Media **2025 Insurance Brokers Awards**
-

BT Capital Partners

- Most Active Intermediary in the Bonds Segment Bucharest Stock Exchange Bucharest **Next to come**
-
- Best securities brokerage company in Romania 2025
 - Best research company in Romania 2025
 - Best Trading Platform in Romania 2025
- Global Banking & Finance Awards **Global Banking & Finance Awards**
-
- Best Broker in the Capital Market Financial Market **Financial Market Awards Gala, 30th edition: Mitiță Constantinescu Hall, the National Bank of Romania**
-

BT Leasing

- Company of the Year in Financial Leasing FINMEDIA and the Financial Market **Romanian Leasing Gala 2025**
-

Improvement Credit Collection

- First place in the National Top in the Medium-Sized Enterprises section in "Services" in the CAEN code group Romanian Chamber of Commerce and Industry **National Top Companies Gala**
-

INNO Investments

- Most Innovative Fund: OTP Innovation Romanian Fund Managers Association (AAF) **Investment Funds Market in October 2025**
-

Consistent performance in real estate: BT Property

Bucharest Real Estate Club (BREC)

Brec Awards 2025: Special Award & Strategic Investments Award

Victoriabank

Top Employer 2025, for the fifth consecutive year

Axa Management Consulting

Victoriabank, named Top Employer in 2025 for the fifth consecutive year



MANAGEMENT REPORT. FINANCIAL & OPERATIONAL PERFORMANCE, EXECUTION, DIRECTION

- BT strategy in 2025 – execution, results, impact
- Financial position of Banca Transilvania and BT Financial Group
- Bond programmes launched in 2025
- Profit and loss account – yearly dynamics
- Prudential indicators – stability and financial discipline
- Performance of the bank's business lines – growth across all verticals
- 2026 outlook – strategic directions and financial perspective

Both the Group and Banca Transilvania remain committed to supporting their customers and to being a reliable partner in fostering economic growth, in line with their role as a multinational entity and as Romania's leading bank. The year 2025 was marked by numerous challenges, characterized both by acquisitions and integration processes, as well as by strong organic growth. The separate and consolidated financial statements are prepared in accordance with the International Financial Reporting Standards adopted by the European Union (NBR Order no. 27/2010, as subsequently amended and supplemented).

BT STRATEGY IN 2025 – EXECUTION, RESULTS, IMPACT

STRATEGY ACHIEVEMENT IN 2025

Our goals for 2025 included the following qualitative objectives:

- Maintaining our position as the largest lender in Romania through organic growth and maintaining our interest in acquisitions or mergers with entities that can bring further growth opportunities. 2025 will have as priority integration of OTP customers within the BT Group, with focus on smooth transition and high-quality client service.
- Supporting lending and the development of the Romanian economy in the coming period, with focus on sectors that are of strategic importance at national level, such as infrastructure, healthcare, agriculture, education, energy or areas that are addressed by local and European strategic priorities. BT continues to sustain the growth of business of all sizes, from entrepreneurs to Large Corporates. At the same time, BT will remain a reliable partner for national and European programs and will sustain companies and projects that can drive an accelerated absorption of European funds.
- Consolidating the position of top player in all business segments: leasing, asset management, financial intermediation, etc. and increasing synergies between group companies to offer our customers improved client experience and a fully equipped financial ecosystem.
- Continue our ESG initiatives to contribute to a sustainable development of the Romanian economy.
- Digital: continue our focus on streamlining and automating operations and processes, both in BT and its subsidiaries, to the benefit of our customers, through constant investments in technology and IT infrastructure. Offering secure, resilient and reliable platforms and fast adaptation to local needs and wants of our customers are among our top priorities in terms of operating model.
- Sustain the consolidation of the first 100% digital bank in Romania to implement new features, offer a wider range of products and ensure a secure, yet accessible banking experience to Salt Bank customers.

Quantitative objectives

- Total assets: +13.9% growth, out of which BT's organic growth 8%
- Total gross loans: +19.3% growth
- Total deposits from customers: +13.4% growth, out of which BT's organic growth expected 6%
- Cost/Income ratio: 45.4%
- Loans/deposits: 60.8%

Qualitative objectives achieved

In 2025, Banca Transilvania maintained its leadership as Romania's largest lender through a combination of strong organic growth and a dynamic M&A agenda culminating in: the record-time merger with OTP Bank Romania completed in less than seven months from closing. This integration added ~130,000 new customers, while expanding BT's presence especially in Bucharest and central Romania. Throughout the year, BT delivered a smooth, high-quality transition for OTP clients – supported by bilingual services and a dedicated "Hungarian Desk" – so that service continuity and client experience remained front and center. The M&A activity included the successful merger of Victoriabank with BCR Chisinau in the same month with the OTP Bank merger, completing the transaction of BRD Pensii, both Pillar 3 and Pillar 2, and acquiring the largest non-banking financial institution in Moldova, Microinvest, through Victoriabank. These steps alongside sustained organic loan growth, reinforced BT's leadership in the Romanian banking system and its role as the main financier of the Romanian economy. In addition, despite being a high growth company with significant merger and acquisition activity and ongoing integrations over the last years, BT has remained focused on customer satisfaction: based on independent studies, Banca Transilvania ranks first in terms of customer satisfaction among large banks in Romania, with 12 points above the market average (NPS – Net Promoter Score) of 52 points. Customers appreciate the quality of products and services, the professionalism of the team, and the infrastructure that makes banking easier.

With reference to the lending activity, BT delivered above-market growth of 22.6% in terms of gross loans, particularly driven by new production higher than in 2024 and increase in the number of active customers across segments. Even excluding the OTP portfolio, the organic growth of the portfolio was +12.8% in case of retail loans (above the sector average growth of 8.3%) and +11.8% in case of loans granted to companies (above the sector average growth of 3.5%).

BT sustained the growth of businesses of all sizes – from population to entrepreneurs and SMEs to Large Corporates – through robust organic loan production (RON 21.1 billion in new loans to companies and RON 12.9 billion in retail lending). By acting as a partner in state-guaranteed programs like IMM Invest Plus and the dedicated Farmers' Loan, by continuing to back projects capable of accelerating EU funds absorption and by enhancing its broader capabilities in syndicated financing BT continued to support the strategic

investments across Romania's priority sectors. Specifically, in 2025 BT was the main bank in project and infrastructure financing and one of the leading banks in the syndicated loan market, actively participating in the most significant lending projects implemented in Romania. In healthcare, BT's market share in opened accounts consolidated to 45% (from 40% as of 31 December 2024), while reaching to 26% market share in agriculture (from 21% as of 31 December 2024). As of 31 December 2025, BT has ~70 thousands customers in these two critical sectors.

In 2025, Banca Transilvania consolidated its top-tier position across all major financial segments –leasing, asset management, and financial intermediation– while deepening synergies across the BT Group to deliver a cohesive, high-quality client experience and a fully equipped financial ecosystem.

- BT Leasing remains one of the most important players on the leasing market in Romania, increasing their net profit by 97% compared to 2024 and their total assets by 10% compared to prior year. Having one of the most active M&A profiles on the leasing market, BT Leasing has boosted scale and reach in equipment and vehicle financing.
- In 2025, BT Asset Management added significant depth to BT Group's investment and savings offering, increasing their assets under management by 48.5% and reaching more than 420,000 investors (+66% versus prior year).
- BT Group reinforced its brokerage and capital markets footprint via BT Capital Partners, which ended 2025 as #1 at the Bucharest Stock Exchange by trading volumes (28% market share).
- BT Mic holds the leading position in microfinance, with a market share of 52%.
- BT Direct posted 13% growth in total assets versus prior year.
- The subsidiaries in Moldova, taken together, are also making an increased contribution at the consolidated level both in terms of assets and profitability, consolidating their footprint across the full range of financial services.

These moves enabled BT to orchestrate cross-business journeys – from banking to leasing, pensions, asset management, e-commerce acquiring and beyond – so customers benefited from unified digital apps (BT Pay, BT Go), broader product choice, and seamless service across channels. The result is a stronger multi-segment market leadership and tighter Group synergies, all oriented toward elevating customer experience and making BT's financial ecosystem the most complete in Romania.

Banca Transilvania continued to advance ESG initiatives that support Romania's sustainable development – by scaling green finance, embedding responsible practices across the Group, and partnering on programs that accelerate the country's climate and social priorities.

- BT has further raised its green-lending target to companies to RON 6.5 billion for 2025–2028, after reaching RON 2.15 billion in green financing (+20% as compared

with prior year). The green loan production in 2025 was predominantly allocated to green building projects (RON 938 million), renewable energy (RON 859 million), and dedicated climate initiatives (RON 320 million), RON 130 million in energy efficiency projects, RON 33 million in blue finance projects and RON 13 million in clean transportation projects.

- In 2025 BT originated approximately 3,500 green mortgages, totaling RON 1.2 billion (+142% as compared to 2024), accounting for 8.48% of total mortgage production in 2025 (versus 5.27% in prior year). The outstanding green loan portfolio to retail segment amounts to RON 2.94 billion (+30% versus prior year).
- In 2025, BT Leasing financed the acquisition of more than 9,500 hybrid and electric vehicles Leasing, with total financing of approximately RON 1.9 billion, (+54% as compared with 2024). As of 31 December 2025, around two-thirds of BT Leasing's financed portfolio consists of hybrid or electric vehicles.
- During 2025, Banca Transilvania issued its third sustainable bond in a row, reaching a portfolio of EUR 1.5 billion of sustainable bonds, a premiere for the CEE region. The sustainable bond issuance activity continues to channel funding into renewable energy, green buildings, clean transport, healthcare, education, and MSME inclusion—helping to deliver measurable environmental and social outcomes while supporting Romania's long-term transition. BT published the second edition of its [Impact and Allocation Report](#) in June 2025.
- Over 380 community projects, run by over 350 partners, were supported by BT. The total investment in CSR projects amounted to RON 87 million.
- Through the BT Pay app our customers donated over RON 2 million to sustain different CSR causes
- Some of the most prominent projects in 2025 carried by Banca Transilvania were: "FIT – Finanțe pe înțelesul tuturor" (financial education), "Stai un pic înainte de click" (online security), "Via Transilvanica" (promoting Romanian tourism).
- BT continued to be a supporter of major cultural and sports events from Romania during 2025.
- BT's reporting under CSRD/ESRS standards strengthens Group's transparency and impact measurement.

These actions underpin strong ESG ratings provided by Sustainalytics, FTSE Russell, CDP, Refinitiv and CST index. Even more so, they portray BT's role as a catalyst for a more resilient, low-carbon economy serving people and businesses across Romania

For further details related to ESG developments and initiatives, please see the enclosed Sustainability Statement.

In 2025, Banca Transilvania sustained its digital-first operating model with continuous investments in technology and IT infrastructure to streamline and automate processes

across the bank and its subsidiaries, improving speed, reliability and security for customers. The year saw faster processing and scale:

- 4.9 million digitalized unique clients (+11% as compared with prior year), representing 98% of active clients.
- The number of cards in the portfolio reached 8.1 million (7 million as of 31 December 2024), and the number of card transactions increased by 19% in 2025 compared to 2024.
- The number of mobile payments increased significantly in 2025 (29% as compared with prior year), with every second card being NFC, while the number of electronic transfers increased three times in 2025 compared with 2024.
- A solid performance was recorded for acquiring terminal solutions that increased 2.6 times versus prior year, while the websites allowing Pay with BT Pay reached an impressive number of over 30 thousand, in the context of 98% of cards transactions being done for purchases.
- 80% of savings are exclusively digital.
- 78% of Chat BT interactions are fully AI based.
- The volume of transfers in BT Pay increased by 70% in 2025 compared to 2024.
- After integrating the investment funds managed by BT Asset Management in the mobile application, 90% of the new investments are made via BT Pay.
- More than 544 thousand customers (+260% versus prior year) are enrolled in BT GO ordering transactions and payments worth over RON 351 billion, out of which 57% are via the mobile version.
- ~ 159 thousand E-factura were issued in 2025, four times higher than in 2024.

While BT expanded access to resilient, feature-rich platforms such as BT Pay (retail), BT Go (corporate), and BT Visual Help (guided self-service), the focus was put on the customers' tailored experiences for local needs (e-factura, access to local index funds and Pillar 3 pension funds, management bill payments issued by local utilities providers, access to insurance, top-ups etc.). The strong customer satisfaction proved in recent independent NPS surveys is testament that enriching digital solutions meets the customers' demands. These digital capabilities underpin BT's ability to adapt quickly to market demands, keep platforms secure and reliable, and deliver consistent, high-quality service across its enlarged ecosystem.

In 2025, BT consolidated Romania's first 100% digital bank – Salt Bank. The neobank accelerated feature releases, broadened the product set, and kept the experience secure yet easy to use for its fast-growing customer base. Launched in April 2024 and built in the cloud on Engine by Starling, Salt surpassed 500,000 customers after its first year of operation and reached 700,000 by the end of 2025, while developing new features for its mobile app, with round-the-clock support and excellent uptime. The app added tools like Subscription Manager, PayBill, AutoSaver, multi-currency cards (17 currencies), investments, and fraud-prevention features, while sustaining a 24/7, human-led Care

Center to keep digital banking accessible and trusted. This scale-up has been recognized with multiple awards (including Celent's 2025 Model Bank and FinTech Breakthrough's 2025 Best Digital Bank), and BT's continued investment focus ensures Salt's platform remains secure, resilient, and ready to adapt quickly—with a clear roadmap to expand products further and reach 1 million+ customers.

Quantitative objectives

Ratio	Proposal	Achievements
Total assets	RON 209.9 billion, increasing by 13.9% vs. 2024	RON 210.4 billion, increasing by 14.2% vs. 2024
Net profit	RON 3,918 million	RON 4,095 million, higher by 16% vs. 2024
Deposits from customers	RON 170.9 billion, increasing by 13.4% vs. 2024	RON 168.9 billion, increasing by 12% vs. 2024
Loans to customers (gross)	RON 103.9 billion, increasing by 19.4% vs. 2024	RON 105.6 billion, increasing by 22.6% vs. 2024
Equity	RON 16.3 billion	RON 20.1 billion, an increase of 41.3% vs. 2024, attributable also to BT's first AT1 issuance of EUR 500 million
C/I Ratio	45.4%	44.4% (39.4% excluding the effect of turnover tax)
Loan / Deposit ratio	60.8%	62.6%
Investment budget	RON 843 million (VAT included)	RON 666 million (VAT included)

FINANCIAL POSITION OF BANCA TRANSILVANIA AND BT FINANCIAL GROUP

Banca Transilvania ended the year 2025 with total assets amounting to RON 224,414 million at consolidated level, up by 8.4% compared to 2024, and RON 210,398 million at bank level, up by 14.2%, slightly exceeding the individual budget by 0.2%.

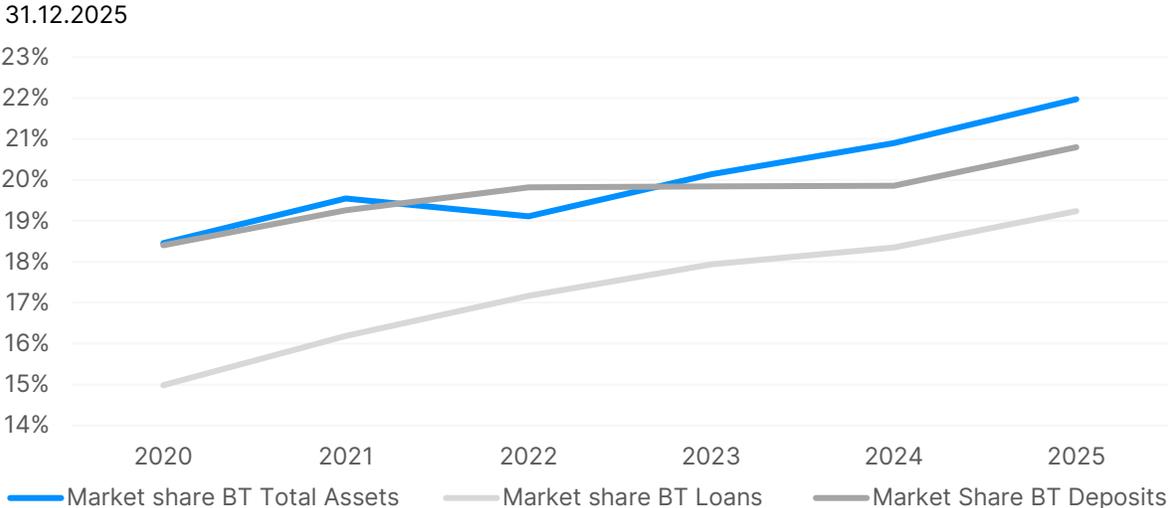
Financial position at the end of 2025:

RON Million	BANK				GROUP		
	Realized 2025	Budget 2025	Realized 2024	Δ 2025/2024	Realized 2025	Realized 2024	Δ 2025/2024
	(1)	(2)	(3)	(4)=(1)/(3)-1	(5)	(6)	(7)=(5)/(6)-1
Cash and cash equivalents with the Central Bank	23,224	17,598	16,908	37.4%	25,499	21,950	16.2%
Placements with banks and public institutions	14,476	14,238	13,612	6.3%	16,552	13,715	20.7%
Loans and advances to customers	105,631	103,880	86,182	22.6%	113,344	101,976	11.1%
Provisions for loans and advances to customers	(5,940)	(5,883)	(4,792)	24.0%	(6,634)	(5,606)	18.3%
Portfolio of debt instruments, equity instruments, and derivatives, net of provisions	66,541	74,246	64,717	2.8%	69,208	68,410	1.2%
Fixed assets	4,175	3,278	4,991	-16.4%	3,755	3,395	10.6%
- Tangible, intangible assets and assets related to the rights of use	2,801	2,346	2,346	19.4%	3,726	3,372	10.5%
- Shareholdings	1,373	932	2,645	-48.1%	29	23	23.8%
Other assets	2,291	2,579	2,645	-13.4%	2,690	3,195	-15.8%
Total assets	210,398	209,936	184,264	14.2%	224,414	207,035	8.4%
Equity	20,092	16,261	14,219	41.3%	23,298	17,437	33.6%
Subordinated loans	2,466	2,405	2,405	2.5%	2,643	2,531	4.5%
Deposits from customers	168,862	170,879	150,785	12.0%	175,250	167,869	4.4%
Deposits from banks	14,925	15,242	12,383	20.5%	17,425	13,189	32.1%
Other liabilities	4,053	5,149	4,471	-9.4%	5,798	6,010	-3.5%
Total Liabilities and Equity	210,398	209,936	184,264	14.2%	224,414	207,035	8.4%

*Due to rounding, the numbers presented in this document may not add up exactly to the total presented and the percentages may not accurately reflect absolute numbers.

The Bank's market share in terms of assets is of 22% as at December 31, 2025.

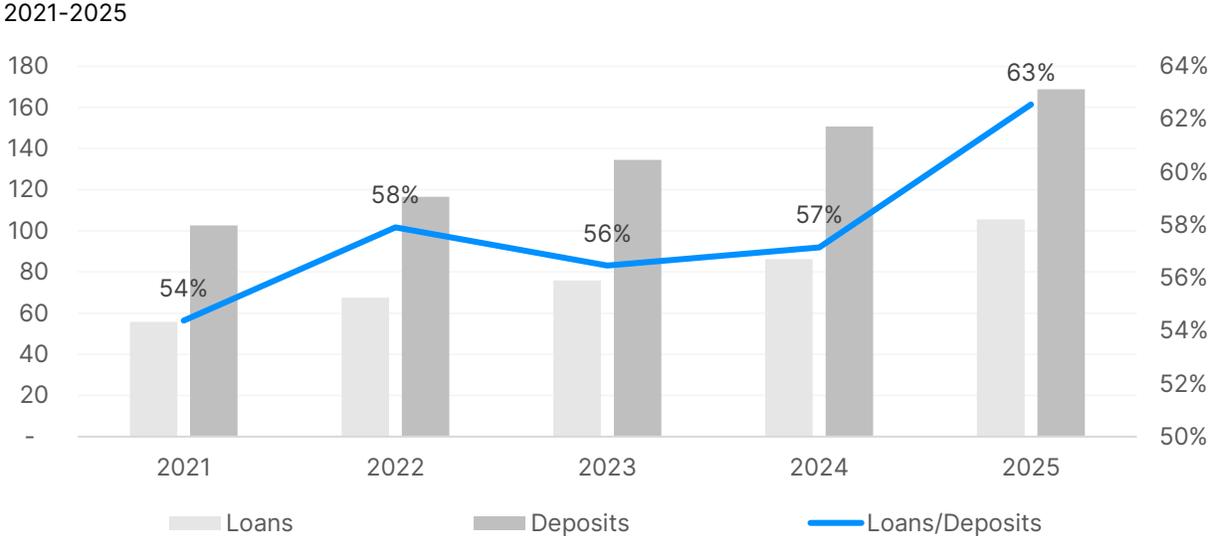
Market share



Gross loans/deposits ratio (31.12.2025)

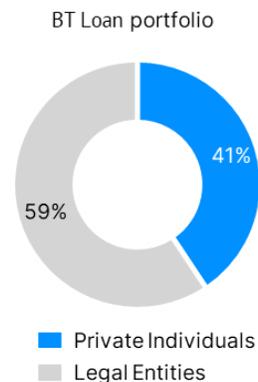
The gross loans-to-deposits ratio stood at 64.7% at Group level, up by 3.9 percentage points compared to the end of 2024. At Bank level, the indicator increased to 62.6%, with 5.4 percentage points above the December 2024 level, development driven both by the acquired portfolios and by organic growth supported by strong loan demand.

Gross loans/deposits



Loan portfolio (31.12.2025)

- The gross loan portfolio at Group level reached RON 113,344 million at the end of 2025, an increase of 11.1% compared to 2024. The Bank's gross loan portfolio was 22.6% higher than at the end of 2024, a growth supported both by the merger with OTP Bank and by the strong financing demand from companies and individuals. This performance was recorded despite the fact that, in 2025, loans amounting to approximately RON 167 million were written of from the balance sheet, a level similar to the previous year.



- The gross value of loans and leasing receivables at the time of the acquisition of O.C.N. Microinvest S.R.L. amounted to RON 1.84 billion.
- Increasing the quality of the loan portfolio as measured by the non-performing loan rate according to the EBA AQT_3.2. is at 2.40% at the end of 2025, slightly higher than the level of 2.07% recorded at the end of 2024, but below the level of 2.69% NPL rate of the Romanian banking system as communicated by the National Bank of Romania.

