

ANNUAL REPORT

for the financial year 2025

**In compliance with the Financial Supervision
Authority's Regulation no. 5/2018**

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Issuer Identification Data

Report date: 24.03.2026

Name of the company: BANCA TRANSILVANIA S.A.

Registered office: 30-36 Calea Dorobanților street, Cluj-Napoca, Cluj county, code 400117

Phone/fax: 0264.407.150; 0264.301.128

Tax identification no.: RO5022670

Trade Register no.: J12/4155/1993

Registered capital, subscribed and paid: RON 10,903,222,250

The regulated market where the issued securities are traded: Bucharest Stock Exchange

Main features of the securities issued by the company:

1,090,322,225 NOMINAL SHARES, at the value of RON 10/share.

1. Analysis of the Bank's Activity

a) Description of the Bank's main activity

Banca Transilvania S.A. („the Bank” or „BT”) is a joint-stock company headquartered in Cluj-Napoca, 30-36 Calea Dorobanților, Cluj county, Romania.

The Bank operates pursuant to Company Law no. 31/1990 and Government Emergency Ordinance no. 99/2006 on credit institutions and capital adequacy (as subsequently amended). According to Article 6 in the Bank's Articles of Association, its main field of activity is represented by “other monetary intermediation activities”.

b) The Bank's establishment date

Banca Transilvania S.A. was incorporated in December 1993 and became effectively operational on February 16, 1994. The Bank was recorded with the Trade Register under no. J12/4155/1993 on 16.12.1993; the Bank's tax identification number is RO5022670. The Bank was recorded with the Bank Register under no. RB-PJR-12-019 on 18.02.1999.

c) Significant mergers and reorganizations of the Bank, its subsidiaries or controlled companies during the financial year

BANCA TANSILVANIA S.A.

BT is a joint-stock banking institution (with foreign and domestic shareholders).

Banca Transilvania Financial Group (“the Group” or “BT Group”) was established in 2003, Banca Transilvania being the main entity and parent company. The Group subsidiaries where BT has direct and indirect shareholding at the 31st of December 2025 are: Victoriabank S.A., Salt Bank S.A., BT Capital Partners S.A., BT Leasing Transilvania IFN S.A., BT Investments S.R.L., BT Broker de Asigurare S.R.L., BT Direct IFN S.A., BT Asset Management SAI S.A., INNO Investments S.A.I. S.A. (OTP Asset Management Romania S.A.I. SA), BT Leasing Moldova (MD) S.R.L., BT Microfinanțare IFN S.A., VB Investment Holding B.V., Improvement Credit Collection S.R.L., BT Pensii S.A., BTP One S.R.L., BTP Store Hub Turda S.R.L., Inter Terra S.R.L., BTP Retail S.R.L., Code Crafters by BT S.R.L., OTP Factoring S.R.L., BTP Store Hub Oradea S.R.L., O.C.N.

Microinvest S.R.L, BRD Societate de Administrare a Fondurilor de Pensii Private S.A., Secure Cash Express SRL and Microinvest Technology S.R.L.

The Group's main fields of activity are: banking through Banca Transilvania S.A., Victoriabank S.A., and Salt Bank S.A., leasing and consumer finance mainly through BT Leasing Transilvania IFN SA, Avant Leasing IFN S.A., BT Direct IFN S.A, BT Microfinanțare IFN S.A., BT Leasing MD S.R.L. and OCN Microinvest SRL, asset management through BT Asset Management S.A.I S.A. INNO Investments S.A.I. S.A. (OTP Asset Management S.A.I. S.A.), investment and brokerage through BT Capital Partners S.A. and administration of pension funds (except for those in the public system) through BT Pensii S.A. and BRD Societate de Administrare a Fondurilor de Pensii Private S.A. Moreover, the Bank controls two investment funds that are also included in the consolidation.

As of October 2025, the Group has taken control of the entities O.C.N. Microinvest S.R.L. and Microinvest Technology S.R.L., through Victoriabank S.A. Also in October 2025, the Bank established the company Secure Cash Express S.R.L., over which it has control. Also, starting with November 2025, the Bank and the Group acquired control over BRD Societate de Administrare a Fondurilor de Pensii Private S.A.

At the subsidiaries level the following changes took place:

BT PENSII – S.A.F.P.F. S.A.