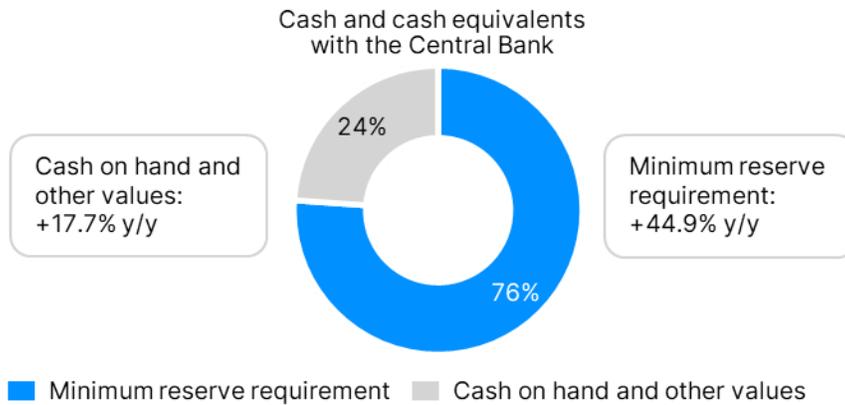
Expected credit loss balance (31.12.2025)

- The total balance of expected credit losses from lending activities at Group level amounted to RON 6,634 million, reflecting an 18.3% increase compared to 2024, while at Bank level provisions reached RON 5,940 million, marking a 24.0% rise versus 2024. The overall increase in provisions is attributable both to the significant expansion of the portfolio and to additional impairment adjustments for Stage 3 loans, which contributed 108 basis points to the growth. The Bank's coverage ratio of Stage 3 loans with provisions reached a comfortable level of 69.5% in 2025.

Cash and cash equivalents with the Central Bank (31.12.2025)

- Cash and balances with the Central Bank recorded a 16.2% increase at Group level compared to the end of 2024, reaching RON 25,499 million. At Bank level, the balance with the Central Bank amounted to RON 23,224 million, up by 37.4% versus 2024. The Bank's evolution is mainly attributable to the increase in the minimum

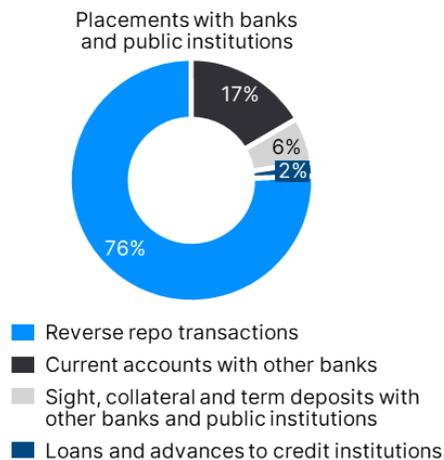
reserve requirement maintained with the National Bank of Romania, which accounts for approximately 76% of this category (RON 17,762 million).



- In 2025, the minimum reserve requirement rate at the National Bank of Romania was maintained at the same level as in 2024, namely 8% for RON-denominated customer deposits and 5% for EUR-denominated customer deposits.
- The Bank’s immediate liquidity ratio stood at 50.18% at the end of 2025.

Placements with banks and public institutions (31.12.2025)

- At Group level, placements with banks increased by 20.7% compared to 2024, reaching RON 16,552 million, while at Bank level they grew by 6.3%, up to RON 14,476 million. The evolution at Bank level is mainly driven by the increase in reverse-repo transactions, whereas loans and advances granted to credit institutions recorded a decline. As of December 31, 2025, placements with banks include reverse-repo securities, term deposits, and loans and advances to credit institutions with maturities under three months, with the value of reverse-repo transactions amounting to RON 2,751 million at both Group and Bank level.



Securities (31.12.2025)

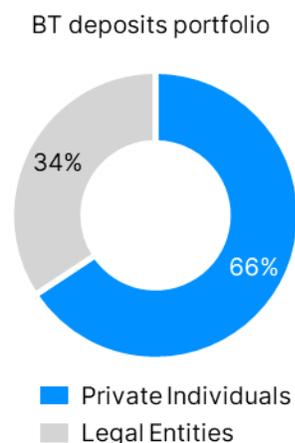
- The portfolio of securities and derivative instruments increased by 1.2% compared to the previous year, reaching RON 69,208 million at Group level, out of which the Bank recorded a 2.8% increase, up to RON 66,541 million. The largest share within this category is held by securities issued by central governments, which amounted to RON 60,632 million at Bank level, marking a 4.5% increase in 2025.

Fixed assets (31.12.2025)

- The Group's fixed assets increased by 10.6% compared to 2024, reaching RON 3,755 million, while at Bank level a decrease of 16.4% was recorded, down to RON 4,175 million. The reduction in investments in subsidiaries contributed significantly to this development, with such investments totaling RON 1,373 million at the end of 2025, compared to RON 2,645 million at the end of 2024.

Customer deposits (31.12.2025)

- Customer deposits increased by 4.4% at Group level compared to 2024, while at Bank level the advance was 12.0%, exceeding the 7.0% growth rate recorded in the banking system overall.
- The share of customers' current accounts in total deposits recorded a slight year-on-year decrease, from 49% in 2024 to 47% in 2025, while the share of term deposits increased from 51% to 53%.
- 66% of customer deposits originate from individuals, while 34% come from corporate clients.



Subordinated loans (31.12.2025)

- As at 31 December 2025, in the balance there were subordinated bonds issued by the Bank amounting to EUR 485 million, equivalent of RON 2,466 million, containing non-convertible bonds issued in 2018 and 2023.

As at 31.12.2025 the shareholders' equity of Banca Transilvania was in amount of RON 20.092.024.330, of which:

- The share capital registered with the Trade Register on December 31, 2025, represents **1,090,322,225** shares with a par value of 10 RON/share (on December 31, 2024 it consisted of **916,879,846** ordinary shares with a nominal value of RON 10 each). In the structure of the nominal capital, RON 86,501,040 were taken into account, representing the adjustment to inflation of the social capital and surplus from the revaluation of fixed assets, used for the capital increase, which was not achieved by the date of the transition to the International Financial Reporting Standards adopted by the European Union;
- Equity premiums: RON 28,613,972;
- Legal reserves: RON 1,493,546,486;
- Reserves for bank risks: RON 77,892,714;
- Reserves from change in fair value of financial assets measured at fair value through other items of comprehensive income, net of deferred tax: RON -703,027,745;
- Reserves from the revaluation of tangible and intangible assets, net of deferred tax: RON 31,510,999;
- Retained earnings (without current profit and profit distribution): RON 1,789,661,266;
- Own shares: RON 0;
- Additional equity instruments: RON 2,529,996,037;
- Profit: RON 4,095,289,537;
- 5% Legal reserve fund from gross profit: RON -241,182,226.

The share capital increase was made from the following sources: by incorporating the reserves established from the statutory profit of 2024 in the amount of RON 1,734,423,790 (2024: RON 1,182,216,130 from the incorporation of reserves established from statutory profit).

Following the Resolutions of the Extraordinary General Meeting of Shareholders of Banca Transilvania dated April 28, 2025, it was decided to increase the share capital by RON 1,734,423,790 through the issuance of 173,442,379 new shares, with a nominal value of RON 10 per share. The share capital increase was carried out by incorporating the reserves formed from the 2024 net profit, amounting to RON 1,734,423,790, through the issuance of 173,442,379 shares with a nominal value of RON 10 per share, for the benefit of the shareholders registered with the Central Depository. As a result, the new share capital amounts to RON 10,903,222,250, corresponding to 1,090,322,225 shares with a nominal value of RON 10 per share.

Banca Transilvania issued additional Tier 1 bonds (AT1 bonds) in November 2025, with a volume of EUR 500 million. AT1 bonds are unsecured and subordinated bonds, are perpetual, and can only be redeemed by the issuer on predetermined dates. AT1 bonds

include discretionary non-cumulative coupon payments, which allows them to be classified as equity under IFRS.

If the CET 1 of the Group or the Bank falls below 5.125% (i.e., if a trigger event occurs), the principal amount will be reduced. The issuer may, at its discretion, increase the amount (in whole or in part), subject to certain conditions, including the recording of a positive result and the remedy of the trigger event.

As of December 31, 2025, Banca Transilvania Financial Group has a balance of RON 26.5 million of own shares, recorded at acquisition cost (~3.3 million shares), through its subsidiary investment fund, BT INVEST1.

The share buybacks that took place in 2025 are approved by the Resolutions of the Ordinary and Extraordinary General Meeting of the Shareholders of Banca Transilvania S.A of 28.04.2025, when the Bank approved the buyback of up to 5,000,000 shares, within an employee stock option plan program in order to implement a remuneration system and run a staff loyalty program for a period of at least 4 years, as well as the payment of fixed remunerations, respectively the granting of a mandate to the Board of Directors.

BOND PROGRAMMES LAUNCHED IN 2025

Since 2023, Banca Transilvania has raised close to EUR 3 billion (equivalent) through bond issuances under its two programmes. Except for the RON denominated issuance and the subordinated bond placement, all bonds are listed on Euronext Dublin, enhancing transparency and access to international capital markets. These transactions have broadened and diversified the Bank's investor base, supported long term funding resilience and strengthened BT's international visibility, while showcasing its financial performance, sustainable growth trajectory and the investment case of the Romanian economy.

Banca Transilvania's bond issuances are structured under two complementary Euro Medium Term Note (EMTN) programmes: [the EUR 1,000,000,000 EMTN Programme](#) and the [EUR 1,500,000,000 EMTN 2 Programme](#). Together, these programmes provide a flexible and scalable funding framework, supporting the Bank's medium-term financing needs while ensuring continued access to international capital markets. The use of parallel programmes enhances funding diversification, strengthens balance sheet resilience and underpins BT's disciplined approach to capital planning, in line with its long-term growth strategy and sustainability objectives.

Throughout 2025, BT supported two bond issuances:

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Banca Transilvania attracted RON 1.5 billion, a record issue in the local banking system. Banca Transilvania announced the successful completion of its first sustainable bonds issue in RON, on the [Bucharest Stock Exchange](#), which was received with high interest by local investors.

In the initial hours following the launch, approximately **50% of subscriptions were placed by Romanian institutional investors**, including investment and pension funds, commercial banks, insurance companies and trading firms. At the same time, the issuance drew interest from **international investors**, with support from **anchor investors such as development banks and international funds**, reinforcing the credibility of the transaction.

The issuance consisted of **senior non-preferred bonds** with a **7-year maturity**, a **call option after 6 years**, and a **coupon of 8.875%**. The bonds qualify as **MREL-eligible instruments**, contributing to the Bank's loss-absorbing capacity in line with European regulatory standards. Proceeds will be used to finance **sustainable projects** in accordance with the BT Sustainable Finance Framework.

This RON-denominated issuance further diversified investment opportunities for local investors. Together with the capitalization of a significant portion of the prior year's profits, the funds raised support continued lending to both corporate and retail clients, with a direct positive impact on economic growth.

The bond sale was coordinated by J. BT Capital Partners, Alpha Bank S.A., Banca Comercială Română S.A, Raiffeisen Bank, The Bank of New York Mellon.

Rating: BBB- by Fitch

XS3239211132

Banca Transilvania successfully executed its first [AT1](#) (Additional Tier 1) bonds issue on the Dublin Stock Exchange, strengthening its reputation as a leading and attractive participant in the international capital markets.

The transaction benefited from strong investor interest from the outset, with more than **40 leading institutional investors** expressing early participation. Within **two hours of launch**, the order book reached approximately **EUR 2 billion**, peaking at around **EUR 3.25 billion** following the entry of US-based investors. Final demand exceeded **EUR 2.65 billion**, representing an **oversubscription of 5.3 times** the targeted issuance size. In total, **over 180 high-quality investors**—a record for Banca Transilvania's bond issuances— from the European Union, the United Kingdom, the United States and other international

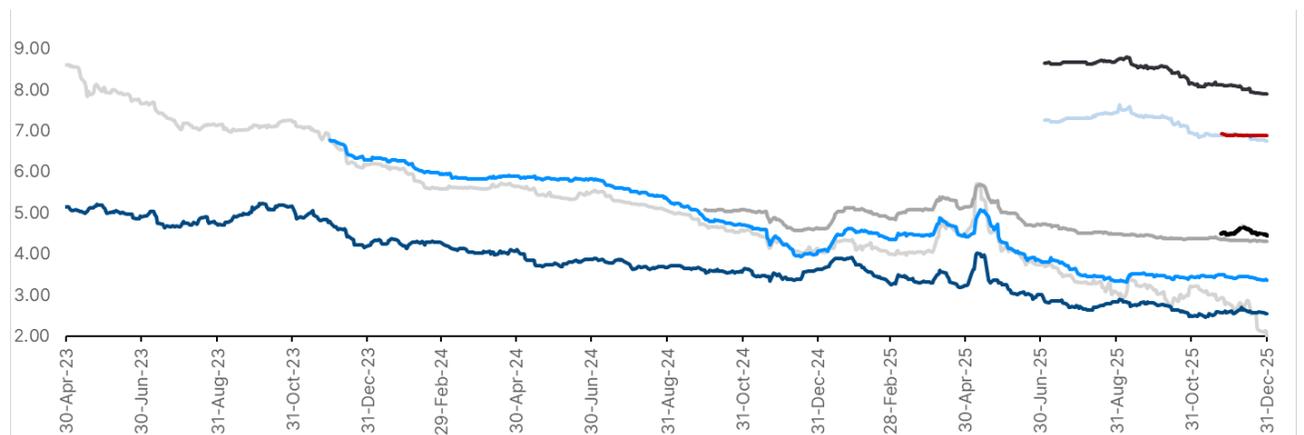
markets participated in the transaction, supporting a strong outcome in terms of both market reception and pricing.

The issuance comprised **EUR-denominated Additional Tier 1 capital securities**, contributing to the achievement of Banca Transilvania’s capital objectives in line with its approved capital planning. The bonds carry a **coupon of 7.125%**, reset every five years, with a **first reset date of 27 May 2031**, and were issued on **27 November 2025**.

The transaction was coordinated by Bank of America Securities Europe S.A., J.P. Morgan SE, Morgan Stanley Europe SE and BT Capital Partners S.A.

Overall, Banca Transilvania’s bond issuance programmes have strengthened the Bank’s funding diversification, capital resilience and access to international capital markets. Through disciplined execution, strong investor engagement and the integration of sustainability considerations, these programmes have supported regulatory compliance, long-term financial stability and sustainable growth. By consistently aligning funding activities with its strategic objectives and market best practices, Banca Transilvania has reinforced its capacity to support the Romanian economy while maintaining a robust and forward-looking capital structure.

TLV BONDS PERFORMANCE



- SNP Nov'23 XS2724401588
- SNP Apr'23 XS2616733981
- ROMGB Benchmark EUR
- ROMGB Benchmark RON
- SNP Sep'24 XS2908597433
- ROMGB Benchmark EUR
- AT1 Nov'25XS3239211132
- SNP Jul'25 XS3109437387

PROFIT AND LOSS ACCOUNT – YEARLY DYNAMICS

Items of the statement of profit or loss as of 31 December 2025, as compared to 2024 and the budgeted figures for 2025:

RON million	BANK				GROUP		
	Realized 2025	Budget 2025	Realized 2024	Δ 2025/2024	Realized 2025	Realized 2024	Δ 2025/2024
	(1)	(2)	(3)	(4)=(1)/(3)-1	(5)	(6)	(7)=(5)/(6)-1
Total Operating Income	9.786	9.587	8.224	19,0%	11.661	10.061	15,9%
of which							
- net interest income	6.631	6.814	5.532	19,9%	8.066	6.908	16,8%
- net commission income	1.388	1.561	1.268	9,5%	1.623	1.488	9,1%
Operating expenses	(4.344)	(4.356)	(3.732)	16,4%	(5.441)	(4.859)	12,0%
Operating result	5.442	5.231	4.492	21,1%	6.220	5.202	19,6%
Bargain gain	-	-	-		121	816	-85,1%
Net provisions	(622)	(543)	(332)	87,3%	(832)	(575)	44,6%
Gross profit	4.819	4.688	4.160	15,9%	5.510	5.442	1,2%
Income tax expense (-)	(724)	(770)	(628)	15,3%	(849)	(712)	19,3%
Net profit	4.095	3.918	3.532	16,0%	4.661	4.731	-1,5%

*Due to rounding, the numbers presented in this document may not add up exactly to the total presented and the percentages may not accurately reflect absolute numbers.

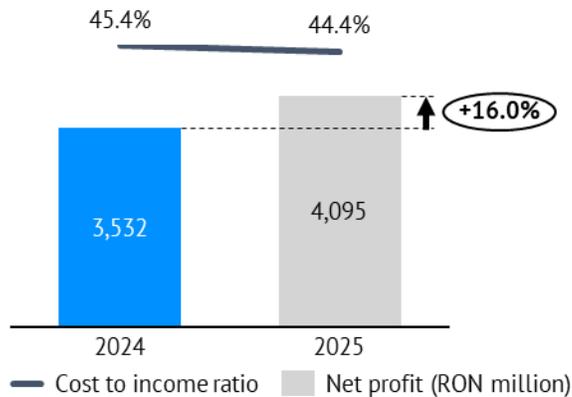
Gross Profit (31.12.2025)

- Banca Transilvania Financial Group: RON 5,510 million, +1.2% compared to 2024
- Banca Transilvania: RON 4,819 million, +15.9% compared to 2024

Net profit (31.12.2025)

- The Group's net profit amounted to RON 4,661 million in 2025, confirming the solid operational performance and the efficiency of the business model. Compared to 2024, it decreased by 1.5%; however, excluding the impact of the bargain gain, the increase would have been 16.0%.

- At Bank level, net profit exceeded RON 4 billion (RON 4,095 million), up by 16.0% compared to 2024, reflecting the strong performance of commercial activity and continued operational efficiency.



Bargain gain

- The gain from the acquisition of O.C.N. Microinvest S.R.L. in amount of RON 120.2 million does not constitute a taxable transfer and represents the difference between the consideration paid (in amount of RON 331.9 million) and the part of the fair value of the assets and liabilities of O.C.N. Microinvest S.R.L. on the date of taking control (in amount of RON 452.1 million).
- In the period of 3 months until December 31, 2025, O.C.N. Microinvest S.R.L. contributed to the consolidated profit or loss situation with the amount of RON -42.9 million. If the acquisition had taken place on January 1, 2025, the contribution to the consolidated profit would have been of RON 46.5 million.

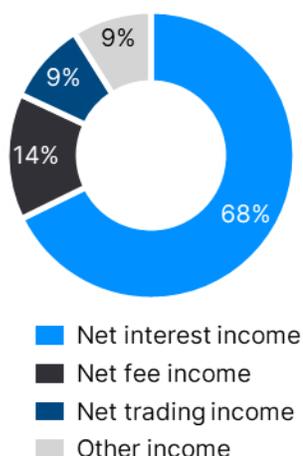
Cost/Income Ratio (31.12.2025)

- At Group level, the cost-to-income ratio stood at 46.7%, decreasing by 1.6 percentage points compared to 2024 (48.3%).
- At Bank level, the cost-to-income ratio improved by 1 percentage point, reaching 44.4%, as a result of the operational efficiency measures implemented throughout 2025, despite the doubling of the turnover tax from 2% to 4% starting with the second half of the year. Excluding the impact of the turnover tax – which adds nearly 5 percentage points – the cost-to-income ratio would be 39.4%.

Operating income (31.12.2025)

Operating income amounted to RON 11,661 million at Group level, compared to RON 10,061 million in 2024. At Bank level reached RON 9,786 million, up 19.0% versus 2024 and 2.1% above the budgeted level, driven by the expansion of business volumes, both through increased lending to individuals and companies, as well as through the higher volume of transactions carried out via the Bank.

BT Operating income



The most important income categories are the following:

- Net interest income: RON 8,066 million in 2025 at Group level, up 16.8% compared to the previous year. At Bank level, net interest income increased by 19.9%, reaching RON 6,631 million, with income from securities contributing significantly—representing 47.1% of the total, respectively 3,121 million.
- Net fees and commissions income: At Group level increased by 9.1%, reaching RON 1,623 million, while at Bank level it grew by 9.5%, reaching RON 1,388 million. The positive evolution compared to the previous year is mainly due to a 19% increase in the number of card transactions.
- Net trading income: Up 30.8% at Group level and 26.4% at Bank level, driven primarily by higher net foreign exchange transaction income, as well as positive net income from derivative instruments. At Bank level, foreign exchange transactions account for 84% of total net trading income.

Operating expense before net expenses with impairment allowance and provisions for other risks and loan commitments amounted to RON 5,441 million at Group level, compared to RON 4,859 million in 2024. At Bank level, operating expenses increased by 16.4%, reaching RON 4,344 million, up from RON 3,732 million in 2024. The evolution of these expenses at Bank level was influenced, in addition to ordinary activity, by the doubling of the turnover tax from 2% to 4% starting July 2025, which totaled RON 487 million for the reporting year (RON 269 million in 2024). Of the increase in operating expenses, 13.3 percentage points are attributable to the turnover tax.

Personnel expenses: increased by 4.0% at Group level and by 11.2% at Bank level (2025 vs. 2024), driven by the 4.5% expansion of the employee base and related benefits. The Bank continued its performance-based Stock Option Plan, under which high-performing employees may exercise their right and option to purchase a number of shares issued by

the Bank. This program generated personnel expenses of RON 141 million in 2025, up 16.8% compared to 2024.

Pre-provision operating profit: increased by 19.6% in 2025 compared to the previous year, reaching RON 6,220 million at Group level. At Bank level, operating profit amounted to RON 5,442 million, up 21.1%, supported by higher operating income generated by the Bank's organic growth and by the strategic initiatives aimed at strengthening its position in the banking sector through acquisitions.

Net Provision Expenses: increased to RON 832 million at Group level (including recoveries from off-balance sheet loans), of which the Bank recorded RON 622 million, resulting in a cost of risk that remains below 1% (0.59%).

PRUDENTIAL INDICATORS – STABILITY AND FINANCIAL DISCIPLINE

Among the indicators monitored by the National Bank of Romania through the prudential supervision system, the most significant for the assessment of the bank's evolution are:

Ratio	BT level 31.12.2025	BT level 31.12.2024
Core tier one ratio	17.77	20.83
Tier 1 ratio	20.70	20.83
CAR	22.71%	23.69%

The capital adequacy ratio is well above the regulatory minimum requirement of 8%, standing at a comfortable level of 22.71%, without the profit of the second half of the year 2025 included. An adequate level of capital and overall financial ratios has been maintained, in line with the prudent banking practices.

Buffer to MDA restriction as of 31 December 2025: 485 bps (individual) and 380 bps (Group level).

Available distributable items (ADI) as of 31 December 2025: RON 4.73 billion.

PERFORMANCE OF THE BANK'S BUSINESS LINES – GROWTH ACROSS ALL VERTICALS

BT continued to be the main financier of the Romanian economy, mobilizing the largest resources in the banking system to support companies, individuals, and Romania's strategic projects.

The number of active customers increased by 9% in 2025 compared to 2024, from 4.57 million to 4.99 million, with the following breakdown by business lines:

BT Active clients*	31.12.2025	31.12.2024	2025/2024
Large Corporate Clients	1,750	1,509	+16.0%
Medium Corporate Clients	9,029	8,761	+3.1%
SME Clients	26,218	25,002	+4.9%
Micro Business Clients	499,164	448,472	+11.3%
Retail Clients	4,448,962	4,088,127	+8.8%
TOTAL	4,985,123	4,571,871	+9.0%

*The classification of legal entities into segments is regulated by internal standards which set the conditions for the classification of clients per business segments.

The Bank's entire corporate loan portfolio accounts for approximately 60% of total gross loans, with the following split between local-currency and foreign-currency exposures: 45% RON and 55% FCY.

Large Corporate Clients

- The Large Corporate business line focuses on financing large scale projects with strategic impact in the transition to a sustainable economy. In this area, BT supports major companies that develop or operate critical infrastructure and highly complex investments – for example, from the production and distribution of renewable energy to extensive electric mobility networks or major energy efficiency projects. Investments in green buildings, low emission transport and logistics, sustainable industrial modernization, or resource management projects are prioritized, reflecting the bank's commitment to facilitating responsible development of sectors essential to the economy. At the same time, BT remains a strong partner for projects in healthcare, education, and social infrastructure, where the transformational potential and positive community impact are significant relative to the beneficiary's financial size.
- The gross loan portfolio of the business line reached 36 billion RON at Group level (+12.6% versus December 2024), and 36 billion RON at Bank level by the end of 2025, up 22.4% compared to year end 2024.
- The portfolio includes syndicated and bilateral financings, with values ranging from several tens to several hundreds of millions EUR, directly contributing to strategic investments: Nusco City – EUR 51 million, Electrica – RON 757 million, Pehart – EUR 60 million.
- With a 34% share of the total loan portfolio, the Large Corporate segment focused on deepening long term lending relationships, managing a loan portfolio that has nearly doubled compared to five years ago.

Medium Corporate, SME & Micro Clients

- The Medium Corporate, SME, and Micro business line supports the development of Romanian companies through dedicated financing and tailored banking solutions for every stage of growth, with an expanding portfolio driven by new lending and the integration of the OTP Bank acquired portfolio.
- Gross loans increased by +16.7% at Bank level and +3.5% at Group level, reaching 26.7 billion RON (Bank) and 28.5 billion RON (Group) in 2025, influenced by:
 - Portfolio growth through acquisitions, with 2.3 billion RON of loans taken over from OTP Bank as of December 2025;
 - New loans granted to Medium Corporate, SME, and Micro clients totaling approx. 9.9 billion RON;
 - Over 15,000 loans are securitized under the synthetic non-STS securitization transaction concluded on 22 December 2023 with the European Investment Fund (EIF) and the European Investment Bank (EIB), effective from 31 March 2024. The securitization covers a loan portfolio initially valued at 2,027.5 million RON. BT retains at least 5% of each exposure in the securitized portfolio. Credit risk on the mezzanine and senior tranches is transferred to EIF, while the junior tranche (1.6% of the initial portfolio) is retained by the Bank. The guarantee is scheduled to mature on 31 December 2039.
- BT has invested time and resources into improving BT Go, the all-in-one banking platform for entrepreneurs. It has grown into a flexible business ecosystem with 544,000 users and transaction volumes exceeding 351 billion RON, offering a wide range of features.
- BT Go continues to differentiate itself through an integrated digital ecosystem that enhances entrepreneurs' autonomy and simplifies the management of financial and administrative operations. Recent developments include: recurring payments, opening and closing savings accounts directly in the app, expanded services for clients in Italy (instant euro payments, automatic beneficiary verification).
- A major milestone is the digital onboarding process for companies, enabling 100% online business account opening directly in the app, without physical documents or branch visits. Eligible entrepreneurs can become BT clients quickly using only company data and the legal representative's ID.
- A distinctive element of BT Go is its full integration with FGO, the intelligent invoicing solution in BT's ecosystem. Companies can issue invoices, automatically send documents to the ANAF e-Invoice system, receive supplier invoices, and pay them directly from the app — all aligned with the company's financial flows.
- Additional advanced features include online full loan repayment, instant issuance of business cards, and integrated investment tools.
- These capabilities strengthen BT's position as a leader in digital banking for companies and in developing a complete digital ecosystem for entrepreneurs.
- Micro clients, part of the Mid Corporate & SME segment, increased by 50% in the past five years, reaching 499,164 clients (+11.3% versus 2024).

- At Group level, loans granted reached 6.8 billion RON. BT Mic continues to facilitate access to financing and business-development services through the Stup initiative. The entrepreneurial community exceeded 40,000 members, generating: over 10,000 business services purchased by entrepreneurs, more than 7,000 digitalization products acquired by 4,300 entrepreneurs, over 880 businesses launched within the community.

Retail clients

- At Group level, retail loans exceeded 44.9 billion RON, up 10.4% from 2024, driven by both acquisitions and organic growth.
- Retail clients were a key strategic focus in 2025:
- Active clients increased by 8.8% to almost 4.4 million. Over 470,000 individuals became BT clients in 2025, plus 130,000 clients migrated through the OTP integration. A significant share opened their accounts directly via BT Pay with no branch visit.
- BT is the market leader in cards, with 8.1 million cards in its portfolio. Card transactions increased by 19% year over year.
- BT has 4.9 million digitalized unique clients using BT Pay and internet/mobile banking. These customers use the internet and mobile banking service—BT Pay. We are seeing a clear trend of growing interest in digitalization, with customers increasingly preferring innovative solutions that allow them to easily and efficiently manage financial services in the digital environment, such as virtual cards, credit and savings products, insurance, investments, and private pensions.
- The Bank reached 5.7 million unique cards enrolled in BT Pay, Apple Pay, Google Pay, Fitbit Pay, and Garmin Pay, mobile payments at merchants grew in 2025 by 29% vs. 2024. Money transfers from cards enrolled in BT Pay increased by 70%. Non card digital transactions grew by 24% year over year.
- The Bank also operates 577 BT Express terminals used for various transactions other than cash withdrawals, has over 178,000 POS terminals installed, 40,000 STAR partner locations, and collaborates with over 8,000 e-commerce merchants. By the end of 2025, Chat BT had surpassed 1.5 million interactions. Thanks to continuous optimizations—fast and intelligent responses, multilingual support (RO, EN, IT, HU), dynamic personalization, access to tutorials and resources, and tailored insights—by the end of the year, over 80% of customers were finding the information they needed on their own, and 20% of conversations are handled by a consultant (live chat conversion rate: 20%).
- The Premium segment grew in 2025 to approximately 150,000 Premium and Private customers and was expanded nationwide. BT now has Relationship Managers dedicated to Premium customers in most urban centers and a dedicated team of Virtual Relationship Managers nationwide. The Premium Banking offering was enhanced in 2025 with the launch of an exclusive product for Premium customers—the Premium Club Subscription.

- Starting in August 2025, Banca Transilvania customers can enroll directly, via the BT Pay app, in the voluntary pension funds (Pillar III) managed by BT Pensii. Since the launch of this feature, over 8,600 customers have chosen to save for the long term in one of the two voluntary pension funds—Pensia Mea and Pensia Mea Plus.

Treasury

Treasury activities complement the product and service offering across all five business lines. Strategic principles include:

- Prudence – managing excess liquidity, aligning asset–liability maturities, managing interest-rate structure and market risks within BT’s Risk Strategy and regulatory requirements.
- Risk diversification – setting and monitoring counterparty exposure limits across all treasury products.
- Maximizing income prudently – integrating medium- and long-term macroeconomic trends.
- Supporting commercial lending growth – through pricing strategies and balance-sheet management (ALM).
- Developing hedging products and client solutions – including market access and digital price distribution.

A significant portion of revenue continues to be generated by fixed-income transactions, where the focus is on reducing the volatility of results. This objective is achieved by focusing on held-to-maturity portfolios, designed to ensure a high level of high-quality liquid assets (HQLA) with easy access to liquidity under adverse market conditions. In certain situations, this approach is complemented by various interest rate risk hedging strategies.

Foreign-exchange operations also grew alongside broader bank activity. Net consolidated FX income increased by 10.9% from 2024, reaching 883 million RON in 2025.

2026 OUTLOOK – STRATEGIC DIRECTIONS AND FINANCIAL PERSPECTIVE

STRATEGIC OBJECTIVES, DEVELOPMENT PLAN AND PROPOSALS REGARDING THE FINANCIAL POSITION AND THE PROFIT AND LOSS ACCOUNT FOR 2026

Qualitative objectives

- Reinforcing our leadership as the largest fully integrated financial group in Romania by sustained organic growth and by remaining open to acquisitions or mergers that can further accelerate our expansion.

- Consolidating our top position across all business segments and financial services sectors, while deepening synergies across BT Group companies to unlock an improved, seamless client experience.
- Supporting Romania's economic development by prioritizing lending in nationally strategic sectors – such as energy, infrastructure, healthcare, agriculture, education – while continuing to finance businesses of all sizes. BT will remain a trusted partner for national and European programs, sustaining companies and projects that accelerate the absorption of EU funds.
- Strengthening our position as the bank with top customer satisfaction in Romania by consistently enhancing service quality and continuously improving customer experience across all channels.
- Continue our ESG initiatives to contribute to a sustainable development of the Romanian economy.
- Digital: continue to enhance operational efficiency across the BT Group by advancing automation and streamlining processes, supported by sustained investments in technology and IT infrastructure. Our focus remains on delivering secure, resilient and reliable digital platforms, while ensuring rapid adaptation to the evolving needs of customers in all markets we serve.

Quantitative objectives

- Total assets: +6.4% growth
- Total gross loans: +8.5% growth
- Total deposits from customers: +5.8% growth
- Cost/Income ratio: 45.6% (39.4% without turnover tax)
- Loans/deposits: 64.8%

DEVELOPMENT PLAN FOR 2026

Investment budget for 2026 (RON million):

Buildings – agencies and branches	105.94
Investments IT and cards, of which:	663.17
Hardware IT	34.23
Software IT	407.82
Retail and cards, of which:	221.11
Hardware retail cards	51.92
Software retail cards	169.19
Cars	21.39
Security	9.79
Cash processing center	7.88
Digital initiatives	177.22
Other	32.00
Total Investments RON million, VAT included	1.017.40

PROPOSALS REGARDING THE FINANCIAL POSITION AND THE PROFIT AND LOSS ACCOUNT 2026

In projecting indicators for 2026, an average inflation rate of 6.1% and an exchange rate of 5.17 LEI/EUR were taken into consideration.

An increase of total assets by 6.4% was estimated compared to the level recorded in 2025 (reaching RON 223,765 million). In the structure of assets, were considered: 51.7% weight of gross loans, 23.5% weight of immediate liquidity and 25.2% investments in securities.

Regarding the structure of liabilities and equity projected for 2026, an increase of 5.8% in non-bank customer deposits compared to 2025 has been considered, resulting in a projected 89.0% share of these resources in total liabilities.

The budgeted income and expense indicators for 2026, submitted for approval to the General Meeting of Shareholders, are defined to support the proposed business objectives and are aligned with the specific prudential and supervisory regulations applicable to the banking sector.

The elements from the Statement of Financial Position and the Statement of Profit or Loss proposed for 2026 are as follows:

Statement of Financial Position (RON million)	Budget proposal 2026
Cash and cash equivalents	52,484
Investment securities	56,312
Loans and advances to customers (gross)	115,731
Loans provisions	(6,985)
Fixed assets	3,106
Equity investments	1,373
Other assets	1,743
Total assets	223,765
Deposits from customers	178,671
Deposits and loans from financial institutions	16,621
Subordinated liabilities	1,014
Other liabilities	4,452
Total liabilities	200,758
Equity	18,662
Profit/Loss for the year	4,345
Total equity	23,007
Total liabilities and equity	223,765

Profit and Loss Account (RON million)**Budget proposal 2026**

Interest income	11,658
Interest expenses	(4,546)
Net interest income	7,112
Net commission income	1,563
Net trading income	1,521
Contribution to the Guarantee Fund	-
Other income	583
Total income	10,779
Personnel expenses	(2,384)
Other operating expenses	(1,911)
Depreciation and amortization	(501)
Other expenses	(120)
Total expenses	(4,916)
Net impairment charges	(750)
Profit before tax	5,113
Income tax	(768)
Net income	4,345



THE PEOPLE OF BT. HUMAN RESOURCES MANAGEMENT

- People at the core of numbers
- Organizational culture and climate – BT Employee Experience Index
- Employee development and growth
- Performance management
- Talent attraction and recruitment
- Prevention of harassment and discrimination
- Remuneration policies and benefits
- Employee wellbeing, safety and protection
- Wellbeing initiatives & internal actions

In 2025, Banca Transilvania reaffirmed that it is, above all, an organization that puts people first, and its priorities in Human Resources were focused on attracting, developing, and retaining talent, with an emphasis on the skills of the future, managerial performance, and adaptation to market changes. These directions were aligned with Banca Transilvania's strategic objectives and supported the organization's ability to respond to a constantly evolving economic and technological environment by investing in continuous learning, leadership, digitization, and employee experience.

PEOPLE AT THE CORE OF NUMBERS

- Total number of bank employees: 10,898
- Number of active bank employees: 10,180
- Average age: 39
- 73% women and 27% men
- Staff turnover (2025 vs. 2024): 9.23% in 2025, compared to 9.06% in 2024.
- Almost 50% of Banca Transilvania Financial Group employees are mothers with children under the age of 18.

ORGANIZATIONAL CULTURE AND CLIMATE – BT EMPLOYEE EXPERIENCE INDEX

Developing a constructive organizational culture is a constant concern for the bank, with the desire to facilitate better collaboration between employees to achieve objectives and involve them in their own professional development, with the desire for Banca Transilvania to remain a place of work where employees enjoy coming to work, build authentic relationships, and have real opportunities for development.

For the ninth consecutive year, the **BT Employee Experience Index (BT EEI)** was conducted, an internal survey dedicated to measuring perceptions of the work environment and understanding how to improve the daily experience of employees at GFBT companies. The BT Employee Experience Index (BT EEI) is conducted twice a year and has the following main objectives:

- measuring the Employer Net Promoter Score (eNPS);
- measuring the quality of interaction between managers and the members of the teams they coordinate;
- measuring the extent to which Banca Transilvania's strategy is known to the entire bank team;
- collecting proposals/recommendations that can increase employee satisfaction;
- measuring the quality of collaboration with other colleagues in other departments, based on frequent professional interactions;

- evaluating the degree of collaboration with departments within the organization, based on interactions throughout the year.

In the summer 2025 edition, a new framework for measuring the organizational climate was introduced, focusing on dimensions with a direct impact on eNPS and employee motivation. These dimensions are monitored annually to understand what matters most to employees, with concrete actions to be defined at both the organizational and team levels to continuously improve the employee experience at Banca Transilvania Financial Group.

At the same time, in the summer edition of the internal BT Employee Experience Index study, colleagues considered to be models of collegiality, collaboration, and support were designated—those who demonstrate desirable attitudes at the organizational level. Also in this iteration, the departments/divisions with which employees interact most often in their daily work and whose speed of response and resolution of requests are particularly appreciated were evaluated.

The participation rate of Banca Transilvania Financial Group employees was 85% in the survey conducted between July and August 2025 (compared to 89% in the January-February edition), with over 9,490 responses (vs. 9,213 in January-February) that were analyzed and used to make a series of decisions to improve the organizational climate.

EMPLOYEE DEVELOPMENT AND GROWTH

In 2025, efforts continued to create a culture based on continuous learning, collaboration, autonomy, and resilience by developing programs designed to support performance and continuous adaptation to changes in the banking environment. Key concerns include **upskilling employees to understand and use technology tools that use artificial intelligence**, as well as **training managers in the context of the hybrid human-AI** work environment.

There was a record level of participation in learning programs, totaling approximately **681,350 hours of training**, delivered through a combination of formats: classroom sessions, webinars, and e-learning programs. The program portfolio evolved throughout the year to meet both the bank's immediate operational needs and its medium- and long-term strategic objectives.

93% of the training programs were dedicated to strengthening technical and specialized skills, covering essential areas such as banking products and services, operational flows, financial analysis, project management, legal, and IT. This focus supported the growth of internal expertise and the alignment of employee skills with the requirements of an ever-changing financial environment.

In order to structure and support the learning process in a coherent manner, training programs were organized in **two main academies**, which covered distinct development needs and supported the professional paths of employees, depending on their role, level of experience, and area of activity.

Leadership and Management Academy

- **Be the Manager** – A program dedicated to early-career and mid-level managers, focused on strengthening essential management and leadership skills.
- **Leadership Program** – Developed in collaboration with professors from Harvard Business School. This program is designed for senior managers in the BT Group, with the aim of developing strategic leadership skills.
- **Intelligent Relationships** – A program for senior and mid-level managers in the BT Group, designed to improve collaboration and the effectiveness of professional relationships within the organization.
- **Leadership Journey program** – Dedicated to Head Office Directors, together with professors from the prestigious EMBA Maastricht program
- **START BT_Leadership in Action** – A 6-month program dedicated to training the successors of Branch Directors.

Sales Academy

- **Entrepreneurship** – A program dedicated to developing entrepreneurial spirit, based on modern methods, including Business Model Canvas and GROW, offering participants practical and applied experiences.
- **SME Business School** – A program designed for teams in the SME and Microbusiness segment, this program focuses on developing sales skills and identifying customer needs, contributing to building sustainable business relationships.
- **Sales Caravan** – A project specially designed for customer relationship specialists, with the aim of developing sales skills in a flexible and accessible format, adaptable to local realities (Telephone Approach and Consultative Selling).
- **Individual coaching programs**, delivered by internal and external coaches, which support the development of managerial skills and the process of assuming the role of manager.

Alvolution

Alvolution was a special initiative in 2025, with the goal of facilitating cultural transformation through artificial intelligence. A bold internal project, at a time when AI is only beginning to be widely understood, but one that promises to profoundly transform the way employees work, collaborate, and innovate. Developed by HR in the first phase for implementation at the IT team level, it was gradually extended to the entire organization,

targeting the way employees work, collaborate, and innovate through the responsible and efficient adoption of AI technologies.

Alvolution addressed two business needs: (1) increasing operational efficiency in all areas of activity by reducing the volume of "busy work" and (2) developing employees' digital skills to support new working models and transformation projects. Among the results that measure the impact of the project:

- **Adoption & engagement:** over 350+ IT employees participated in more than 60 training sessions in the first stage, consolidating the skills base required for AI transformation projects; in total, nearly 6,800 participations in AI-themed programs confirm the interest and relevance of the topic within the organization.
- **Individual efficiency:** an internal survey shows that 80% of AI users report improved work quality and savings of 1–2 hours/day, a critical indicator for operational efficiency and availability for high value-added activities.
- **Scaling technology in business:** Microsoft 365 Copilot and GitHub Copilot licenses have been allocated and integrated into employee workflows for the automatic generation of documents, analyses, presentations, or code-assisted writing, reducing manual effort costs and increasing the quality standard of deliverables.
- **Quality of IT deliverables:** the use of AI in development (including AI agents for roles such as Analyst, PM, Architect, Developer, QA) has led to reduced delivery times and a noticeable increase in quality.

Through these results, Alvolution has contributed to cost efficiency and increased productivity, strengthened the digital culture at BT, and prepared the organization for future technological transformations.

Learn from Home

Intended for network employees, this benefit was accessed by 851 colleagues in 2025.

Webinars developed in 2025:

- **Meaningful Finance – The Fundamentals of Financial Education** – The course provides essential knowledge about personal money management, saving, and financial planning. Participants prioritize their own financial needs and discover simple and accessible strategies for responsible, long-term management of financial resources.
- **Meaningful Finance – First Steps in Investing** – The program introduces the concepts of investing, the benefits of investment funds, and the BTAM range. Participants analyze financial options such as funds, savings, direct investments in stocks, and optional pensions, with access to real-life examples and simulations.

PERFORMANCE MANAGEMENT

In the context of the organic growth strategy adopted by the company, it is essential to develop a solid internal capability to support long-term performance delivery. This approach requires a clear alignment of individual efforts with organizational objectives. To this end, changes were introduced in 2025 to the annual performance management process, with the aim of stimulating genuine performance, real employee engagement, and a better correlation between individual and company results.

- **Cascading objectives and horizontal alignment** – clear frameworks for top-down cascading of the bank's priorities were introduced, whereby strategic objectives are communicated from management to teams, as well as mechanisms for horizontal alignment between business areas. Together, these increase clarity, guide actions, and make the performance management process more relevant, consistent, and effective.
- **Strengthening the individual objectives component** – adding a new category, "Individual Objectives", with a weighting of **40%**, equal to that of collective objectives (**macro-indicators, NPS**) to more clearly highlight each colleague's contribution to the bank's results, while annual performance more strongly reflects individual performance, while maintaining a balance between personal contribution and accountability for the bank's performance.
- **Relevant skills and results-oriented development** – To ensure sustainable performance, skills with a direct impact on individual objectives were kept in the foreground, selecting **a maximum of three relevant skills** annually. In addition, a **development objective** was introduced to prioritize those needs that best support the proposed performance.
- **Calibrating performance for fairness and consistency** – Individual performance **calibration frameworks** were created to ensure fairness and greater objectivity in the assessment stage, as well as consistency across the bank in applying the process.

TALENT ATTRACTION AND RECRUITMENT

The 2025 approach to recruitment was an integrated one, focused on both meeting operational needs and supporting long-term performance and retention. The profile sought emphasized behavioral skills essential to the bank's business model—the ability to collaborate, autonomy, customer focus, and adaptability in an ever-changing environment.

The bank continued to implement and develop projects with an impact on recruitment and retention, focusing on improving the experience of candidates and new employees,

streamlining selection processes, and increasing the quality of integration into the organization.

A differentiating factor was the launch of the first Employer Branding spot and external promotion supported by dedicated campaigns that ensured greater visibility for the employer brand.

BT Career Plan

Developed to ensure predictability and transparency of promotion and professional development opportunities at BT. This program is active in the BT network and in the relevant departments at headquarters, benefiting approximately 830 employees in 2025.

Internship at BT

- Three internship projects were implemented with funding from the European Social Fund:
 - **Two internship projects aimed at students:** "Good experiences keep us together" and "From the bench to the Bank – the first steps towards discovering your career." In both projects, planned until 2027, the goal is for **800 students** from economics and technical faculties across the country to do internships at BT headquarters.
 - **An internship project for high school students:** "Internships and training for valuable professionals," where, in partnership with the "Costin Kirițescu" Economic College in Bucharest, **268 students** are doing internships at BT for a period of 3 years.
- **Programs for students:** Engineering Summer University, in collaboration with the Technical University of Cluj Napoca, in which over **100 students interested in technical programs and projects** took part; Junior Summer University in collaboration with Babeș-Bolyai University, in which over **100 students interested in finance and banking** took part; Global Money Week, attended by *120 middle school students from Cluj-Napoca*, Scoala altfel (A Different Kind of School), attended by **130 primary school students**, and an event dedicated to financial education with over **120 high school students** interested in economic development, all in collaboration with the County School Inspectorate.
- **BT Bridge** is an initiative through which new colleagues from the Head Office connect with teams in the network to gain a direct understanding of the reality on the ground: BT customer profiles, service delivery, product portfolio, daily challenges, and best practices. At the same time, valuable ideas for improvement are collected, inspired by the experience of colleagues who work in direct contact with customers.
- **BT Loop:** a pilot project to streamline recruitment and retention processes for entry-level roles in the **Contact Center** and **Front Office**, initially implemented in **Cluj** and

Bucharest. The objective of the project is for *shortlisted candidates* to have direct experience in the work environment: to observe daily activities, how the company operates, and to interact with future managers and colleagues. This allows them to form a realistic picture of the activities and responsibilities before being hired.