- By Decision no. 1/09.04.2025, the Board of Directors („BoD”) decided to appoint Mr. Ionuț-Florentin Stroe as Deputy General Manager, for a new term of 4 (four) years, starting with 08.07.2025 and ending 08.07.2029, in this regard, the Financial Supervisory Authority („FSA”) issued the Decision No. 588/23.06.2025;
- By Decision no. 362/23.04.2025, the FSA definitively authorized the takeover of the management of the BRD Medio Optional Pension Fund (renamed the Pensia Mea Plus Optional Pension Fund) from BRD S.A.F.P.P. S.A., the transfer of the fund being made on 28.04.2025;
- By the Decision of the Ordinary General Meeting of Shareholders („OGMS”) no. 1/30.04.2025 it was decided to revoke the financial auditor of F.P.F. Pensia Mea Plus, Price Waterhouse Coopers Audit S.R.L., and to appoint Deloitte Audit S.R.L. to audit the financial statements of F.P.F. Pensia Mea Plus for the financial years 2025-2026;
- Considering the appointment, starting with 29.11.2025, of Ms. Corina-Mădălina Cojocaru as General Manager of BRD S.A.F.P.P. S.A., the BoD the following:
 - termination of the mandate of Ms. Corina-Mădălina Cojocaru as General Manager of BT Pensii S.A.F.P.F. S.A. starting with 29.11.2025 (BoD Decision no. 1/20.11.2025);
 - the appointment of Mr. Ionuț-Florentin Stroe in place of Ms. Corina-Mădălina Cojocaru as General Manager, starting with 29.11.2025 and until 08.07.2029, the exercise of the duties related to the position being carried out only after obtaining the approval decision issued by F.S.A. (BoD Decision no. 2/20.11.2025);
- By Decision of the Extraordinary General Meeting of Shareholders („EGMS”) no. 1/10.10.2025, it was decided to increase the Company's share capital by a cash contribution of RON 6,000,000 through the issue of 6,000,000 new shares with a nominal value of RON 1 per share to existing shareholders, proportionally to the number of shares they own, as follows:

- contribution from the BT Asset Management SAI S.A. shareholder in the amount of 5,706,000 RON, representing 5,706,000 shares with a nominal value of RON 1/share; and
- contribution from the BT Investments S.R.L. shareholder in the amount of RON 294,000, representing 294,000 shares with a nominal value of RON 1 per share;
- Therefore, following the increase, the company's capital has a value of RON 26,730,766, being divided into 26,730,766 shares with a nominal value of RON 1 per share, the shareholder structure being as follows:
 - BT Asset Management SAI S.A. holds a number of 25,420,958 registered shares, with a nominal value of RON 1 each and a total value of RON 25,420,958, representing 95.1% of the Company's subscribed and paid-up share capital; and
 - BT Investments S.R.L. holds a number of 1,309,808 registered shares, with a nominal value of RON 1 each and a total value of RON 1,309,808, representing 4.9% of the Company's subscribed and paid-up share capital;
- The change in the share capital was approved by FSA through Decision no. 1237/22.12.2025;
- By Decision of the BoD no. 1/09.04.2025, it was decided to appoint Ms. Dana-Corina Benea as Deputy CEO, for a new term of 4 (four) years, starting with 08.01.2026, A.S.F. issuing in this regard Decision no. 1236/22.12.2025.

BT ASSET MANAGEMENT SAI S.A.

- Through the FSA Authorizations no. 96 and 97 of 26.09.2025, the extension of the mandate of General Manager (Deputy CEO) for Mr. Călin Condor was authorized, respectively the authorization of Mr. Tudor Irimiea as General Manager (Deputy CEO).

BT MICROFINANTARE IFN S.A.

- Following the appointment by Ms. Cristina-Dalia Sindile, as Executive Director of Companies within Banca Transilvania, starting with 01.04.2025, Mr. Marian Ene was appointed as General Manager of the company for a term of 4 years;
- On 30.06.2025, the General Meeting of BT Microfinantare IFN S.A. Shareholders decided to revoke the mandate of Mr. Daniel Szekely from the position of member of the BoD of BT Microfinantare IFN SA, starting with 01.07.2025 and to appoint, as of 01.07.2025, as director, member of the BoD of BT Microfinantare IFN SA, for the vacant mandate, to Ms. Sindile Cristina-Dalia. The mandate of the new director will be valid until 01.07.2029. The new director will have the same remuneration approved for the old director. The appointment of a new member of the Audit Committee of BT Microfinantare IFN SA, Ms. Sindile Cristina-Dalia, was also approved, beginning on 1.07.2025;
- At the same meeting, it was approved the modification of the company's secondary object of activity by renouncing the activities with CAEN codes 6422 - Activities of financing channels and 6630 - Fund management activities.
- At the meeting of the Board of Directors on 05.12.2025, it was decided:
 - Revocation of the mandate of Mr. Marian Ene from the position of General Manager on 31.12.2025, following his appointment as SME & Micro Coordinating Director within Banca Transilvania;
 - Revocation of the mandate of Mr. Dan Cojocaru from the position of Deputy CEO on 31.12.2025 and the appointment of him as General Manager, starting with 01.01.2026, for a mandate of 4 years;
 - The appointment, starting from 01.01.2026, to the position of Deputy CEO, for a mandate of 4 years for Mrs. Anca Tigoiu.

BT BROKER DE ASIGURARE S.R.L.

- Following FSA Decision 334 and 335/14.04.2025 approving the change in the executive management of BT Broker de Asigurare, the sole shareholder's Decision no. 7/31.10.2024 was registered with the Trade Register, appointing Mr. Valentin Coroiu as the General Manager of the company and Ms. Laura Chesa as the Deputy General Manager of the company for a period of four years, starting on 01.11.2024.