- **BT First Pass:** an annual event that facilitates candidates' first contact with the banking field, providing access to relevant information, direct interactions with specialists, and practical experiences, as well as a clear perspective on the opportunities available at Banca Transilvania (participants in the 2025 edition – over 350).
- **RATIO Academy**, a project developed in partnership with the *Association of Accounting Students* at Babeş-Bolyai University in Cluj-Napoca, the largest educational camp in the field of economics. As part of the initiative, students from across the country participate in CFA-themed workshops and presentations, a project in which **over 80 students and pupils** took part.
- **Business Smart School**, a summer school organized by the Association of Economics Students at Babeş Bolyai University, Cluj-Napoca, which brings together students from all over Romania interested in entrepreneurship, in which **over 60 students and pupils** took part.
- **MindSpark**, a project organized by StudPAC at Babeş-Bolyai University, Cluj-Napoca, is a summer camp for pupils and students interested in marketing, communication, and advertising, in which **over 30 students and pupils** took part.
- The **Investment Club** within the Faculty of Economics and Business Administration is a community of passionate students interested in exploring the world of finance and investment. **Over 40 students** took part in the event organized by BT, debating macroeconomic topics.
- **Mathias Corvinus Collegium Leadership Training** is the largest private education and development institution for young people in Hungary, with extensive programs in Transylvania, receiving a visit from **20 students**.

PREVENTION OF HARASSMENT AND DISCRIMINATION

Banca Transilvania pays special attention to compliance with professional conduct rules, the prevention and management of harassment and discrimination, and the application of disciplinary measures, in accordance with the applicable legal framework and the bank's internal policies.

The main objective of the activity in this area was to maintain a safe, respectful, and fair working environment based on principles of integrity, responsibility, and mutual respect. All complaints received were analyzed impartially, confidentially, and within the established deadlines, through dedicated internal mechanisms that ensure the protection of the rights

of all parties involved. Following the investigations, it was found that **93% of the complaints of harassment/discrimination were unfounded**, with only one of them resulting in the sanctioning of an investigated colleague with a written warning.

BT continues to inform and raise awareness among employees about standards of conduct, the prevention of harassment and discrimination, and the channels available for reporting non-compliant situations.

Among the measures taken, BT continues to organize regular online training courses on topics related to diversity, non-discrimination and equal opportunities, health and safety, ethics, combating bribery, corruption, money laundering and cash theft, etc. In addition, the confidentiality of the whistleblowing complaint resolution mechanism is ensured to encourage the reporting of incidents of unfair treatment or discrimination.

Through these actions, Banca Transilvania reaffirms its commitment to an organizational climate based on respect, diversity, and inclusion, contributing to the consolidation of an ethical culture and supporting long-term sustainable performance.

REMUNERATION POLICIES AND BENEFITS

At Banca Transilvania, employee motivation mechanisms are constantly being developed, and the remuneration policy is approved by the Board of Directors. The bank ensures fair and competitive remuneration, strictly in line with skill and performance levels, with two balanced components: a fixed component and a variable component.

- **Fixed remuneration** reflects relevant professional experience and organizational responsibility, as set out in the job description, as part of the terms of employment. It is sufficiently consistent and represents a sufficiently large proportion of the total remuneration to allow for a fully flexible policy on variable remuneration components, including the possibility of not paying any component thereof.
- **Variable remuneration** reflects sustainable and risk-adjusted performance, as well as performance that exceeds the performance required to fulfill the duties set out in the employee's job description as part of the terms of employment. Variable remuneration is not guaranteed or automatically carried over from one year to the next. The mechanisms for distributing the variable component do not guarantee the award of amounts over several years. Variable remuneration is subject to an annual, fair review process.

In order to provide financial stability to its employees, in February 2025, Banca Transilvania indexed the salaries of all bank employees to the inflation index for 2024. A favorable

organizational climate promotes employee well-being and increases their desire to be involved and productive.

As part of its 2025 remuneration policy, Banca Transilvania maintained the current benefits granted to employees at the same level, ensuring their continuity in line with previous years' practices, in order to support a stable working environment and maintain a predictable framework geared towards long-term stability and retention.

EMPLOYEE WELLBEING, SAFETY, AND PROTECTION

Caring for employees is central to how Banca Transilvania builds its long-term performance and sustainability. Through continuous investments in employee health and experience, Banca Transilvania reaffirmed in 2025 its belief that sustainable financial performance is directly linked to the level of involvement, competence, and trust of the people who contribute daily to the organization's success.

Thus, traditional projects with a direct impact in the area of prevention were continued, such as:

- **The "Screening Saves Lives" program**, an initiative to detect the most common types of cancer, developed and run in collaboration with the Regina Maria Clinic Network. Banca Transilvania is perhaps the only company in Romania that offers such a program to all its employees, and all investigations within the program are free of charge. In 2025, **2,940 screening packages** were performed, and in cases where cellular changes were detected, prompt treatment saved lives.
- **Voluntary health insurance**, available to BT employees who have opted for this benefit, covers medical expenses resulting from accidents or illness, surgical procedures, with the additional option of a second medical opinion, as well as hospitalization and convalescence. By the end of October 2025, the insurance had been used by **2,979 colleagues** who had opened a total of **5,022 claims**.
- **Provision of additional medical benefits in a co-payment system**: 71 complex imaging investigations (MRI and CT) as well as access to kinesitherapy and physiotherapy services at Kinetic medical clinics.
- **Medical visits** by a Medical Advisor at the bank's headquarters.
- **Program for parents returning from parental leave**: the program helps with the gradual reintegration of employees after an absence of approximately two years. Parents have a flexible schedule during their first month back. Based on the positive feedback received after the launch of this program, this method of gradual reintegration into professional life for mothers has been maintained.

WELLBEING INITIATIVES & INTERNAL ACTIONS

Banca Transilvania has strengthened its wellbeing area by introducing two framework concepts: #GrijăDeTine (Care for Yourself) and #BineCuTine (Good for You), which have enabled the unified structuring of initiatives dedicated to physical, emotional, and mental health. The use of these visual labels has contributed to increasing the visibility of the programs among employees, facilitating quick orientation in the range of communication resources available internally.

#GrijăDeTine – Physical health, prevention, and medical education

Programs and actions dedicated to prevention and the promotion of a healthy lifestyle were carried out:

Health webinars

A series of online sessions led by medical specialists (dermatology, pediatrics, mental health), who provided practical and accessible information. In 2025, over **650 employees** participated in these meetings.

Health assessments

- Enayati Medical City specialists performed physical assessments for **48 employees** in Bucharest.
- Evista partners provided medical optical services (via Diopron) for **over 250 employees** during two dedicated sessions.

Blood donation campaigns

Four donation sessions were organized in partnership with the Blood Transfusion Centers in Cluj-Napoca and Bucharest. Approximately 400 employees participated, of which 346 actually donated blood. The initiative focused on both volunteering and raising awareness about the importance of donation.

Educational videos and podcasts

Materials were produced and promoted to encourage prevention and the effective use of medical services offered to employees, such as:

- About the concierge doctor – Enayati Medical City
- Second medical opinion
- What the BT subscription includes
- The Enayati clinic network
- First aid – recorded webinar
- Premenopause – educational webinar
- Carefree summer – Regina Maria

- Modern psychology: ADHD, OCD – Regina Maria

#BineCuTine – emotional wellbeing, balance, and lifestyle

This category included programs that impact emotional, relational, and behavioral wellbeing:

Urban Camp – program for employees' children

An internal project dedicated to children aged 7 to 13, hosted at BT's headquarters. The program included thematic workshops coordinated by psychologists, educators, and actors, offering an educational and recreational experience in a safe environment, close to their parents. The initiative contributed to creating a balance between personal and professional life. Over 52 children participated in the dedicated sessions at the headquarters in Bucharest and Cluj.

Awareness of the importance of correct posture at the office & "Wellness moments by 7card"

Internal campaign (via BT HuB) and practical office exercise session, supported by certified instructors, with the aim of preventing physical discomfort associated with office work and promoting daily movement.

"Let's Work Smart" – campaign for efficiency and prioritization

Organizational education program to optimize work methods, reduce overload, and adopt sustainable practices in managing daily tasks.

Video resources and podcasts for emotional balance

Recorded educational materials focused on emotional and psychological health, such as:

- About psychotherapy – Regina Maria
- The code of male health: body, mind, and balance
- Understanding and overcoming the midlife crisis

Therapy and psychological assistance services for problems related to anxiety, stress, etc.

- Over **134 hours of internal psychological counseling**, supporting the 39 colleagues who requested assistance.
- A series of articles and advice in the field of psychology, under the umbrella of **Wellbeing**, which can be accessed on the bank's intranet (BT Hub).

RISK MANAGEMENT DISCIPLINE, CONTROL AND RESILIENCE



- Credit ratings
 - Credit risk
 - Liquidity and funding risk
 - Operational risk
 - Market risk
 - Interest rate risk in the banking book
 - Counterparty credit risk
 - Reputational risk
 - Risk of excessive leverage
 - Strategic risk
 - Capital risk
 - Capital adequacy
 - Compliance risk
 - Internal and external audit
 - ESG Risks (Environmental, Social and Governance)
-

CREDIT RATINGS

The recent assessments by Moody's and Fitch outline a complex risk profile, in which BT's structural strengths coexist with macroeconomic and sovereign pressures that directly influence the rating outlook. These effects are reflected across the main risk categories: sovereign, credit, capital, liquidity, and operational risk.

In November 2025, **Moody's Ratings** upgraded Banca Transilvania S.A.'s long-term deposit ratings to Baa1 from Baa2 and revised the outlook to negative from positive. At the same time, it upgraded the bank's long- and short-term issuer ratings to Baa2/P-2 from Baa3/P-3 and changed the outlook on the long-term issuer rating to stable from positive.

The confirmation of the basic rating (Ba1) reflects BT's solid capitalization and robust profitability, supported by its leading position in the Romanian banking market and a good operational efficiency.

The stable outlook on the bank's long-term issuer ratings reflects the bank's financial performance, and the expectation that its capital and profitability will remain resilient despite macroeconomic headwinds.

In 2025, **Fitch** maintained Romania's and Banca Transilvania's sovereign and bank ratings at BBB-, thereby preserving their Investment Grade status, but reaffirmed the negative outlook due to persistent macroeconomic imbalances.

The Fitch rating reflects Banca Transilvania's solid and well-established position in the Romanian banking system, as well as robust capital buffers supported by strong internal capital generation, a stable funding profile and reasonable asset quality, underpinned by conservative underwriting. The result confirms BT's track record in prudent risk management, sound lending policy, as well as the bank's operational efficiency.

The objective of Banca Transilvania Financial Group in terms of risk management is the integration of the risk appetite within the bank's decision-making process, by promoting the adequate balance between the assumed risks, the available capital and the performance targets, considering at the same time the tolerance to financial and non-financial risks.

In determining its appetite, capacity and risk tolerance, the BT Financial Group shall take into account all material risks to which it is exposed taking into consideration the specificity of its activity, business model, strategic and operational objectives, and applicable capital and liquidity requirements, its own risk management and control capacities, as well as the regulatory constraints.

The risk appetite within the Banca Transilvania Financial Group defines the maximum level the Group is willing to accept in order to achieve its strategic and business objectives. The overall approach is structured through the Risk Appetite Framework, which includes the Risk Appetite Statement (RAS), quantitative risk limits complemented by qualitative principles, as well as clearly defined roles and responsibilities for implementation and oversight.

Risk tolerance represents the level and types of risks that the bank, although not deliberately seeking to assume, is willing to accept under certain conditions, within a rigorous control environment. It reflects the concrete operational boundaries of the risk appetite assumed at the institutional level.

The risk management framework within the BT Financial Group is based on the following principles that apply to all activities and risk types:

- the existence of a solid culture in terms of risk management, both at the level of the Group's structures and at the level of its business lines;
- protection of the financial stability: The Group controls the risk in order to limit the impact of potential adverse events on the capital and profitability;
- limiting excessive risk-taking; the Group's risk appetite and tolerance must be consistent with its financial resources;
- ensuring a sound and sustainable capital and funding base;
- independent perspective: the risk management function is structured so as to identify, assess, monitor and report risks; the risk management function, as well as the compliance and internal audit functions operate independently of the activity lines that they monitor and control, in order to ensure the integrity of the Group's control processes;
- portfolio diversity in order to prevent excessive concentration risks;
- limiting concentrations and volatility of income sources;
- homogenous approach and global risk monitoring at Group level;
- compliance with the rules and regulations imposed by national and international authorities in the field;
- existence of certain operational continuity plans for the banking activities;
- drafting and periodic revision of the recovery plan at the level of the BT Group;
- BT Financial Group does not carry out activities in jurisdictions that reduce transparency, such as off-shore jurisdictions, or via certain structures that decrease transparency.

Risk management is an integral part of all decisional and business processes that take place in the Banca Transilvania Financial Group and in this regard, the management team:

- Continuously assesses the risks likely to affect the business and goals and takes actions whenever any changes appear in its business conditions.

- Ensures the existence of an adequate activity management framework within the Group, considering both internal factors (the complexity of the organizational structure, the nature of the activity, staff quality and fluctuation) and external factors (macroeconomic factors, legislation changes, competition changes in the banking sector, technological progress);
- Identifying the risks: The Group's exposure to inherent risks through day-to-day operations and transactions (including lending, dealing, capital market activity, asset management and other specific activities) is identified and aggregated through the risk management infrastructure implemented at the Group Level;
- Assesses/measures risks: An evaluation of the identified risks is carried out through specific models and calculation methods: a system of ratios with related limits, a methodology for assessing the risk events likely to generate losses, calculation methodology for specific credit risk provisions, assumptions regarding the future evolution of assets' value, etc.;
- Monitors and controls risks: The policy and the procedures implemented for an effective risk management are meant to mitigate risks inherent to the bank's business. The bank implemented procedures for the supervision and approval of decision and trading limits per person/ unit/ product etc. Such limits are monitored daily/ weekly/ monthly depending on operations.
- Reports the risks: Periodic and transparent reporting mechanisms have been established for specific risk categories so that the management body and all relevant structures benefit in a timely manner from accurate, concise, intelligible and meaningful reporting, but can also exchange relevant information on the identification, measurement or assessment and monitoring of risks;
- Calculates and evaluates internal capital and internal capital requirements: In order to assess the adequacy of the internal capital to risks at Group level, all the significant risks to which the Group is or may be exposed to are identified and assessed, by a continuous evaluation of the internal capital and internal capital requirements, to cover the bank's business needs and of the related risks, including through stress tests.

The risk management framework includes internal regulations, risk limits and risk control mechanisms, adapted to the proper functioning, financial soundness, capital base and strategic objectives of the credit institution, which ensure proper, timely and continuous identification, assessment, monitoring, mitigation and reporting of the risks related to the bank's activities, as a whole, as well as at the business lines' level (Large Corporate, Corporate, SME, micro and retail).

The main risk categories to which the BT Group is exposed to, are:

- Credit risk;
- Liquidity and credit risk;
- Operational risk;

- Market risk;
- Interest rate risk in banking book;
- Counterparty credit risk
- Reputation risk;
- The risk associated with excessive usage of leverage;
- Strategic risk;
- Capital risk;
- Compliance risk;
- ESG risk.

Banca Transilvania aims to maintain a balanced risk profile, calibrated at a medium level, in line with its business model and sustainable growth strategy. The risk appetite for each significant risk is explicitly defined within the corresponding governance framework and is continuously monitored through a structured set of relevant indicators.

These indicators allow for the continuous assessment of the risk position, the early identification of deviations from established limits, and ensure that operational and strategic decisions are carried out within the boundaries of the risk profile assumed by the bank

CREDIT RISK

Banca Transilvania manages credit risk in line with a solid risk management culture, emphasizing portfolio quality, capital protection, and sustainable value creation. Credit risk governance is embedded within a fundamental internal regulatory framework, which includes the risk strategy, the general lending standards and rules applicable to both individuals and legal entities, the counterparty and country risk policies, as well as the procedures associated with collection, remediation, and restructuring processes. Taken together, these documents define the principles, risk thresholds, and responsibilities regarding the assumption of credit risk across all business segments.

The credit risk coordination process ensures that exposures are originated, monitored, and managed in accordance with the Bank's strategic objectives and risk appetite, both qualitative and quantitative, as approved by the Board of Directors. Internal rules are periodically updated to ensure alignment with evolving regulatory requirements.

The Bank applies a differentiated approach to credit risk, tailored to the specific characteristics of each portfolio and grounded in internal models, prudent assessment processes, and strong governance principles.

The methodologies used ensure rigorous client creditworthiness assessment, appropriate collateral structuring, and continuous monitoring of exposures, contributing to the maintenance of a balanced and sustainable portfolio.

1. Large Corporate & Corporate Portfolio

- The Bank offers both standard products and customized financing solutions tailored to clients' specific needs.
- Financing conditions vary depending on the debtor's risk profile, including thresholds regarding maximum loan amounts, collateral levels, and pricing structure.
- The internal rating acts as a central tool in eligibility assessment, being used to determine collateral requirements and differentiated pricing.
- ESG assessment is integrated into the credit decision process to ensure long-term sustainability and resilience of the portfolio.

2. SME & Microenterprise Portfolio

- Risk assessment combines qualitative and quantitative factors reflecting the operational specifics of the SME segment.
- The Bank uses internally developed scoring models, statistically validated and calibrated according to turnover, entity type, and client exposure.
- Three separate scoring models are applied: SME, Micro, and Sole Proprietors (PFA), each adapted to the specific profile of the segment.
- For PFA/II/IF clients, the assessment relies primarily on qualitative criteria (transaction history, payment behavior, location, sector of activity).

3. Retail Lending Portfolio

- Clients are classified into risk categories based on scoring models that integrate internal data, information from the Credit Bureau, and socio-demographic variables.
- The scoring reflects the probability of default and is used to determine eligibility and pricing structure.
- Debtors exposed to foreign exchange risk or fixed-rate risk are informed about the potential negative impact of adverse exchange rate or interest rate developments, through explicit scenarios presented during the granting process.

4. Interbank Exposure Portfolio

- The Bank aims to minimize losses and maintain risk-adjusted profitability in its relationships with banking counterparties.
- Exposure limits are set based on the counterparty rating, the risk appetite, and own funds, complying with the maximum concentration threshold of 25% of Tier 1 capital.
- Exposures are monitored daily using automated systems and early-warning indicators to identify risk deterioration.
- Mitigation mechanisms include rating adjustments, limit reviews, and transferring counterparties to enhanced monitoring.

5. Sovereign Exposure Portfolio

- Country exposure limits are established according to the Risk Appetite Framework and external ratings, and approved by the Financial Institutions Credit Committee.
- Exposures are reviewed annually and adjusted based on updated risk assessments.
- No formal limit is applied for Romania, given its strategic importance and compliance with capital and concentration requirements.
- Exposures to foreign entities are monitored only in countries where relevant activity exists, and limits are tracked daily and adjusted through clear procedures in case of breaches.
- External ratings are updated monthly to accurately reflect developments in international markets.

The credit risk management at the level of the BT Group is realized by:

- **Governance framework, policies, and organizational structure:** the Group operates based on a unified internal framework of strategies, policies, and rules, reviewed periodically to ensure alignment with the risk appetite and prudent lending practices. Governance is supported by a dedicated organizational structure, with clearly defined roles and responsibilities for credit risk oversight.
- **Management and monitoring:** the entire credit lifecycle is managed through coherent processes of approval, monitoring, and control, supported by periodic reporting and independent assessments. Regular reviews are conducted to enable early identification of risk elements and the implementation of corrective measures, facilitating the optimization of lending rules, the updating of policies, and the setting of sectoral limits in line with the risk appetite.
- **Internal credit risk models:** internal rating systems are continuously enhanced and subject to periodic reviews, calibrations, and validations, in accordance with model risk governance, as part of each model's lifecycle.
- **Collateral management:** control over collateral quality and coverage is strengthened through diversification, rigorous eligibility and valuation criteria, appropriate protection mechanisms, and periodic independent revaluations, with residual risk monitoring and reporting to management for timely decision-making.

The credit risk appetite is continuously monitored through a set of supporting indicators and strategic limits that reflect both portfolio quality and the evolution of risk over time, while the internal customer rating represents a central element in assessing and tracking this risk, contributing to a prudent and proactive framework for managing exposures.

LIQUIDITY AND FUNDING RISK

The appetite for liquidity and funding risk is continuously monitored through a set of supporting indicators and strategic limits, which reflect the structural correlation of the bank's assets and liabilities, as well as the evolution of risk over time, contributing to stability and ensuring the capacity to meet obligations. The purpose of liquidity risk management is to obtain the expected returns on assets by taking advantage of temporary excess liquidity and through an efficient allocation of the resources attracted from customers, in the context of a proper management, consciously assumed and adapted to the Romanian and international financial-banking market conditions, as well as the general economic context, the current legal framework and the development targets of the BT Financial Group. Liquidity management is realized centrally and aims to combine prudential requirements with profitability requirements.

In liquidity management, Banca Transilvania applies a series of principles regarding the quality, maturity, diversity and degree of the assets and liabilities risks, while establishing carefully monitored sets of limits to ensure the compliance with the principles and also with the set returns (concentration, liquid, eligible assets etc.).

For a sound liquidity risk management, BT is constantly focused on obtaining liquidities via treasury operations, external financing, capital markets, etc., by considering various factors such as the issuer's rating, the issuance maturity and volume of the exposures and the analysis of the markets on which it trades.

The operative (intraday) liquidity management is realized through all the operations carried out by the bank's departments, so as to ensure the performance of all the settlements / payments of the bank carried out by the bank on its behalf or on behalf of its customers, in RON or FCY, on the accounts or in cash, within the internal, legal and mandatory limits.

BT also takes into account a liquidity reserve (buffer), in order to cover the additional liquidity need that may arise over a short period of time, under stress conditions, periodically tested based on different crisis scenarios.

During 2025, the bank recorded very good levels of liquidity indicators thus demonstrating a solid position, registering a more than comfortable liquidity level in a fragile overall economic context.

As well, attention is given to:

- correlation of the growth rate of resources/loans;
- diversification of the range of instruments used and of the IT systems, correlated with the institution's risk appetite;

- monitoring of liquidity coverage ratio (LCR) and the net stable funding ratio (NSFR)
- adequate capital allocation;

OPERATIONAL RISK

Operational risk represents the risk of direct or indirect loss resulting either from the use of inadequate internal processes, internal systems, and human resources, or from their failure to function properly, as well as from external events and actions.

The objective of managing operational risk within the Banca Transilvania Group is to support sustainable and controlled growth of the bank's activity by integrating a solid and adaptable risk management framework. Through a proactive approach to risks, Banca Transilvania aims to support responsible business development while maintaining operational resilience and compliance with applicable regulations.

This framework enables identification, assessment, monitoring, and mitigation of operational risks in line with the assumed risk appetite, thereby contributing to protecting the organization's value, ensuring operational continuity, and achieving strategic objectives.

The key principles of the operational risk management framework are:

- Clear governance and responsibilities – through dedicated structures for operational risk management (committees, risk functions, internal audit) and the application of the “three lines of defense” model, ensuring separation of responsibilities and independence of control functions;
- Risk-oriented organizational culture – by promoting a risk-aware culture at all levels of the organization, continuous training, internal communication, and encouraging proactive incident reporting;
- Identification and assessment of risks (including conduct risk) through process mapping and assessment of associated risks, periodic evaluations, stress scenarios, and the use of RCSA (Risk and Control Self-Assessment) methodologies;
- Formal Product Approval Process, with the involvement of risk and compliance functions;
- Fraud risk management;
- Management of ICT and cybersecurity risks through continuous assessment of risks associated with information technology, including data security, system availability, integrity of digital processes, monitoring of emerging risks, and alignment with applicable regulations;

- Effectiveness of internal controls and mitigation measures through the implementation of preventive, detective, and corrective controls, process automation, workflow standardization, and reduction of data redundancy;
- Ongoing monitoring and reporting;
- Incident management and integration of lessons learned;
- Business continuity and operational resilience through the development and periodic testing of Business Continuity Plans (BCP) and Disaster Recovery Plans (DRP), assessment of risks associated with critical processes, and strengthening the organization's capacity to respond efficiently and in a coordinated manner during crisis situations.

MARKET RISK

The market risk appetite is continuously monitored through a set of support indicators and strategic limits, adapted to the structure and size of the financial instruments portfolios, ensuring the monitoring of risk evolution over time, contributing to maintaining a prudent and proactive risk management framework. In order to reduce the market risk, the bank adopted a prudential approach to protect its profits from fluctuations in prices, interest rates and exchange rates on the market, which all represent exogenous, external, independent factors. The Bank implements a series of principles in terms of quality, maturity, diversity and risk degree of the constitutive elements of the financial instruments portfolios. (bonds, shares, fund units).

Banca Transilvania performs a daily evaluation for financial instruments portfolios, utilizing directly available closing prices, coming from independent sources, such as: prices on the stock exchange, electronic quotations, quotations from several independent, well-known brokers, in accordance with the applicable internal regulations and monitors daily variations, using backup plans, immediately applicable, in case of unstable market conditions.

The market risk analysis is based on the two main risk sub-categories listed below, with the purpose of combining the prudential and profitability requirements:

- **Interest rate and pricing risk:** The management of this type of risk is adapted and permanently adjusted to the Romanian and international financial-banking market conditions and the general economic background. The interest rate risk is monitored daily and tested in crisis simulations performed for the bank's securities portfolio, and the price risk is also monitored daily and tested in crisis simulations related to the portfolios of shares and funds units held by the bank.

- **FX Risk:** It represents the risk of recording losses related to the on-balance sheet and off-balance sheet positions due to unfavorable market fluctuations in the exchange rates. The Bank applies a series of rules with regard to operations/positions sensitive to exchange rate fluctuations, the realization, registration and mark-to-market thereof, as well as the impact of exchange rates on the bank's assets and liabilities.

INTEREST RATE RISK IN THE BANKING BOOK

The interest rate risk appetite is continuously monitored through a set of support indicators and strategic limits, which reflect the maximum accepted level of impact on the economic value of equity and on net interest income, taking into account the business strategy, loss absorption capacity, market conditions and the regulatory framework. The Bank has established a set of strict principles for managing and monitoring this type of risk, which is based on solid governance, comprehensive risk measurement, the use of robust models, EVE and NII analysis, and alignment with risk appetite. The interest rate risk management is to minimize the possible negative impact on the net income, as well as to preserve the economic value of the equity under the conditions of adverse fluctuations of the interest rates.

The bank uses management tools such as economic value of equity and net interest income analysis, stress tests and economic hedge operations, as well as a governance framework and a system of indicators that ensure the maintenance of a prudent and proactive interest rate risk management framework.

A detailed analysis of the liquidity and funding, market and interest rate risks is available in the consolidated financial statements of the BT Group. These were within the risk limits assumed in the bank's decision-making process, promoting an adequate alignment of the assumed risks, available capital and performance targets and at the same time taking into account the tolerance to both financial and non-financial risks.

COUNTERPARTY CREDIT RISK

Counterparty credit risk and settlement risk from exposures arising from derivative financial instruments and from transactions with over-the-counter financial instruments represents the risk of losses that may arise as a result of the counterparty failing to meet its contractual obligations. Banca Transilvania's objective regarding the management of counterparty credit risk is to adopt a prudent policy regarding the selection of counterparties, custodians, the management of operations carried out with counterparties and the maturities of the related operations. The main instrument for managing these risks is the

counterparty limit system implemented for the various types of interbank transactions based on the rating calculated for each counterparty.

REPUTATIONAL RISK

Reputational risk management is carried out by continuously monitoring the internal and external threats in terms of reputation, by considering the best partners (both in terms of customers and suppliers), recruiting and retaining the best employees, minimizing (legal) disputes, implementing rigorous controls on the activities, preventing crisis situations, permanently strengthening the credibility of the BT Financial Group, improving relations with shareholders, creating a more favorable environment for investments and access to the capital, and assuring a continuous and open communication with all stakeholders (shareholders, media, customers, partners, employees, authorities, etc.).

The Bank addresses the reputational risk through an integrated framework that combines prevention, monitoring, rapid reaction and strengthening stakeholder relationships. The main directions include:

- **Promoting an organizational culture based on ethics, transparency and responsibility**, focusing on compliant behaviors and sustainable values, supported by training and awareness programs dedicated to the employees and management;
- Integrating the reputational considerations into decision-making processes, the evaluation of the business initiatives and the approval processes for different products and projects, with the involvement of the relevant structures;
- **Media/ social-media monitoring**, through automated tools and qualitative analyses, for early identification of sensitive issues;
- **Implementing a robust risk management system**, by continuously monitoring the reputational threats, supported by a dynamic and adaptable system of indicators, continuously reviewed, to capture changes in the relevant factors;
- **Periodic assessment of the reputational risk**, with formalized incident reports to the competent structures;
- Maintaining a procedural framework related to the management of the reputational crisis, which requires rapid and efficient reactions;
- **Cultivating trusting relationships with stakeholders**, through proactive communication, financial education, involvement in social responsibility initiatives and the use of dedicated tools, to clarify and update expectations;
- **Ensuring the compliance and internal control**, by applying consistent control systems to align with legal and corporate requirements.

RISK OF EXCESSIVE LEVERAGE

The risk associated with leverage reflects the possibility that excessive use of debt financing may lead to financial vulnerabilities, affecting the institution's ability to absorb shocks, maintain operational stability, and comply with capital and liquidity requirements. This risk is closely linked to the bank's funding strategy, risk appetite, and growth profile.

The framework for managing the risk arising from excessive leverage is built on the following key principles:

- Protection of financial stability: Banca Transilvania controls leverage risk to limit the potential impact of adverse events on capital and earnings.
- Limiting excessive risk-taking: the bank's risk appetite must remain consistent with its financial resources.
- Ensuring a solid and sustainable capital and funding base.
- Healthy and balanced asset financing: a financing structure is maintained that takes into account the risk of excessive leverage.
- Portfolio diversification to avoid dangerous concentration risks.
- Limiting the concentration and volatility of revenue sources.

STRATEGIC RISK

The Strategic risk is the current or future risk for profits and capital to be negatively affected by changes in the business environment, by unfavorable business decisions, improper implementation of decisions or the low adaptability to changes in the business environment. The strategic risk appetite has been established as low based on the following aspects: risk management practices are part of the Group's strategic planning, the exposure to strategic risk reflects strategic goals that are not excessively "aggressive" and are compatible with the developed business strategies, the business initiatives are well designed and supported by communication channels, operating systems and adequate delivery networks for services.

The fundamental principles and strategic objectives in managing strategic risk are:

- Ensuring consistent alignment between the business strategy, the bank's risk appetite, and its operational capacity, so that strategic objectives remain sustainable and compatible with the assumed risk profile;
- Continuously monitoring and assessing macroeconomic, political, technological, and regulatory developments in order to anticipate their impact on the bank's strategic directions;
- Conducting periodic analyses of the risks associated with strategic initiatives;

- Ensuring the active involvement of senior management in the assessment and approval of strategic decisions, supported by internal control functions and the relevant risk committees;
- Using a dedicated set of metrics to monitor deviations from strategic objectives, assess implementation effectiveness, and measure the institution's organizational adaptability.

In order to ensure sound strategic risk management, the BT Group conducts regular reassessments of its business strategy and of the impact of strategic decisions, draws up plans for the introduction of new business lines, products and services, for the expansion of existing services and for the infrastructure consolidation. The Group also performs analysis of the business environment in which it operates in order to identify and highlight the strategic risk factors to which it is exposed, aligning business decisions with institutional capacity, market conditions, and the applicable regulatory framework.

CAPITAL RISK

Capital risk represents the significant risk associated with the credit institution's ability to maintain an adequate level of own funds, ensuring coverage of all risks to which the bank is exposed through its activities, with a potentially material impact on its financial soundness and its ability to comply with prudential requirements.

Risks to capital are distinct risks which, if materialized, may have a significant prudential impact on the credit institution's own funds over the following 12 months. Capital risk is addressed from the perspective of the minimum capital requirements necessary to cover all risks to which the bank is or may be exposed.

The bank's objective regarding capital risk management is to maintain alignment between the strategic targets set through the Business Strategy and the assumed risk appetite, while ensuring financial stability, safeguarding the bank's reputation, and complying with the applicable regulatory framework.

The capital risk management process, namely the internal capital adequacy assessment process, forms an integral part of the bank's governance framework and decision-making culture, being embedded in the overall risk management practices, as capital risk is managed through:

- a) the group-level strategic planning process;
- b) ensuring the continuous effectiveness of the risk appetite framework;
- c) the risk management process and capital management, including forward-looking funding strategies;

- d) the group's recovery plan, by incorporating management actions with material impact;
- e) monitoring capital adequacy indicators to timely identify and assess potential threats;
- f) drawing practical conclusions and undertaking preventive actions.

Capital planning is an essential process for ensuring the resources required for the efficient execution of the bank's operational and investment activities. It is closely linked with shareholder interests and to maintaining an adequate level of own funds in line with European, national, and internal capital requirements to cover the risks associated with the bank's activities. Additionally, in order to ensure an optimal stock of own funds and liabilities capable of absorbing potential losses and covering recapitalization needs—namely to meet the MREL requirement imposed by the NBR as the Resolution Authority—the bank has adjusted its capital and funding planning process by integrating specific actions aimed at accumulating additional capital instruments and eligible liabilities. The means of securing these resources are determined by the competent governing bodies, depending on the most favorable context for the bank and its shareholders at the time of decision.

CAPITAL ADEQUACY

Capital adequacy within Banca Transilvania is ensured through the Internal Capital Adequacy Assessment Process, a structured and integrated framework that forms part of the institution's governance mechanism and decision-making culture. The main objectives of this process are:

- ensuring the capital necessary for conducting activities prudently;
- maintaining own funds at a level at least equal to the capital requirements set by European and national regulations, as well as internal rules, for covering the risks undertaken.

The Internal Capital Adequacy Assessment Process provides an integrated approach to identifying, measuring, aggregating, and monitoring significant risks, as well as determining the internal capital required in relation to the Bank's risk profile. It is embedded in strategic planning, capital management, the assessment of the effectiveness of the risk appetite framework, and the continuous monitoring of capital adequacy indicators, contributing to the early identification of potential vulnerabilities and the timely adoption of appropriate measures.

A key component of this framework, stress testing evaluates capital resilience under adverse scenarios. The results are analyzed in connection with the thresholds established within the Risk Appetite Framework and contribute to strengthening prudent and proactive risk management.

For determining minimum capital requirements, Banca Transilvania and the BT Financial Group use the standardized methods prescribed by regulations:

- Credit risk and counterparty credit risk: the method used for calculating risk-weighted assets is the Standardized Approach;
- Credit Valuation Adjustment (CVA) risk: *the bank applies the Basic Approach.*
- Market risk: for determining the capital requirement related to foreign exchange risk and the trading book, the Standardized Approach is used;
- Operational risk: for calculating the capital requirement for operational risk, the Bank applies the Business Indicator Component (BIC) methodology.

Through the Internal Capital Adequacy Assessment Process, the Bank ensures that it permanently maintains sufficient capital resources to cover the risks undertaken and to support sustainable development, maintaining a solid financial position consistent with the Group's strategic objectives.

BT Financial Group dynamically manages its capital base by monitoring capital rates according to Regulation no. 575/2013, as well as the capital rates disposed following the monitoring and assessment process carried out by the supervisory authority, anticipating the appropriate changes necessary to achieve its objectives, as well as optimizing the structure of assets and equity.

Planning and monitoring take into consideration the total own funds (tier 1, additional tier 1 and tier 2) on the one hand and own funds requirements, respectively risk-weighted exposures (RWA) on the other hand.

In order to ensure that it permanently maintains an adequate level of capital relative to its risk profile and macroeconomic conditions, BT develops a proactive capital planning and adequacy framework, built on four main pillars:

- Compliance with the rules and regulations imposed by national and international authorities in the field;
- Robust internal governance for capital planning and adequacy;
- Use of stress-testing results in determining capital needs; and
- Continuous enhancement of the capital planning and adequacy process.

COMPLIANCE RISK

The BT Financial Group's objective regarding the compliance risk management is to avoid the current or future risk of affecting profits and capital, which may lead to fines, damages and / or termination of contracts or which may damage the Group's reputation as a result of violations or non-compliance with the legal and regulatory framework, agreements, best practices or applicable ethical standards.

The BT Financial Group establishes and operates a formal, continuous, and effective compliance framework designed to ensure full adherence to applicable legal requirements, prudential regulations, and ethical standards, built upon the following key principles:

- Ensuring full compliance with the internal regulatory framework, applicable legal requirements, and the measures, recommendations, and expectations set by the supervisory authority;
- Implementing and maintaining a robust compliance program, based on clear policies and procedures, covering both general compliance and high-risk areas;
- Conducting continuous, proactive, and risk-oriented monitoring of processes, transactions, and client relationships to enable early identification of compliance incidents and prompt reporting to the relevant management structures;
- Developing and maintaining a training and awareness framework tailored to staff responsibilities and activities, ensuring consistent application of compliance requirements;
- Promoting and strengthening an organizational culture grounded in integrity, ethics, and transparency, including the adequate and well-documented management of conflicts of interest.

Continuous monitoring and adherence to the following principles ensure the prerequisites for the correct compliance risk management:

- development and application of the compliance risk assessment methodologies through the use of risk indicators;
- monitoring the compliance and communicating results according to the BT reporting lines;
- analysis of those situations with potential conflict of interest at the bank and subsidiaries level;
- periodic review of the indicators' limit, motivated by the occurrence of new risk events that were not taken into account in the initial assessment;
- formulating proposals of measures leading to the mitigation / elimination of risk events that generated the increase of the indicators level;
- the determination of the likelihood that compliance risk events may occur in the future, based on current information.

INTERNAL AND EXTERNAL AUDIT

The general objectives of the 2025 audit focused mainly on risk management, as well as on the assessment of the overall control system implemented on transactions and / or processes / flows, covering the entire range of risks. The control system assessment was carried out in line with the internal audit methodology, one of the main objectives being that of ensuring the reliability and integrity of financial and operational data, as a result of

an independent and objective evaluation of the internal control system and of the risk management systems in connection with the financial reporting process.

The internal control framework of the BT Financial Group is structured on three levels:

- functions that hold and manage risks (operational units);
- the functions responsible for risk oversight and for creating and maintaining the internal control framework and the independent evaluation of risks (the risk management function and the compliance function)
- the function that provides an independent and objective assessment of the effectiveness and efficiency of risk management, internal controls, and the governance process, namely the internal audit function.

Thus, the 1st control level is realized by the operational units, which are responsible for ensuring an appropriate risk control and prevention environment within each operational structure/activity, as part of their daily operations; the 2nd and 3rd control levels are associated with the three independent control functions, as follows:

- the risk management function ensures the management and control of identified risks by means of specific assessment processes;
- the compliance function ensures the management of compliance risk and the oversight of compliance with the applicable regulations;
- the internal audit function ensures the objective examination of the BT's overall activities, for the purpose of an independent assessment of risk management, of the internal control system, of the management and execution processes, in order to support the achievement of the objectives; it also issues recommendations for the improvement of such activities.

The external auditor, appointed by the General Meeting of Shareholders, independently examines the bank's financial statements to assess whether they are, in essence, accurate, complete, and provide a true and fair view of the institution's financial position and performance. The auditor also verifies compliance with the applicable legal framework and standards governing the financial reporting process. The external auditor of the bank - Deloitte Audit S.R.L. - has audited the individual and consolidated financial statements of the bank as of December 31, 2025.

ESG RISKS (ENVIRONMENTAL, SOCIAL AND GOVERNANCE)

Within the context of intensifying global sustainability concerns, 2025 marks a significant milestone in strengthening the European legislative framework dedicated to ESG risks, with multiple initiatives supplementing the Omnibus legislative packages related to Sustainability & ESG Reporting. The European supervisory authorities and relevant international organizations have launched a series of initiatives aimed at supporting the

green transition, reducing systemic risks and improving consumer protection. Of these, some of the most representative refer to the integration of the ESG risks into the risk management and governance framework, aiming at not only the resilience of the banking sector, but also aligning it with climate neutrality objectives, the banks being encouraged to consider both the impact resulting from their own activities, and that generated by the financed activities. EBA/ GL/2025/01 Guidelines on the ESG risk management provides methodological recommendations on the integration of ESG risks into the credit institutions' risk management framework, highlighting also the necessity to develop prudential transition plans to support efforts towards the transition to Net-Zero. Additionally, specific guidelines for developing crisis scenarios come to complete the necessary actions, calibrating the institution's approaches, with the business specificity and risk appetite.

Regarding the strategic objectives on ESG risks, the Bank applies an integrated framework for their supervision, assessment and mitigation, in line with the international regulations and best practices. Without the enumeration being exhaustive, it implies:

- **Continuously updating the ESG risk management framework**, based on the recommendations of the competent authorities, relevant international organizations and best practices, including initiatives such as conducting GAP analyses to optimize processes, promoting financial education, diversity, inclusion, and improving transparency and risk management mechanisms, while strengthening the principles of business ethics and corporate governance;
- **Monitoring the ESG risk profile through indicators**, operational limits and recurrent reports to the management structures, with escalation principles defined by specific governance;
- Assessing the impact of ESG risks on capital and liquidity;
- Promoting financial inclusion and impact financing, through green, social or sustainable products;
- **Integrating the IFC/ EBRD standards into ESG analysis**, including the compliance with the requirements of the relevant authorities and the use of the exclusion lists;
- **Applying the ESG risk analysis in the lending activity**, by utilizing a Heat-Map application;
- Monitoring the carbon emissions and tracking the reduction of the carbon footprint, both resulting from the Bank's own operations and from the financed activities;
- **Adopting specific sectoral policies pursuing**, where appropriate, a phased exit strategy.

Within the process of aligning with the climate neutrality objectives, the Bank assesses at least annually the ESG factors, their materiality related to the Bank's objectives and specific strategies (e.g. business strategy, risk strategy, sustainability strategy, sectoral strategies, etc.), reassessing the risk appetite. Additionally, based on a differentiated system of indicators (depending on the importance/ relevance/ granularity, etc.) it constantly

monitors the evolution of the portfolio and adjusts the strategies, correlated with the assumed transition plan.

CORPORATE GOVERNANCE TRANSPARENCY AND ACCOUNTABILITY

- General Meeting of Shareholders – Strategic Decisions
- Board of Directors
- Committees Reporting to the Board of Directors
 - Audit Committee
 - Remuneration Committee
 - Nomination Committee
 - Risk Management Committee
- Executive Committees:
 - Leaders' Committee
 - Assets and Liabilities Management Committee
 - Procurement Committee
 - Human Resources Committee
 - Credit Policy and Approval Committees (CPAC – Corporate, CPAC – Retail)
 - Head office Credit and Risk Committees (CCR1,CCR2, level 1 retail credit competence/level 1 retail post-approval services competence, retail credit committee)
 - Committees specific to the activities of the Credit Remediation Department and the Workout, Insolvency and Bankruptcy Department
 - Committee for Monitoring Debt Enforcement and Realization of Assets (CW1, CW2, CRS, CR1, CR2 and CRW)
 - Special Committee for Approval of Legal Enforcement / Litigation (CMESVA)
 - Financial Institutions Credit Committee (CAES)
 - Branch Credit & Risk Committee (CCIF)
 - Factoring Committee (CCRS)
 - Data Management Steering Committee
 - Operational Risk Committee
 - ESG Committee
- BT Group Diversity and Equal Opportunities Policy
- Human Rights Principles
- Policies for the Prevention of Corruption and Bribery
- Policy against Anti-Money Laundering
- Remuneration policy (applicable to identified personnel)



Corporate Governance represents a strategic role in strengthening Banca Transilvania's performance. By establishing a clear direction, it contributes to achieving the company's objectives, adequate risk management, and responsible resource allocation.

As an issuer on the capital market, Banca Transilvania is committed to comply with the Bucharest Stock Exchange Corporate Governance Code, applying the principles and requirements set forth therein. Both [previous version](#) of the Code and the [updated edition](#), which came into force on January 1st, 2025, can be consulted on the BSE's website. The first year of reporting compliance with the new Corporate Governance Code of the Bucharest Stock Exchange is 2026, for the 2025 financial year. In this regard, Banca Transilvania makes every effort to continuously verify that its shareholders comply with the legal and regulatory requirements regarding their financial integrity and solidity, as well as those relating to the influence they may exert on the management of the bank, no aspects being identified that may contravene these requirements.

GENERAL MEETING OF SHAREHOLDERS – STRATEGIC DECISIONS

The General Meeting of Shareholders (GMS) is the supreme decision-making body of Banca Transilvania that ensures the strategic management of the Bank, with the responsibility of setting strategic organizational objectives and allocation of resources necessary to achieve them.

The decisions of the General Meeting of Shareholders adopted in accordance with the applicable law and the provisions of the [Bank's Articles of Association](#) are mandatory for all the shareholders, including for the ones that have not taken part in the Meetings.

Each shareholder has the right to participate in the General Meetings, either in person or through a representative (BT shareholder or not), based on a special letter of attorney, in accordance with the applicable law. In compliance with the provisions laid down in the Articles of Association, the power of attorney must be submitted or sent to Banca Transilvania five (5) days prior to the date of the meeting (GMS). Legal entities are represented in the General Meetings by their legal representatives or other authorized persons in accordance with their statutory documents.

The General Meetings may be Ordinary or Extraordinary and shall be convened by the Board of Directors, in accordance with the law. They shall be held at the headquarters of the Bank or at another location, indicated in time through the convening notice.

The convening notice shall be published in the Official Gazette, in a newspaper with national coverage, and in a widely circulated newspaper in the city where the company's headquarters are located. The notice shall contain information about the place and date of

the Meeting, as well as the agenda and the meeting date shall not be held earlier than thirty (30) days as of the convening date.

The Ordinary General Meetings shall be held at least once a year, within a maximum of four (4) months after the end of the financial year. In addition to discussing other issues on the agenda, the general meeting is required to:

- discuss, approve or amend the annual financial statements, based on the reports submitted by the Board of Directors, or, as applicable, the financial auditor, and set the dividend;
- elect and revoke the members of the Board of Directors;
- appoint and set the minimum duration of the financial audit agreement, as well as to revoke the financial auditor;
- establish the remuneration of the Board members for the current financial year, unless it has not been established through the Articles of Association;
- decide on the management of the Board of Directors;
- establish the Revenue and Expenditure Budget and the Activity Plan for the following financial year;
- decide on the pledge, lending or dissolution of one or several units of the company.

With regard to the repurchase of its own shares, the Board of Directors can initiate the repurchase procedure only subject to the decision of the Extraordinary General Meeting of Shareholders, under the conditions governed by Law No. 31/1990 on Companies, as well as by the capital market legislation. For the validation of the decisions of the Ordinary General Meetings, the presence of shareholders representing at least thirty-five percent (35%) of the share capital is required. The decisions shall be taken with the majority of the votes expressed. On the date set for the second convening, the Meeting is validly constituted regardless of the quorum (irrespective of the percentage of share capital represented by the attending shareholders) and the decisions shall be taken with the majority of the votes of those present.

Members of the Board of Directors may not vote at the Ordinary General Meetings, either in person or by a power of attorney, in respect of the discharge of their management or on any other issue relating to their person or activity.

In order for the Extraordinary General Meeting to be validly convened, the presence of the shareholders representing at least thirty-five percent (35%) of the share capital is required, whereby the decisions are to be made with the majority of votes held by the present or represented shareholders (in accordance with Article 115(2) of Law No. 31/1990). If, upon the first convening, the above quorum is not met, a second meeting shall be held where the presence of the shareholders representing at least one-fifth of the share capital is required and the decisions on the issues included in the agenda of the previous

Extraordinary General Meeting shall be adopted by a majority of votes held by the attending or represented shareholders (under Article 115 (2) of Law no.31/1990 on Companies).

The Board of Directors must convene the Ordinary or Extraordinary General Meeting upon the request of the shareholders representing at least five percent (5%) of the share capital, which request must be submitted in writing and justified. In the event of non-compliance, the competent court at BT's headquarters may authorize the convening of the meeting, by appointing a person from among the shareholders to chair the meeting.

The decisions of the General Meeting shall be taken by open vote. Secret voting is mandatory for the election or the removal of any Board of Director members as well as for decisions regarding the liability of members of the administrative, management, and control bodies of Banca Transilvania.

The General Meetings of Shareholders are chaired by the Chairman of the Board of Directors or by a representative appointed by the Chairman from among the members of the Board of Director. One to three secretaries from the attendees are also elected to verify the attendance, indicating the share capital represented by each shareholder attending or represented, to verify the minutes prepared by the technical secretary regarding the number of shares represented at the Meeting and compliance with all formalities required by the applicable law and the Articles of Association.

Banca Transilvania's shareholders have all the rights conferred by the applicable law and the Articles of Association of BT, including the provisions of Law no. 31/1990 on Companies, the banking and capital market legislation, within the limits set by the legal framework and the Articles of Association.

Such rights include without limitation:

- The right to be informed on the General Meeting of Shareholders - granted to every shareholder. This implies access to the annual financial statements, Board of Directors/auditor/censor reports;
- The right to address written questions prior to the General Meeting of Shareholders;
- The right to ongoing information - granted to all shareholders. This implies access to the Register of GMS Decisions, as well as to the company's Articles of Association, within the limits of the law;
- The right to vote of any shareholder who holds shares based on the principle of one share - one vote;
- The right to dividends if the legal requirements are met;
- The right to request the annulment of the decisions of the General Meeting of Shareholders- granted to the shareholders who voted against or abstained at the GMS, within the limits established by law;

- The right to convene the GMS – for shareholders holding at least five percent (5%) of the share capital;
- The right to add new topics on the GMS agenda - for shareholders holding at least five percent (5%) of the share capital;
- The right to report censurable acts - applicable only upon the request of a shareholder holding at least five percent (5%) of the share capital, in which case the auditors are required to conduct the appropriate investigation.

Additional details regarding the General Meeting of Shareholders, as well as the shareholders' rights are available in Banca Transilvania's Articles of Association, which can be accessed on the Bank's website, under the Investor Relations section, in the Corporate Governance category – General Information. Details regarding the procedure for holding the GMS are available in the Convening Notice, on BT's website, under the Investor Relations section, in the GMS category.

During 2025, Banca Transilvania held two General Shareholders' Meetings, in April and October. All decisions adopted, supporting materials, related reports, and related documentation were published in the GMS section of the Investor Relations page mentioned above, ensuring full transparency and easy access for all shareholders.

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 specific clarifications regarding the Bank's policies, regulatory developments, and issues relevant to corporate responsibility.

Furthermore, the bank reaffirms its commitment to continuously strengthen its relationship 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.

BOARD OF DIRECTORS

The management structure of Banca Transilvania includes the supervisory body, the Board of Directors and the top management, the Leaders' Committee.

The top management of the bank is provided by individuals appointed to exercise the operational management of the credit institution, who are accountable to the management body for the performance of their duties. Their mandates are exercised in accordance with

the provisions of the management contracts, the applicable regulations of the National Bank of Romania, the provisions of Law No. 31/1990 on Companies, as well as the bank's internal regulatory framework.

The management of Banca Transilvania is exercised by a Board of Directors appointed by the General Meeting of Shareholders for terms of four (4) years. The Board consists of seven (7) directors, elected by the shareholders at the General Meeting of Shareholders, either upon expiry of their term of office or on an exceptional basis, in the event of one or more vacancies. In accordance with the specific regulations issued by the NBR, the Board of Directors is the body responsible for strategic guidance, coordination, supervision, and control of the bank's activities, with the responsibility of ensuring prudent, efficient, and compliant management within the applicable regulatory framework.

Within Banca Transilvania, the Board of Directors has the following structure:

- Chairman of the Board of Directors;
- Vice-Chairman of the Board of Directors;
- five (5) directors - members of the Board of Directors;

The eligibility criteria for the appointment of the Board of Directors are those set out in the applicable specific legislation, namely Law no. 31/1990 on Companies, Government Emergency Ordinance no. 99/2006 on credit institutions and the relevant regulations of the NBR, as well as those set out in the Articles of Association of Banca Transilvania.

After the approval of the nomination by the shareholders at the GSM, but before the actual takeover of the mandate, each new member of the Board of Directors must obtain prior approval from the National Bank of Romania, in accordance with the "fit & proper" assessment requirements applicable to credit institutions.

The members of the Board of Directors are not involved in the Bank's operational activities, as these responsibilities fall exclusively to the Leaders' Committee. The role of the Board is one of supervision and strategic guidance, in accordance with corporate governance standards and NBR regulations.

Responsibilities of the Board of Directors:

- To monitor the implementation of the strategy and the objectives set out in the policy statement adopted by the General Meeting of Shareholders, as well as of the medium-term Strategic Plan, to approve and review the general strategies and policies relating to the bank's activity at least once a year;
- To adopt the Activity Plan and the Revenue and Expenditure Budget, the Investment Program and the Profit and Loss Account, as well as to prepare the Report regarding the bank's activity, which are all submitted for approval to the General Meeting of

Shareholders and to prepare the proposals for the distribution of the net profit, submitted for approval to the General Meeting of Shareholders;

- To approve and implement a Strategic Plan for a minimum period of two (2) years which is to be reviewed at least annually;
- To approve the Rules of Organization and Administration, the [Code of Ethics and Conduct](#), the organizational structure, as well as the principles for staff remuneration and retention, and to approve sound strategies and policies for establishing new structures and individual exposures towards persons in special relations with the bank;
- To supervise the management of the compliance risk;
- To create the necessary conditions for an independent, permanent and efficient compliance function;
- To approve the annual Compliance Program of the Bank and its subsidiaries, as well as the selection and suitability assessment processes for persons holding key positions;
- To oversee the reporting and communication processes with the National Bank of Romania;
- Ongoing assessment of the capital adequacy in relation to risks, ensuring that capital allocations are in line with the risks assumed both for the credit institution and for its subsidiaries;
- To approve the recording of losses and major expenses for fixed assets and leasing, within the limits of the powers established by the Bank's internal regulations;
- To approve the contingency, business continuity, and recovery plans, in accordance with the applicable regulations;
- To approve the accounting policies, the financial control system policies, as well as the significant risk management policies;
- To approve other significant exposures and operations of the Bank, including exposures to affiliated parties and shareholders with significant holdings, setting credit-related limits, initiating enforcement proceedings, approving loans and borrowings granted above the established limits, approving operational budgets, major or related-party transactions, debt and financing with significant impact, as well as approving remuneration policies, measures regarding participations, acquisitions, outsourcing, internal regulations and risk limits in accordance with internal regulations and the powers established by the Board of Directors;
- To approve other internal policies and rules, in accordance with the Bank's Rules of Organization and Administration.

The Board of Directors meets, as a rule, quarterly and whenever necessary, including when operational or regulatory circumstances require, the meetings being validly constituted in the presence of at least half of its members. The Board may also exercise its specific powers through specialized committees set up at its level, consisting of three–four (3-4) members and operating on the basis of the mandates received and in accordance with the

legal requirements applicable to each forum. The committees established at the level of the Board of Directors are: the Audit Committee, the Remuneration Committee, the Nomination Committee, and the Risk Management Committee. These support the Board in exercising its supervisory role through specialized analysis, independent evaluation, and the drafting of recommendations in their areas of expertise. The activity of the Board of Directors and its committees are governed by terms of reference and procedural rules aligned with corporate governance principles, which are published on the BT website.

In 2025, the Board of Directors met in person seven (7) times. In determining the attendance rate at the meetings presented below, both physical presence and objectively justified absences were taken into account, in accordance with the bank's practices.

The structure of Banca Transilvania's Board of Directors and the professional expertise of its members as of December 31, 2025, is as follows:

MEMBER	POSITION	PERSONAL DATA
HORIA CIORCILĂ		
Date of first election: April 2002		
Duration of the current mandate: April 2022- April 2026	Chairman	Technical University of Cluj-Napoca, The Faculty of Automatic Control and Computers. The CV including information about other current positions held is available here .
Non-executive director		
BoD attendance in 2025: seven (7) out of seven (7) meetings		
THOMAS GRASSE		
Date of first election: April 2014		
Duration of the current mandate: April 2022- April 2026	Vice-Chairman	Bankakademie Frankfurt-Business School of Finance and Management. The CV including information about other current positions held is available here .
Independent non-executive director		
BoD attendance in 2025: seven (7) out of seven (7) meetings		

IVO GUEORGUIEV

Date of first election:
April 2014

Duration of the current
mandate: April 2022- April 2026

Member

MBA, Alberta University, Edmonton,
Canada. The CV including information
about other current positions held is
available [here](#).

Independent non-executive
director

BoD attendance in 2025: seven
(7) out of seven (7) meetings

VASILE PUȘCAȘ

Date of first election:
April 2012

Duration of the current
mandate: April 2022- April 2026

Member

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

Independent non-executive
director

BoD attendance in 2025: seven
(7) out of seven (7) meetings

MIRELA BORDEA

Date of first election:
April 2017

Duration of the current
mandate: April 2022- April 2026

Member

Bucharest University of Economic
Studies, External Trade Department. The
CV including information about other
current positions held is available [here](#).

Independent non-executive
director

BoD attendance in 2025: seven
(7) out of seven (7) meetings

**LUCYNA STANCZAK
WUCZYNSKA**

Date of first election:
April 2022,

Duration of the current mandate:
April 2022- April 2026

Member

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 company [here](#).

Independent non-executive director

BoD attendance in 2025: seven (7) out of seven (7) meetings

**FLORIN PREDESCU
VASVARI**

Date of first election:
April 2022

Duration of the current mandate:
April 2022- April 2026

Member

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

Independent non-executive director

BoD attendance in 2025: seven (7) out of seven (7) meetings

COMMITTEES REPORTING TO THE BOARD OF DIRECTORS

Audit Committee

Mr. Ivo Gueorguiev – Chairman, Mr. Thomas Grasse – Member; Mrs. Mirela Bordea – Member

Remuneration Committee

Mr. Vasile Pușcaș – Chairman; Mr. Horia Ciorcilă – Member; Mr. Ivo Gueorguiev – Member

Nomination Committee

Mr. Florin Predescu Vasvari – Chairman; Mr. Horia Ciorcilă – Member; Mr. Ivo Gueorguiev – Member

Risk Management Committee

Mr. Thomas Grasse - Chairman, Mr. Ivo Gueorguiev - Member; Mr. Florin Predescu Vasvari – Member; Mrs. Lucyna Stanczak-Wuczynska – Member.

The Secretary of the Board of Directors, as well as of the Board Committees is ensured by a secretary, i.e. Mrs. Ioana Olănescu, Senior Executive Director, Corporate Governance and Non-Credit Legal Affairs..

The Board of Directors currently comprises six (6) independent directors and consists entirely of non-executive directors.

In 2025, the Nomination Committee conducted the annual assessment of the suitability of the Board of Directors and its committees, in accordance with applicable regulations and the bank's internal policies. The assessment covered both the collective and individual composition of the Board members, analyzing their skills, professional experience, diversity, reputation, time allocated to the position, and independence of thought. As a result of this process, no weaknesses or significant issues were identified that would affect the proper functioning of the Board or its committees.

Banca Transilvania applies a formalized framework for assessing the suitability of the management body, in accordance with the regulations of the National Bank of Romania and the European requirements for the governance of banking institutions. The policy on assessing the adequacy of the management body can be accessed on the BT website, in the Investor Relations section, under [Corporate Governance, Declaration of Compliance](#) being accessible to all interested parties. The same section also includes detailed information on the [Remuneration Policy regarding the Bank`s Management Body](#), reflecting principles of prudence, proportionality, and alignment with the institution's strategic objectives. Together, these instruments, the periodic assessment of suitability, governance policies, and remuneration policies contribute to maintaining a solid, transparent management framework in line with best practices in the financial market, strengthening the balance between strategic oversight and operational management of the bank.

AUDIT COMMITTEE

Purpose, responsibilities and principal duties

The Audit Committee within the Board of Directors carries out its activities based on the applicable legal framework: Law No. 31/1990 on Companies, Law No. 162/2017 on the statutory audit of annual financial statements and consolidated annual financial statements and on the amendment of certain legislative provisions, NBR Regulation No. 5/2013 on prudential requirements for credit institutions and the Rules of Organization and

Administration of Banca Transilvania. The number of members and the powers of the Committee are approved by the Board of Directors.

The Audit Committee is responsible for overseeing the performance of the external auditors and providing recommendations regarding their appointment, renewal of mandate, and remuneration. It also evaluates the functioning of the internal audit system, developed under the responsibility of the Internal Audit Division's management, which reports directly to the Board of Directors on this system. The Committee may issue recommendations to the Board of Directors regarding the effectiveness of the internal audit department's performance, as well as regarding the establishment and review of the remuneration of the head of this Division, in accordance with independence and objectivity requirements set out in the applicable regulations.

The committee members meet periodically with the Bank's external auditor to analyze matters arising during audit missions, as well as the responses provided by the Bank's executive management to those findings. During these meetings, the Committee also assesses the degree of objectivity and independence of the opinions expressed by the external auditors. The Committee monitors compliance with Romanian legal and regulatory requirements regarding the preparation, presentation, and audit of financial statements, including compliance with IFRS standards and regulations issued by the National Bank of Romania. In this context, the Committee reviews the external auditor's report on the IFRS financial statements and reviews and preapproves the Bank's IFRS financial statements prior to their submission to the Bank's Board of Directors. The full list of responsibilities delegated to the Committee is detailed in the Audit Committee Regulation, published on the bank's website.

Audit Committee Report for 2025

The Audit Committee consisting of three (3) independent non-executive members, held seven (7) physical meetings in 2025, in addition to holding a series of conference calls and in absentia meetings to review, discuss and approve specific topics. The attendance rate of the meetings presented below was determined by taking into account both physical attendance and absences that were objectively justified, in accordance with the bank's practices.

Structure of the Committee in 2025:

- **Mr. Ivo Gueorguiev** – Chairman of the Audit Committee; Independent non-executive director with extensive audit experience, attending seven (7) out of seven (7) meetings;
- **Mr. Thomas Grasse** – Member; Independent non-executive director with extensive audit experience, attending seven (7) out of seven (7) meetings;
- **Mrs. Mirela Bordea** – Member; Independent non-executive director with extensive audit experience, attending seven (7) out of seven (7) meetings.

During the meetings held in 2025, the Audit Committee addressed the following:

- Analyzed the financial statements and the report prepared by the external auditor for 2024, focusing on the significant accounting and reporting aspects and their impact on the financial statements;
- Monitored the effectiveness of the internal control, internal audit and risk management by analyzing specific reports prepared by the Bank's control functions and other relevant reports;
- Analyzed specific aspects of the NBR's reports and monitored the implementation of the related recommendations;
- Monitored the implementation of significant recommendations in the external auditor's letter to management;
- Established an annual audit plan for internal audit, together with the internal auditor;
- Oversaw the preparation of sustainability reports and the information included therein, to the extent that this task is not assigned to another committee.

The Audit Committee carried out an intensive supervisory activity, working closely both with the Bank's external auditor and the Deputy Chief Financial Officer (CFO) on matters related to the Bank's financial results, which were audited and reviewed by the financial auditor. Based on the analyses performed, the Committee issued recommendations to the Board of Directors regarding their approval.

Throughout the year, dedicated meetings were held for audit planning and reporting, attended by the external auditor, including sessions conducted in the absence of the management team, in line with best practices on independence and objectivity. The Committee also reviewed updated information provided by the external auditor and by the Bank's management regarding changes in Romanian legislation affecting credit institutions, with a particular focus on current and upcoming developments in IFRS financial reporting standards.

The Committee examined the effectiveness of the Bank's internal controls, working closely with both the external and internal auditors to closely monitor any identified deficiencies and to track the progress of remediation actions through ongoing analytical follow-up. In addition, the Audit Committee was briefed on the results of external inspections carried out by regulatory authorities.

The Committee oversees the conduct of the statutory audit and is responsible for assessing and monitoring the independence and objectivity of the external auditor, as well as for reviewing the quality of the delivered audit reports. In this context, the Committee ensures that the relationship with the external auditor complies with applicable professional and regulatory standards.

In 2023, the Audit Committee coordinated the selection process for the external auditor of Banca Transilvania for the audit of the financial statements for the 2023–2027 financial years, prepared in accordance with the International Financial Reporting Standards, pursuant to NBR Order no. 27/2010. The external auditor — Deloitte Audit SRL — was subsequently appointed by the Ordinary General Meeting of Shareholders of Banca Transilvania on 26 April 2023, based on the independence statement submitted to the Audit Committee and on the Committee’s own assessment of the auditor’s competence, objectivity, and ability to fulfil the mandate. Following its analysis, the Committee concluded that the external auditor is independent in providing audit services to Banca Transilvania and that it may also perform certain non-audit services within the limits set by the applicable regulatory framework.

During 2025, the Audit Committee did not identify any situations, risks, or elements that could question the independence of the external auditor or affect the integrity of the audit process conducted for Banca Transilvania.

REMUNERATION COMMITTEE

Purpose, responsibilities and principal duties

The Remuneration Committee operates as an advisory committee subordinated to the Board of Directors, established to provide independent opinions on remuneration policies and practices. The Committee assesses the extent to which the remuneration structure supports the prudent management of Banca Transilvania’s risk, capital, and liquidity, and evaluates whether the incentives offered to staff are aligned with the institution’s strategic objectives and risk profile. The Committee also exercises the responsibilities delegated by the Board of Directors in this area of activity.

The composition of the Remuneration Committee is as follows:

- The Chairman of the Board of Directors;
- Up to two (2) Board of Directors members.

This Committee reviews and ensures that the general principles, as well as remuneration and benefits policies are aligned with the Banca Transilvania’s business strategy, long-term organizational values and objectives. The Remuneration Committee meets at least twice a year or whenever necessary, upon the request of one of its members or of the bank’s management.

Remuneration Committee’s Report 2025

As of December 31, 2025, the Remuneration Committee is composed of:

- Mr. Horia Ciorcilă
- Mr. Ivo Gueorguiev

- Mr. Vasile Pușcaș

The percentage of independent members is 66.66%.

In 2025, the Remuneration Committee met (in person or via electronic means) nine (9) times with all members in attendance. The attendance record of the meetings presented below has considered both the physical participation and the objectively justified absences, in accordance with the Bank's internal practices. The Chairman of the Risk Committee was invited to the meetings to make sure that the remuneration practices are in line with the Bank's risk management requirements.

During the meetings held throughout 2025, the Remuneration Committee accomplished the following:

- The committee analyzed and made sure that the general remuneration and incentive principles and policies for staff are in line with the long-term business strategy, values and objectives of the BT Financial Group. In this regard: it analyzed and approved the Staff Remuneration Policy applicable at BTFG level, approved the Staff Remuneration Norm applicable at BTFG level, analyzed the general principles of the Remuneration Policy, and informed the Board of Directors on how to implement them, ensuring the completion of an independent internal assessment at a centralized level of compliance with the applicable Policy;
- The committee monitored the fulfilment of the following legal requirements:
 - the involvement of the internal control functions (audit, risk and compliance) as well as of the Human Resources Department in the development of the remuneration policy;
 - ensuring that the Bank staff has access to the remuneration policy, and that the performance evaluation process is properly and transparently formalized for employees;
 - promoting a Remuneration Policy that ensures sound and efficient risk management;
 - the alignment of the remuneration policy with the long-term business strategy, objectives, values and interests of the bank, including the implementation of measures to prevent conflicts of interests.
 - the assessment of the mechanisms and systems implemented in order to ensure that the remuneration system takes into account all types of risks, liquidity and capital levels and that the overall remuneration policy is in line with the Bank's strategy and promotes sound and efficient risk management being aligned with the institution's long-term business strategy, objectives, culture and corporate values and the long term interests.
- The Committee approved the total annual remuneration levels for the members of the Leaders' Committee and BT's executive directors (fixed and variable remuneration), based on the achievement of SMART objectives, as well as the

remuneration of BT staff and the management of BT subsidiaries, in accordance with its competences and based on the performance evaluation process conducted;

- The Committee directly supervised the remuneration levels of the coordinators of the risk management, compliance and audit functions (Manager and Deputy Managers of the Risk Management, Internal Audit and Compliance Division) and adopted decisions on the remuneration associated with internal control functions, taking into account the requirements for maintaining an adequate framework for risk management and ensuring compliance
- The Committee approved the 2025 Stock Option Plan Programme;
- The Committee supervised the process of drafting, internal approval and submission for approval of the Extraordinary General Meeting of Shareholders of the Remuneration Policy applicable to the Bank's management body;
- The Committee approved the 2024 Remuneration Report, prepared in accordance with regulatory requirements, as well as the Gender Pay Gap Report, prepared in accordance with the reporting requirements of the National Bank of Romania.

NOMINATION COMMITTEE

Purpose, responsibilities and principal duties

The Nomination Committee operates as an advisory committee subordinated to the Board of Directors, with the role of providing independent opinions on nomination policies and to exercise the responsibilities delegated by the Board of Directors in this area of activity.

The Nomination Committee consists of:

- The Chairman of the Board of Directors;
- Up to two (2) Board of Directors members.

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

Nomination Committee's Report for 2025

As of December 31, 2025, the Nomination Committee is composed of:

- Mr. Horia Ciorcilă
- Mr. Ivo Gueorguiev
- Mr. Florin Predescu Vasvari

The percentage of independent members is 66.66%.

In 2025, the Nomination Committee met (physically or via electronic means) eleven (11) times with all members in attendance. The attendance record of the meetings presented above has considered both the physical participation and the objectively justified absences, in accordance with the Bank's internal practices.

During the meetings held throughout 2025, the Nomination Committee carried out a series of essential activities aimed at ensuring a solid governance framework and a rigorous suitability and nomination process at the level of Banca Transilvania's management body, as follows:

- The Committee reviewed and made sure that the general principles and nomination policies for staff are aligned with the long-term business strategy, values and objectives of the Banca Transilvania. In this regard, the committee:
 - identified and recommended to the Board of Directors the extension of the mandates of the management body members whose mandates were approaching their end (including in terms of the new durations of their mandates),
 - assessed the balance of knowledge, skills, diversity and experience within the management body to ensure an adequate composition and complementarity;
 - assessed the structure, size, composition and performance of the management body making recommendations to the management body on any necessary adjustments;
 - assessed the knowledge, skills and experience of each member of the management, reporting the results to both the competent bodies and to the supervisory authority. As part of the individual suitability assessment, the Committee also included the evaluation of knowledge related to sound ESG (Environmental, Social and Corporate Governance) principles and practices; monitored and analyzed the selection and succession planning processes for key function holders and members of the management body, and approved appointments and mandate extensions within BT and its subsidiaries, in accordance with internal suitability and nomination policies and procedures;
 - reviewed the results of the professional training program, carried out based on the program approved by the Committee, with a view to assessing the suitability of senior management successors for 2026;
 - reviewed and approved the lists of identified staff at BT and its subsidiaries, updated on a semi-annual basis;
 - ensured that the Bank's Diversity Policy applicable to the management body was updated by including quantitative objectives for the under-represented gender and by strengthening the internal regulatory framework and principles governing the appointment process of members of the Bank's management body;

- monitored the annual review of the Policy on selection, monitoring, evaluation, and succession planning within BT as well as the Equal Opportunities Policy, in accordance with the applicable provisions

RISK MANAGEMENT COMMITTEE

Purpose, responsibilities and principal duties

The Risk Management Committee is a governing body subordinated to the Board of Directors. It operates independently from the executive management in order to fulfil its duties towards stakeholders.

The Committee's responsibility is to support the Board of Directors in its oversight of the Group's risk management framework and establish a universal Group risk appetite structure. It is entrusted to oversee and monitor the alignment of the overall risk framework to the Group's business strategy, while fostering a robust culture of prudent risk decision-making.

Its oversight duties include:

- a robust assessment of principal and emerging risks faced by the Group, with emphasis on those that could threaten capital adequacy and solvency, the business model and financial performance,
- ensuring oversight of the Bank and its subsidiaries, enterprise-wide risk management framework, risk appetite and risk tolerance as appropriate for the Group's business activities,
- monitoring the risk management framework alignment with the Group's growth strategy, supporting a prudent risk culture and facilitating a well-reasoned consensus with executive management regarding the Group's strategic risk positions.
- the Group's non-financial risks, including people, conduct, Sustainability risks, cyber and information security and reputational risk.

The purpose of the Committee is to assist the Board of Directors in fulfilling its governance and supervisory responsibilities related to risk.

The number of members and their competences are determined by the Board of Directors. The full list of the Committee's responsibilities is available in the Rules of Operation of the [Risk Committee](#), published on the bank's website.

Risk Management Committee's Report for 2025

Over the past year, the Committee continued its proactive supervisory approach and focused its activities on risk management priorities arising from the Bank's and the Group's strategy and the prevailing business and operating environment.

The Committee maintained a strong focus on the Group's operational resilience and received regular updates from the Deputy Chief Executive Officer in charge of risk management.

The Committee's initiatives in 2025 continued to remain committed to maintaining best practices in risk management to ensure protection of the Bank's core, while enabling Group's business growth.

During the year, the Committee focused its oversight on the Bank's first time participation in the 2025 EU-wide stress test conducted by the European Banking Authority in cooperation with the National Bank of Romania, the European Central Bank and the European Systemic Risk Board. The 2025 exercise included a sample of 64 banks representing about 75% of the total assets of EU banks.

Banks were tested against a baseline scenario and a hypothetical adverse scenario that assumes a severe but plausible economic shock. Banca Transilvania Group stress test results confirmed the solidity of the Group and its resilience under the adverse scenario.

Another Committee focus point was the implementation of the Digital Operational Resilience Act (DORA) in the Bank and scoped subsidiaries.

The committee consists of four (4) independent non-executive members of the Board of Directors. The Group considers that all the members of the Risk Management Committee of Banca Transilvania continue to demonstrate a fully independent judgement in all aspects related to their functions.

The Committee held five (5) physical meetings in 2025 and three meetings by correspondence. The Committee reports, including its findings and recommendations, are regularly submitted to the Board of Directors in each of its meetings by the Chairman of the Risk Management Committee.

In 2025, Risk Management Committee consisted of:

- **Mr. Thomas Grasse:** Chairman; Independent non-executive director with extensive risk management experience, attending five (5) out of five (5) meetings;
- **Mr. Ivo Gueorguiev:** member; Independent non-executive director with extensive risk management experience, attending five (5) out of five (5) meetings;
- **Mrs. Lucyna Stanczak-Wuczynska :** Independent non-executive director with extensive risk management experience, attending five (5) out of five (5) meetings;
- **Mr. Florin Predescu Vasvari:** member; Independent non-executive director with extensive risk management experience, attending five (5) out of five (5) meetings.

As in previous years, the Risk Management Committee focused on periodically recurring topics such as the annual Group risk appetite statement, resolution and recovery, as well as the internal processes to ensure capital adequacy and an appropriate liquidity position, based on the financial plan, to ensure that the Bank holds sufficient capital to stay within risk appetite limits and regulatory requirements. The Committee also prioritised the enhancement of scoped Subsidiaries Risk Management frameworks to ensure Group-wide harmonisation and resilience.

In addition, the Committee discussed the development and monitored progress of the Bank's key transformation initiatives in connection with the Risk function. Particular focal points in this context were the further development of the Group's operating model in the Risk function and the execution of CRO strategic priorities 2024-28.

The Committee focused on a range of other regulatory priorities, including the Supervisory Review and Evaluation Process (SREP) results, internal capital and liquidity allocation updates, regulatory capital adequacy and minimum requirement for own funds and eligible liabilities reports and examined various stress tests and their results.

The following section provides detail on how the Committee discharged its responsibilities within an ongoing complex environment during 2025 alongside principal activities and priorities:

- it reviewed and recommended Board approval for the new Risk Appetite Framework and the Operational Risk management framework;
- it reviewed and assessed the robustness, adequacy and efficiency of the risk management system in Banca Transilvania and BT Group, focusing on the risk management strategies and policies, based on the reports prepared by the functions in charge of the bank's risk management;
- it examined the 2025 risk management strategy and ICT&SecIT Risk Strategy, as proposed by the Leaders' Committee;
- it analyzed the risk management reports for exposures to various risk types and, as part of its risk oversight, assessed the Bank's capital adequacy against the business plan to ensure sufficient capital buffers were maintained within risk appetite limits and prudential requirements;
- other topics of reporting and discussion were non-financial risks including IT security, cybersecurity, financial crime and related risk mitigation strategies and initiatives;
- it closely monitored the Group's credit portfolio, receiving regular updates on the overall asset quality, non-performing loans and cost of risk;
- the Committee oversaw the Bank's recovery planning process and recommended Board approval for its submission to the National Bank of Romania;
- considering uncertainties from continued adverse macroeconomic effects given high energy and other commodity prices, sustained inflationary pressure, elevated

interest rates and geopolitical risks, the Committee focused on reviewing model risk management assumptions, back testing and model validation results and discussed post model adjustments for estimate of collective impairment allowances;

- further, detailed analyses were requested by the Committee for specific topics in order to assess their inherent potential risks and the quantitative and qualitative risk management approach, e.g. integration of OTP risk portfolio, issuance of AT1 instruments, derivatives business, F/X risk, business sectors risk management strategies, Bail-in Playbook and testing, critical outsourcings/ third party vendors, International sanctions / Anti Money Laundering / Terrorist Financing, Anti Financial Crime complex;
- in close cooperation with the Remuneration Committee of the Board of Directors, it addressed the impacts of the compensation framework on the bank's capital and liquidity position and made sure that the remuneration policy promotes sound and efficient risk management;
- it carefully assessed the business continuity management;
- it oversaw in 2025 the execution of the updated 2024-2026 Sustainability Strategy, with a specific focus on climate risk management, EBA guidelines on ESG Risk Management implementation effective 1 January 2026 and, together with the Audit Committee, the Group's non-financial risks reporting.

The committee systematically reviewed the performance of the BT Financial Group's loan portfolio and closely monitored the Group's risk management processes, ensuring continuous enhancement of risk management tools and practices in a dynamic risk environment.

The regular risk reports also contain regulatory reports and the Committee continued in 2025 to monitor the implementation of the recommendations issued by the National Bank of Romania. The Committee also oversaw the bank's recovery and resolution capabilities plan update and recommended the Board of Directors' approval for its submission to the National Bank of Romania.

Both the Risk Management Committee and the Audit Committee invited to its meetings the Chief Financial Officer (CFO) and the Chief Risk Officer (CRO), the specialized teams in the risk and financing areas, as well as external consultants to provide updates and support materials. The Internal Audit Chief Executive is a permanent invitee to the Risk Management Committee meetings.

The risk management structures subordinated to the Deputy CEO, Chief Risk Officer operate as an independent entity within the bank, supporting a wide range of controls that cover the risk identification and management process. The committee reviewed the main documents that cover the risk policies and procedures and, together with the Audit Committee, monitored the observance thereof.

The communication lines with the executive management are open to constructive and permanent dialogue. The Committee was satisfied that appropriate risk management practices and monitoring mechanisms were in place to identify, manage and mitigate risks effectively across the portfolios. There were no significant divergent opinions between the Risk Management Committee and the Board of Directors or the Leaders' Committee in 2025.

The Chairman of the committee follows the remuneration policies and in cooperation with the Remuneration Committee, makes sure that there are no incentives that could weaken the risk management decisions, the monitoring and control of the credit portfolio.

Outlook for 2026

Geopolitical risks and macroeconomic volatility are expected to continue influencing the operational environment in 2026. In this context, the Committee will maintain its focus on overseeing the Bank's compliance to the Risk Appetite Framework, both at the level of the parent company (the bank) and across the Group.

The Committee will also continue to monitor progress in implementing the key elements of the risk-management strategy, with an emphasis on strengthening the processes, tools and models that support effective risk management. Attention will remain directed towards identifying and assessing emerging risks, as well as monitoring regulatory developments at national and European level that may impact the Group's risk profile.

Working closely with other Committees of the Board of Directors, the Risk Management Committee will continue to seek assurance on applying best risk management principles, techniques and strategies for mitigating the bank's risk exposure and to further strengthen the risk management capabilities and risk-taking capacity in safeguarding the Bank's financial stability and its customers.

LEADERS' COMMITTEE

Purpose, responsibilities and principal duties

The Bank's leaders are appointed by the Board of Directors and are required to meet all the applicable legal requirements in force, including prior approval by the NBR before taking up their duties. Under the relevant legal provisions, the Board of Directors has mandated the Bank Leaders jointly (and with some exceptions, individually) with the exercise of the Bank's organizational and steering duties. The Rules and procedures of the Leaders' Committee are approved by the Board of Directors and any amendment to them may only

be made exclusively by decision of the Board of Directors and shall take effect upon such approval.

The structure of Banca Transilvania's Leaders Committee and their professional background as of December 31st, 2025, are as follows:

MEMBER	POSITION	PERSONAL DATA
ÖMER TETİK Since June 2013	Chief Executive Officer (CEO)	Middle East Technical University, Ankara, The Faculty of Economic Sciences, Honor Student. CV and bio: here .
<i>Alphabetical order</i>		
CĂTĂLIN CARAGEA Since July 2024	Deputy Chief Executive Officer Risk (CRO)	Masters` Degree, Bucharest University of Economic Studies, Faculty of Finance, Insurance, Banking and Stock Exchanges. CV and bio: here .
GEORGE CĂLINESCU Since September 2013	Deputy CEO, CFO	The American University in Bulgaria, Blagoevgrad, Bulgaria; Applied Economics, Business Administration. CV and bio: here .
ANDRZEJ DOMINIĄK Since March 2024	Deputy Technology Officer (CTO)	Stanford University, Machine Learning. CV and bio: here .
OANA ILAŞ Since October 2022	Deputy CEO, Retail Banking	Executive MBA, United Kingdom. CV and bio: here .
TIBERIU MOISĂ Since May 2016	Deputy Chief Executive Officer MidCorporate & SME	Executive MBA, Sheffield University (UK). CV and bio: here .
BOGDAN PLEŞUVESCU Since April 2023	Deputy CEO Legal	Post-graduate courses in International Law - Institutions of the European Union, International Law, Faculty of Law, University of Bucharest CV and bio here .
LEONTIN TODERICI Since August 2013	Deputy Chief Executive Officer - COO	PhD in Cybernetics and Economic Statistics, Babes-Bolyai University, Faculty of Economics and Business Administration. CV and bio: here .

The Leaders' Committee reviews, endorses, approves, or, where appropriate, submits to the Board of Directors for approval the following: internal regulations, cost monitoring reports, the draft of the Revenue and Expenditure Budget, the draft of the Investment Program, the Balance Sheet, the Profit and Loss Account, and the Report on the Bank's activity.

The Leaders` Committee may delegate certain responsibilities to Committees; if deemed necessary, by express convocation, the Leaders` Committee may convene to address specific matters related to those committees.

The Executive Committee mandates tasks/responsibilities to the following committees:

- Assets and Liabilities Committee (ALCO);
- Procurement Committee;
- Human Resources Committee;
- Credit Policy and Approval Committees (CPAC – Corporate, CPAC – Retail);
- Head Office Credit and Risk Committees (CCR1, CCR2, Level 1 Retail Credit Competence / Level 1 Retail Post-Approval Services Competence, Retail Credit Committee);
- Committees specific to the activities of the Credit Remediation Department and the Workout, Insolvency and Bankruptcy Department (CW1, CW2, CR1, CR2 and CRW);
- Committee for Monitoring Debt Enforcement and Realization of Assets (CMESVA);
- Special Committee for Approval of Legal Enforcement/Litigation Status (CAES);
- Financial Institutions Credit Committee (CCIF);
- Branch Credit and Risk Committee (CCRS);
- Factoring Committee (FC);
- Data Management Steering Committee;
- Operational Risk Committee;
- ESG Committee.

ASSETS AND LIABILITIES MANAGEMENT COMMITTEE

The main objective of the Assets and Liabilities Committee is to manage the Bank's assets and liabilities. The Committee is appointed by the Leaders' Committee.

The meetings of the Assets and Liabilities Committee occur on a periodical basis or whenever required, upon the request of any member of the committee.

The Assets and Liabilities Committee receives informative materials and reports from the specialized structures within the Bank, it analyzes them and adopts decisions in areas such as the interest rate risk management, foreign exchange risk, liquidity risk, price risk and other related activity segments, for the purpose of ensuring adequate management of the Bank's assets and liabilities.

PROCUREMENT COMMITTEE

The main objective of the Procurement Committee is to decide BT's procurement policy and to approve all investments involving expenditure outside the contractual framework or exceeding the contractually regulated cost limits, according to the competence limits established through internal rules.

In exercising its responsibilities, the Committee analyses the opportunity of proposed investments and acquisitions, assesses whether they fall within the approved investment budget, monitors the progress of investments, identifies any unjustified cost deviations and proposes optimization measures.

HUMAN RESOURCES COMMITTEE

The Human Resources Committee is a structure established to support the development and efficiency of decision-making processes regarding matters related to Banca Transilvania's personnel.

In exercising its responsibilities, the Committee reviews and endorses key aspects related to staff structure, appointments to managerial roles and submits them to the competent bodies; approves salary adjustments, benefits and other remuneration elements; validates annual evaluations and professional development programs. The Committee also assesses remuneration and performance-evaluation policies and reviews and supports professional development initiatives.

CREDIT POLICY AND APPROVAL COMMITTEES (CPAC CORPORATE, CPAC RETAIL)

The Committees for Credit Policy and Approval have as main objective to establish BT's credit policy and to approve the credit facilities which exceed in terms of value or conditions the competences of other bodies or employees of the Bank.

HEAD OFFICE CREDIT AND RISK COMMITTEES (CCR1,CCR2, LEVEL 1 RETAIL CREDIT COMPETENCE/LEVEL 1 RETAIL POST-APPROVAL SERVICES COMPETENCE, RETAIL CREDIT COMMITTEE)

The main objective of the Credit and Risk Committees at the Bank's headquarters is to analyze and approve loans and loan restructurings, respectively, in accordance with their delegated authority. The Credit Policy and Approval Committee delegates to CCR1, CCR2, Level 1 Retail Credit Authority/Level 1 Retail Post-Approval Services Authority, the Retail

Credit Committee, and the Mediation Committee (CM) the authority to approve loans, with such authority being established by specific internal regulations.

COMMITTEES SPECIFIC TO THE ACTIVITIES OF THE CREDIT REMEDIATION DEPARTMENT AND THE WORKOUT, INSOLVENCY AND BANKRUPTCY DEPARTMENT (CW1, CW2, CRS, CR1, CR2 AND CRW)

Within the Credit Remediation Department (DRC) and the Workout, Insolvency and Bankruptcy Department (DWIF), operate a series of specialized committees whose main objective is to analyse and decide on the implementation of the remediation/workout solutions proposed by these departments.

Remediation solutions aim in particular to support the recovery of clients experiencing financial difficulties, with the goal of improving their repayment capacity, whereas the workout solutions focus to increase the recovery rate of the Bank's exposure. CW1, CW2, CRS, CR1 and CR2 perform activities assigned through the internal regulations.

COMMITTEE FOR MONITORING DEBT ENFORCEMENT AND REALIZATION OF ASSETS (CMESVA)

The Committee for Monitoring Debt Enforcement and Realization of Assets is appointed by the Leaders' Committee and has as its main responsibility to supervise the entire management function of real estate assets under enforcement procedures or resulting from the enforcement of collateral established for loans granted to individuals or legal entities.

SPECIAL COMMITTEE FOR APPROVAL OF LEGAL ENFORCEMENT / LITIGATION STATUS (CAES)

The main objective of the Special Committee for Approval of Legal Enforcement/Litigation Status (CAES) is to analyze and make decisions regarding the initiation of enforcement procedures for customers proposed by the debt collection officers within the Debt Collection Department. This applies to individual and corporate customers with outstanding debts that can no longer be recovered amicably.

FINANCIAL INSTITUTIONS CREDIT COMMITTEE (CCIF)

The Financial Institutions Credit Committee's main purpose is to supervise the activities involving the credit exposure of Banca Transilvania to financial institutions in Romania and abroad. CCIF approves all derogations from the internal regulations and procedures in force

that establish the workflow between BT and other financial institutions from Romania and abroad.

BRANCH CREDIT & RISK COMMITTEE (CCRS)

The main objective of the Branch Credit and Risk Committee is to analyze and approve legal entity (corporate) loans, the restructuring of legal entity loans (generically referred to as *loan approval*) according to the competencies granted, respectively the management and monitoring of the individual loan portfolio.

FACTORING COMMITTEE

The main objective of the Factoring Committee is to analyze and approve factoring facilities, in both local currency and foreign currency, that fall under its competence, based on the information included in the credit memorandums/Risk Evaluation Forms, and in accordance with the granted competencies.

DATA MANAGEMENT STEERING COMMITTEE

The Data Management Steering Committee strengthens the bank's data strategy and reflects the management's commitment to monitoring and managing the implementation of programs, platforms, and data governance.

The committee establishes, supports, and monitors the bank's data management capabilities and serves as the framework for escalating issues or reporting decisions with an impact on the bank's data strategy.

OPERATIONAL RISK COMMITTEE

The Operational Risk Committee aims to assess the operational risk arising from the Bank's activities, ensuring that each organizational structure implements specific operational risk control policies and procedures and takes remedial action whenever a high-risk level area is identified and then monitors their implementation.

It ensures that the formalization and complexity of operational risk and information technology risks are appropriate to the bank's risk profile and business strategy and examines future technological trends that may affect the bank's strategic plans, including

monitoring emerging technologies and how to mitigate the risks in the field of IT security associated with them.

At the same time, based on the investigation reports provided by the Anti-Fraud Department, which contain proposals for modifying or supplementing processes, workflows or procedures in connection with which fraud incidents have occurred, the Committee analyzes and determines the appropriate manner of implementation, assesses the need to adjust existing processes and internal controls to reduce operational risks and prevent similar situations from recurring.

ESG COMMITTEE

The ESG Committee, chaired by the Deputy Chief Executive Officer – Chief Risk Officer (CRO) and reporting directly to the Executive Committee, was established in April 2024 to coordinate and implement the Bank's Sustainable Development Strategy. Its role is to create a solid framework for integrating ESG factors into risk management, financing practices, and stakeholder-engagement strategies. The Committee monitors legislative developments, promotes education and awareness among employees, and ensures transparent reporting of the Group's ESG performance.

In 2025, BT achieved the highest rating for the seventh consecutive year in **VEKTOR**, the indicator that measures the quality of investor communication for companies listed on the Bucharest Stock Exchange. ESG performance and the robustness of the business model are reflected in external assessments received. **Fitch Ratings** and **Moody's Ratings** have improved the Bank's ratings compared to previous years, due to the quality of its asset-portfolio, robust capitalization and financial resilience. These results are complemented by the ESG rating awarded by Refinitiv, a London Stock Exchange Group company, which places BT in the top 10% of more than 1,100 financial institutions evaluated worldwide, highlighting a high degree of transparency in the public reporting of sustainability materials.

Accessibility also remains an important component of the Social pillar within the Bank's ESG strategy. In this regard, BT has published its **Accessibility Statement** and initiated a process of assessing and improving digital accessibility in accordance with WCAG standards.

BT GROUP DIVERSITY AND EQUAL OPPORTUNITIES POLICY

This policy aims to promote diversity within Banca Transilvania Financial Group's management body (Board of Directors and Leaders' Committee). The Banca Transilvania

Financial Group recognizes and embraces the benefits of a diversified management body as a pathway to improve the quality of its performance. The BT principles also apply to the entities within the BT Financial Group. Since 2023, the BT Group is one of the signatories of the [Charter of Diversity in Romania](#).

In order to achieve sustainable and balanced development, Banca Transilvania considers the increased leadership diversity as an essential element in supporting the achievement of its strategic objectives.

In designing the structure of the management body, in regard to issues of diversity, we considered several criteria, among which (but not limited to): gender, age, cultural and educational profile, ethnicity, professional experience, skills, knowledge and work experience. All appointments to the management body are based on meritocracy, and applicants will be considered on the basis of objective criteria, taking into account the benefits of diversity within the body.

For Banca Transilvania, although diversity and the variety of experiences and perspectives represented within the management body must always be taken into consideration, a candidate should neither be selected or excluded, exclusively or predominantly, on the grounds of race, color, gender, national origin or sexual orientation. In selecting a candidate, the Nomination Committee shall prioritize the skills, national and international experience or cultural profile that would complement the existing management body, recognizing that the Bank's activities and operations are diverse and of a national nature with a global impact.

Reflecting the international nature of banking activities, Banca Transilvania's directors and Executive Officers are Romanian citizens as well as citizens and residents of other countries. Most BT directors and managers come from banking environments in Romania and abroad.

For Banca Transilvania, while the governing body should not adhere to a fixed number of directors, a governing body of 6-14 members, generally, provides a sufficiently large and diverse group to address the important matters faced by the Bank, while remaining small enough to encourage personal involvement and constructive discussion.

The current directors and managers of Banca Transilvania have been in leadership positions in various organizations or within Banca Transilvania, demonstrating their ability to exercise top-level management responsibilities and to steer the Bank. They were senior executives within prestigious international institutions, where they developed skills and experience in terms of strategy and business development, innovation, operations, brand management, finance, IT, compliance, decision-making and risk management. These skills, together with their accumulated experience, enable them to engage in addressing

challenges faced by an international company in today's environment, ensuring proper oversight of these areas within the Bank and thus assessing BT's performance.

All members of the management body also have significant experience in corporate governance and the oversight of complex businesses, through their roles of executive managers, directors, administrators, or other relevant functions within other large institutions.

Some of the Bank's directors have relevant experience in areas specific to financial and banking institutions such as audit, risk management and stock markets. All these skills and experiences are relevant to current strategies as well as to encourage Bank development, enabling managers and directors to provide diverse perspectives, valuable advice and critical points about new business opportunities, product launches, new markets, solutions for the problems faced by the institution, as well as those faced by the banking system both at local and national level.

Measurable objectives concerning the maintaining diversity standards within the management body of Banca Transilvania

Candidate selection is based on a range of diversity dimensions, including, but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and seniority. The final decision is based on the merit and contribution that the selected candidates will bring to the management body. The composition of the management body (including gender, ethnicity, age, seniority) will be periodically disclosed on Banca Transilvania's website.

The Board of Directors and the Leaders' Committee of Banca Transilvania view diversity as a factor in selecting members of the management body, acknowledging that promoting diversity at this level brings significant benefits to the Bank. The Nomination Committee uses a variety of criteria in selecting candidates for the position of a director or manager, including background diversity.

Banca Transilvania considers that an eligible potential member of the management body must be able to work in an effective manner with individuals from diverse educational, cultural and business backgrounds and must have skills that complement the attributes of existing members.

Banca Transilvania also encourages the enhancing of women representation - currently the under-represented gender in the leadership structure- within the management structures, in order to support balance, diversity and high performance of the company. In this regard, candidates for middle management positions represent an important pipeline for potential further candidates for vacant positions in the management body, not only for Banca

Transilvania but for the entire banking system, taking into account the specific suitability requirements applicable to the management of credit institutions.

Furthermore, Banca Transilvania considers that appointment to leadership roles cannot be based solely on gender, as such practices may undermine the competence and independence of the appointed person. Therefore, we believe that the effective and sustainable development of the Bank can be achieved by ensuring a framework for the growth and personal development of female employees under the same conditions as for men.

In 2025, the number of female employees attending trainings for professional development was over seventy-one percent (71%) of the total number of employees. In terms of hiring/promotions that have been made at director/manager level, approximately sixty-six percent (66%) of those appointed to these positions are women. Thus, the goal of Banca Transilvania to increase the representation of women in the BT governing body is considered to have been achieved. Therefore, Banca Transilvania considers that the Leaders` Committee in its current composition, meets the overall diversity requirements, in accordance with the Bank`s diversity practices defined above.

Banca Transilvania has created an environment for the sustainable development of its employees through professional training courses that are offered without discrimination of any kind, according to needs, the nature of the activity and the role performed.

Monitoring and reporting

The Nomination Committee will regularly monitor compliance with the European requirements related to the composition of the management body from the diversity perspective. In order to maintain and develop a balanced, functional and effective management body, the Nomination Committee may, when appointing a candidate take into account additional skills, experiences or competencies that it considers relevant for the decision. Thus, the Nomination Committee may consider diversity when evaluating candidates for membership in the management body.

Banca Transilvania considers that diversity in terms of cultural background, experience, skills, race, gender and national origin is an important element in the composition of the management body. The Nomination Committee analyses the diversity considerations regarding each candidate, as well as, periodically, in relation to the overall composition of the management body.

The Nomination Committee outlines a profile of proper skills and characteristics required by members of the management body, considering its current composition. This assessment includes expertise (including international and financial-banking experience), independence, integrity, diversity and age, as well as technical skills related to banking,

production, finance, marketing, technology and public policy. The main eligibility criteria considered are those arising from legal requirements, and the Committee ensures that a majority of the management body remains independent.

HUMAN RIGHTS PRINCIPLES

These principles set out the guidelines regarding the respect of human rights within the activities carried out by Banca Transilvania, as well as by the companies within the Banca Transilvania Financial Group

The Bank supports, through its social responsibility practices, the Romanian entrepreneurial spirit, the development of responsible businesses, sustainable growth, quality, solidarity, responsibility, engagement and the building of positive relationships with stakeholders, going beyond traditional banking activities. In implementing social responsibility policies, Banca Transilvania undertakes all necessary efforts to ensure the continuous respect of fundamental human rights by continuously encouraging and developing good practices in this area, while promoting ethical, transparent behaviour aligned with relevant international standards.

Banca Transilvania S.A. is a credit institution registered in Romania, operating in Romania and Italy. Subsidiaries of Banca Transilvania Financial Group operate in Romania, as well as in the Republic of Moldova (B.C. Victoriabank S.A., BT Leasing Moldova S.R.L., O.C.N. Microinvest S.R.L., Microinvest Technology S.R.L.). In this regard, Banca Transilvania and its subsidiaries reaffirm their strong commitment to compliance with European and national Human Rights protection rules, including, but not limited to, the rights set forth in the European Convention on Human Rights. The Financial Group acts in accordance with these principles in all jurisdictions in which it operates, promoting high standards of conduct, respect, integrity and social responsibility.

Banca Transilvania and the companies within the BT Financial Group comply with the following:

- In connection with the employees of the Banca Transilvania Financial Group, Banca Transilvania and its subsidiaries comply with all the requirements regarding the protection of human rights and discourage any internal practices that could affect and/or harm the fundamental rights of their employees. Banca Transilvania also encourages the development of its employees' knowledge of human rights, to ensure compliance with these requirements in their relationships with customers and beyond. Any violation of the fundamental human rights by the BT Financial Group employees is sanctioned in accordance with the legal provisions and the internal rules of the Bank.
- To strengthen the protection of employee rights, BT has created internal reporting mechanisms, such as the [Whistlelink](#) application, which is a confidential reporting channel available to both business partners and BTFG employees for reporting potential fraud, violations of the Code of Ethics and Conduct, breaches of the Internal Regulations, specific internal rules of subsidiaries, or violations of the law

(money laundering, bribery, etc.). Within this application, reports can be submitted regarding legitimate and substantial concerns related to aspects of the business management framework, and all cases are analyzed by a specialized group, with each report receiving a unique tracking code.

- In relation to the companies with which it conducts business, the Bank pays maximum attention during the selection process of third-party collaborators, ensuring that partnerships are initiated only with those entities that assume compliance with the human rights principles mentioned above, their activities being adequately monitored, in compliance with the applicable legal provisions.
- Banca Transilvania also maintains transparency and accountability in its business relations and governance through constant communication with regulatory authorities and investors, ensuring access to information and periodic reporting. In addition, it applies a top-down, governance-driven approach combined with a bottom-up, social and environmental team-oriented approach to foster a strong stakeholder engagement culture and to ensure sufficient resources and support for effective engagement practices.

POLICIES FOR THE PREVENTION OF CORRUPTION AND BRIBERY

The companies within the Banca Transilvania Financial Group do not tolerate any form of bribery and /or corruption. No employee/member of the governing body of any company within the Group may accept or grant any improper advantage of any kind, regardless of whether the person offering or requesting such an advantage works in the public or private sector. Offering or receiving any form of bribe or engaging in influence peddling, directly or through intermediaries, is strictly prohibited.

Strictly prohibited actions include:

- Receiving money or other benefits from clients or third parties in exchange for performing their duties or to intervene with another employee/manager to perform or not perform actions outside their responsibilities;
- Paying or offering any benefit that violates domestic laws or internal regulations;
- Paying or offering any benefit to „secure“ a business.

Employees/members of the governing bodies of any of the companies within the Banca Transilvania Financial Group must not make any kind of facilitation payments, these payments being „expediting payments or „informal fees“, usually small, unofficial amounts of money, handed over to public or government officials for the purpose of obtaining, urgent or delay a routine action to which someone has access by legal right (e.g. issuing a permit, a license, an agreement or an immigration visa, scheduling an inspection associated with the contract performance; providing services or releasing products held in customs).

The companies within the Banca Transilvania Financial Group have established a fair and formalized framework for selecting suppliers, collaborators, brokers, consultants, intermediaries and all other third parties acting on behalf of the companies within the group in carrying out their activities.

Maximum attention is paid to selecting third-party collaborators, ensuring partnerships only with entities committed to the principles presented above, with their activities monitored in accordance with internal procedures.

The Bank applies the above requirements in accordance with the legal provisions and in accordance with applicable internal regulations. These principles are complemented by the applicable normative acts and referenced documents.

In 2024, Banca Transilvania implemented a well-structured action plan to manage the material impact, risks, and opportunities related to corruption and bribery. The main key measures adopted include continuous mandatory training for employees, with focus on risk areas, as well as conducting annual internal audits of procurement and contracting processes to identify any irregularities.

Additionally, in 2024, a rigorous system for reviewing supplier relations through due diligence and reputational screening was implemented, which helps the Bank to prevent exposure to fraud, corruption, and other reputational risks. These measures are applied across the Bank's supply chain, having a direct impact on employees and suppliers.

Last but not least, the Bank maintains active cooperation with the competent authorities to identify potential cases of corruption or bribery.

POLICY AGAINST ANTI-MONEY LAUNDERING

In order to ensure compliance with the requirements for preventing and combating money laundering and terrorist financing, the Bank has implemented, since December 2020, the suite of Siron applications (AML, KYC, Embargo), designed to monitor the customer base and transactions.

In addition, the prevention and combating of money laundering activities are subject to an internal control process on the customer portfolio, based on risk indicators selected following periodic assessments carried out at the credit institution level.

REMUNERATION POLICY (APPLICABLE TO IDENTIFIED PERSONNEL)

The main objective of Banca Transilvania Financial Group in the area of remuneration is to comply with the principle of fairness, taking into account the business strategy and risk strategy, corporate culture and values, the long-term interests of the institution, and the measures used to avoid conflicts of interest, without encouraging excessive risk-taking and promoting sound and effective risk management.

The remuneration policy for all staff is gender-neutral, with all staff being remunerated equally for the same work or for work of equal value, and internal rules and standards are regularly updated to reflect best practices.

The internal remuneration framework supports the Group in achieving and maintaining a viable capital base. The Group identifies those categories of staff with a significant impact on the risk profile ("Identified Staff/Personnel") in accordance with the provisions of the EU Regulation No. 923/2021 and conducts periodic assessments to determine them, taking into account the applicable legal requirements.

Link between total remuneration and performance

In accordance with the legislative provisions in force regarding sound remuneration policies, there are two types of remuneration granted: fixed and variable, according to the following principles:

Remuneration is fixed when the conditions for granting it and its amount: i) are based on predetermined criteria; ii) are non-discretionary, reflecting the level of professional experience and seniority of the staff; iii) are transparent with regard to the individual amount granted to the individual staff member; iv) are permanent, i.e. they are maintained for a period linked to the specific role and organizational responsibilities; v) are non-revocable; the permanent amount is not changed except through collective bargaining or renegotiation in accordance with national criteria for setting salaries; vi) cannot be reduced, suspended, or canceled by the institution; vii) do not provide incentives for risk-taking; viii) do not depend on performance.

Remuneration is variable when it does not meet the characteristics of the fixed component and is linked to: (i) individual performance; (ii) the performance of the operational unit; (iii) the overall results of the Group.

Performance is assessed on a multi-year basis 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 Group's business cycle and the specific risks of its entities.

The annual individual performance assessment process takes into account both financial and non-financial criteria (including individual objectives and competencies with a minimum rating of "3"), collective financial criteria (budget indicators, NPS) and the final rating, criteria established in accordance with the rules described in the internal methodology.

For "identified personnel" in the management body category, the performance assessment on which variable remuneration is based is carried out in accordance with the Remuneration Policy for the BT management body. The variable component is determined taking into account indicators that discourage excessive risk-taking.

The remuneration of independent control functions is predominantly fixed, and when there is a variable component, its level is not linked to the budgetary objectives of the organization or the performance of the activities that the control function monitors and controls, but to the achievement of the objectives related to those functions.

The same principles of linking variable remuneration to performance also apply to "identified staff" at GFBT level within the subsidiaries of the BT Financial Group, in compliance with internal provisions (in particular, those established by the Regulation on the remuneration of Banca Transilvania Financial Group personnel (N.15.12._)).

Deferral policy

For Identified Personnel, a substantial portion, representing in all cases at least 40% of the variable component of the total remuneration, is deferred for a period of 4 years and is adequately correlated with the nature of the activity, its risks, and the activities of the personnel concerned, except for non-EU entities or those with remuneration policies specific to their sector of activity. The rule applies only to total variable annual remuneration exceeding €50,000 gross and not exceeding more than 1/3 of total annual remuneration, in accordance with the principle of proportionality and immateriality of risk as defined in the applicable regulations.

The deferral and payment in instruments provisions do not apply to entities within the prudential consolidation scope of the non-EU BT Group and/or those with remuneration policies specific to their sector of activity or those that do not meet the conditions in terms of company size (with averages equal to or less than EUR 1 billion in the 4-year period immediately preceding the current financial year).

Up to 100% of the total variable remuneration may be subject to malus or claw back agreements. Remuneration rights, including deferred remuneration, are granted only if the variable remuneration is sustainable in light of the Group's overall financial situation and can be justified in light of the performance of the bank, the structure in which the activity is carried out, and the employee concerned.

For annual variable remuneration of a particularly high amount (over RON 1,500,000 net) granted to Identified Staff (including members of the management body), at least 60% of the amount is deferred for a minimum period of 5 years.

Banca Transilvania does not apply the derogation for small trading portfolios, in accordance with Regulation (EU) No. 575/2013.

The ratio between fixed and variable remuneration

For Identified Personnel, total remuneration consists of a fixed component and a variable component that cannot exceed 100% of the fixed component of total annual remuneration.

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 no variable remuneration.

Information on the performance criteria on which the entitlement to shares, options, or other variable remuneration components are based

The general performance criteria on which the entitlement to shares or other variable components of remuneration (cumulative) is based are:

- Achievement of the gross profit target for the year for which the assessment is made (for the base portion) and/or for the previous year (in the case of the deferred portion);
- Maintaining capital adequacy and liquidity indicators, as well as keeping the Bank's overall risk profile within the levels set out in the Risk Appetite Statement (RAS);
- Maintaining the Bank in one of the top three positions in the ranking of banks in Romania, based on the quota of assets held on December 31 of the year for which the assessment is made.

Main parameters and rationale for the structure of the variable remuneration component

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 the Group also takes into account all types of current and future risks.

For Identified Staff members, 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 or Tier 2 instruments (in accordance with Article 52 or 63 of Regulation (EU) No 575/2013), or other instruments that can be fully converted into Common Equity Tier 1 or Tier 2 instruments, which in each case adequately reflect the Group's credit quality on an ongoing basis and are suitable for use for the purpose of

variable remuneration. Thus, at least 50% of the annual variable remuneration linked to performance is paid in BT shares, acquired by the Bank for this purpose and granted through a Stock Option Plan.

The same principles apply to "identified personnel" within the subsidiaries of Banca Transilvania Financial Group, except for:

- small subsidiaries for which the provisions on payment in instruments, deferral, and vesting do not apply if they had assets with an average and individual value equal to or less than EUR 1 billion during the four-year period immediately preceding the current financial year. If the value of the assets exceeds EUR 1 billion, these provisions apply only in the case of total annual variable remuneration exceeding EUR 50,000 gross and if the total annual variable remuneration represents more than 1/3 of the total annual remuneration of the respective member of staff, the principle of proportionality and immateriality of risk as defined in the applicable regulations and in accordance with the remuneration practices of the BT Financial Group shall apply in this context.
- investment subsidiaries and those in the Republic of Moldova, which are subject to specific regulations of the country or field to which they belong. Thus:
 - At BT Asset Management S.A.I. S.A. and INNO Investments S.A.I. S.A., variable remuneration for Identified Personnel is paid 50% in RON and 50% in fund units/instruments, applying the principles of deferral and payment in accordance with the company's specific remuneration policy, aligned with the legal regulations applicable to the sector of activity;
 - At Victoriabank, for Identified Personnel, variable remuneration is granted 50% in MDL and 50% in instruments linked to the TLV shares of the parent company Banca Transilvania, of the shadow shares type, applying the principles of deferral and payment in accordance with the company's specific remuneration policy, approved by the National Bank of Moldova and aligned with the legal regulations applicable in the Republic of Moldova;
 - At BT Leasing Moldova for Identified Personnel, a minimum of 50% of variable remuneration is granted in TLV shares of the parent company Banca Transilvania, applying the principles of deferral and payment in accordance with the company's specific remuneration policy, aligned with the legal regulations applicable in the Republic of Moldova;
 - BT Capital Partners S.A. for Identified Personnel, at least 50% of the variable remuneration is granted in TLV shares of the parent company Banca Transilvania, with the application of the specific regulation on exclusions from deferral and payment in applicable instruments, namely Directive (EU) 2019/2034 of the European Parliament and of the Council of November 27, 2019, on the prudential supervision of investment firms

and amending Directives 2002/87/EC, 2009/65/EC, 2011/61/EU, 2013/36/EU, 2014/59/EU, and 2014/65/EU.

Quantitative information pursuant to Article 450 of Regulation (EU) No. 575/2013 on the disclosure requirements for remuneration policies is published on the website of Banca Transilvania.



BT HIGHLIGHTS JANUARY TO MARCH 2026

- How we started 2026
 - Promoting Romania's Investment Opportunities in Vienna
 - BT Founders' Annual Meeting
 - News from BT Group Companies:
Milestones and Strategic Partnerships
 - Additional resources
 - Annex 1 – Sustainability Statement
 - Annex 2 – Remuneration Report of Banca Transilvania's
Management Body in 2025
- 

HOW WE STARTED 2026

PROMOTING ROMANIA'S INVESTMENT OPPORTUNITIES IN VIENNA

Attendance at the CEE Forum, Vienna

In January 2026, Banca Transilvania Group participated in *The Central & Eastern European Forum – Where CEE Markets Thrive*, an event organized by FT Live in Vienna. As part of the region's most important economic and financial event, [Banca Transilvania organized the Focus Romania panel](#), dedicated to promoting Romania as an investment destination, highlighting the potential of the local economy and the opportunities offered to international investors.

Also, at the CEE Forum in Vienna, Banca Transilvania presented the [BT Research](#) platform, a tool designed to provide relevant economic information about Romania. The platform offers quick access to key macroeconomic indicators, market outlooks, and economic analyses that contribute to a better understanding of the local financial landscape. Designed to support decision-making with structured, up-to-date, and user-friendly information, BT Research is addressed to professionals interested in the developments in the Romanian economy.

BT Event at the Romanian Embassy in Austria

On January 12, 2026, in Vienna, Banca Transilvania Group started this year's series of international events with a meeting organized in partnership with the Romanian Embassy in the Republic of Austria. The event, "[Connecting Growth – Investing in Romania](#)" provided a platform to highlight Romania's potential as an attractive destination for solid, long-term investments. At the same time, the event reaffirmed Banca Transilvania and BT Capital Partners' commitment to supporting Romanian companies in their foreign expansion strategies and to actively contributing to building sustainable economic bridges between Romania and European markets.

BT FOUNDERS' ANNUAL MEETING

Banca Transilvania celebrated 32 years of operations in February 2026, marking this anniversary with the [BT Founders' Meeting](#), an annual event through which the bank honors its beginnings and those who laid the foundation for its story with confidence, courage, and optimism.

Back in time: 1993, the year it all began

The idea of establishing a bank headquartered in Cluj-Napoca came from Dan Palagheanu (Radu Dănuț Palagheanu), who, together with his partners at Compexit—another Cluj-

Napoca-based company – formed the core group of the bank’s founders, later joined by other investors. In the end, the group grew to 46 founders, most of whom were local entrepreneurs.

The bank was launched in 1993 with an initial capital of USD 2 million and the ambition to build a landmark bank in Transylvania. That is where the name came from.

NEWS FROM BT GROUP COMPANIES: MILESTONES AND STRATEGIC PARTNERSHIPS

Investment funds are gaining ground: BT Asset Management, 450,000 investors, and RON 10 billion in assets under management

[BT Asset Management](#) SAI (BTAM) has reached 450,000 investors and hit the historic milestone of RON 10 billion in assets under management, equivalent to approximately EUR 2 billion. Nearly 40% of all transactions performed by the BTAM clients targeted the fund that tracks the ROTX index on the Bucharest Stock Exchange, confirming the growing appetite for investments linked to the local capital market. In 2025, nearly 60% of all the Romanians who started their journey in funds’ investments chose the funds managed by BTAM. The community has grown significantly: the number of investors in BTAM funds is now four times higher than in 2023.

Alternative Real estate Investment Fund: BT Property is expanding its presence in the premium office segment through the acquisition of Record Park

[BT Property](#), an alternative real estate investment fund targeting professional investors and managed by [INNO Investments](#) SAI SA, a company of Banca Transilvania Financial Group, has acquired [Record Park](#) from [AYA Properties Fund](#) (Belgium).

BT Property’s portfolio comprises properties in the retail, office, and medical segments, with a total leasable area of approximately 43,000 square meters, including the most recent acquisition. The fund manages assets worth approximately EUR 79 million and, since its launch, has generated a return of over 55%.

BT Broker de Asigurare, expansion through its own franchise network

[BT Broker de Asigurare](#) took an important first step in expanding its own franchise network by signing its first partnership of this kind with DIASIG VEST, in February 2026. This collaboration model, with local partners, accelerates BT Broker’s expansion into high-potential areas and supports the company’s repositioning as an integrated player in the insurance market. For partners, joining the BT Broker network means the backing of Romania’s largest financial group, the association with a very strong brand, and access to a diversified portfolio of insurance products.

Microinvest, international financing to accelerate the growth of SMEs in the Republic of Moldova

[Microinvest has signed](#) a EUR 20 million financing agreement with the European Bank for Reconstruction and Development (EBRD). The multi-currency senior loan will support the company's competitiveness and resilience and strengthen Microinvest's ability to continue supporting micro, small, and medium-sized enterprises in the Republic of Moldova.

It also secured the [largest loan in the company's history](#) through an agreement with the U.S. International Development Finance Corporation (DFC). The financing strengthens Microinvest's role as a leading partner in microfinance for local entrepreneurs, including those in rural areas and in the agricultural sector.

ADDITIONAL RESOURCES

- [BT's platform for investors and shareholders communication](#)
- [General Meeting of Shareholders 2025](#)
- [Financial results 2025](#)
- [Filings](#)
- [ESG & Sustainability](#)
- [BT Research](#)
- [BT Newsroom](#)

ANNEX 1

- [Sustainability Statement](#)

ANNEX 2

- [Remuneration Report of Banca Transilvania's Management Body in 2025](#)

2025