BT CAPITAL PARTNERS S.A.

- By the Decision of the Extraordinary General Meeting of Shareholders ("EGMS") no. 1/15.05.2025 it was established that the company's registered office would be relocated to Cluj-Napoca, B-dul 21 Decembrie 1989, No. 77, The Office Building, Blocks C-D, 2nd floor, Cluj County, Romania;
- By Decision no. 1/30.06.2025 the BoD decided:
 - to withdrawal of the authorization and the registration of the secondary office with the status in Timișoara, Palanca str. no. 2, Building A, ap. 3, county. Timiș;
 - the opening of a secondary office with agency status in the Municipality of Timisoara, 700 Square, Coriolan Brediceanu Street no. 10, Building C "AFI Park Timișoara", ground floor, Timișoara county Timiș;
- By the BoD Decision No. 2/04.09.2025, the BoD decided:
 - to withdraw the authorization and remove the secondary office with agency status in Brașov, No. 17, Eroilor Boulevard, 1st floor, Brașov County, and
 - the opening of a secondary office with agency status in Brașov, 13 Decembrie Street No. 1, building 1, 1st floor, apartments 7 and 8, Brașov County;
- By the BoD Decision No. 1/09.12.2025, it was decided:
 - to withdraw the authorization and remove the secondary office with agency status in Constanța, Regina Elisabeta Blvd. no. 2B, Gate 1 zone, Constanța county, and
 - the opening of a secondary office with agency status in Constanța, Alexandru Lăpușneanu Blvd., no. 179A, „Verona Residence” building, lot 1/1, ground floor, commercial space 1, Constanța county.

BT DIRECT IFN SA

- On 27.01.2025, the company's shareholders decided to increase the share capital of BT Direct IFN SA by RON 30,000,000, through the cash contribution of the shareholder Banca Transilvania. Following this increase, the share capital of BT Direct IFN SA is RON 146,330,775, with Banca Transilvania holding 98.6800808% of the share capital;
- On 12.03.2025, the company's shareholders decided to update the company's Articles of Association by removing the following activities identified by CAEN codes from the company's secondary object of activity:
 - 6020 Television program broadcasting activities, video program distribution activities;
 - 6039 Distribution activities of other content;
 - 6630 Fund management activities;
- CAEN code 6492 will also be part of the secondary activity, with the following description:
 - Granting consumer loans without issuing credit cards - CAEN Code 6492;
 - Issuing and managing credit cards in connection with the company's lending activity - CAEN Code 6492;

- Services enabling cash withdrawals from a payment account, as well as all operations necessary for the functioning of the payment account - CAEN Code 6492;
- Credit card payment operations where the funds are covered by a credit line opened for a payment service user – NACE Code 6492;
- Administration of credit cards on behalf of other non-banking financial institutions or credit institutions, in mandate - CAEN Code 6492;
- On 25.09.2025, the company's shareholders decided that, given the expiration on 1.10.2025, of the mandate of Ms. Florentina-Virginia Mircea as a member of the Board of Directors, her mandate would be extended until 1.10.2029;
- By Resolution no. 2/25.11.2025 of the Board of Directors it was decided the transfer of the company's registered office to the following address: Cluj-Napoca, 21 December 1989 Blvd., no. 77, The Office, Building C-D, ground floor, Cluj County;
- Considering the expiration on 05.01.2026 of the mandate as Director of Ms. Ilaș Ioana-Mihaela, by EGMS Decision no. 1/30.12.2025 it was decided to extend the mandate by 4 years.

BT LEASING TRANSILVANIA IFN S.A.

- By the BoD Decision no. 1/28.02.2025 it was decided to appoint, starting on 01.03.2025, Mr. Pop Marian-Rodion as Deputy Chief Executive Officer and Manager, for a term valid until 01.03.2029;
- On 28.02.2025, the shareholders of BT Leasing Transilvania IFN, respectively OTP Bank S.A. and Banca Transilvania S.A., merged by absorption, with the assets of OTP Bank S.A. (the absorbed company) being transferred with universal title to Banca Transilvania S.A. (the absorbing company);
- By the BoD Decision No. 2/29.07.2025, the directors decided to move the registered office of BT Leasing Transilvania IFN SA to the following address: Cluj-Napoca, No. 77, 21 Decembrie 1989 Boulevard, The Office Building, blocks C-D, second floor and ground floor, Cluj County;
- By EGSM Decision No. 1/15.09.2025, the shareholders decided to modify the secondary object of activity of the company as follows:
 - Removal from the secondary object of activity of the following activities, with the corresponding CAEN codes:
 - 5224 – Handling;
 - 5590 - Other accommodation services;
 - 6619 - Activities auxiliary to financial intermediation, except insurance and pension funding;
 - 6630 - Fund management activities;
 - Add new activities as follows:
 - 6622 - Activities of insurance agents and brokers (insurance distribution activities as an auxiliary assistant, only for insurance products that are complementary to own goods and services, and where these insurance products include life and/or civil liability insurance risks, they may only be offered together with the goods or services offered as part of the main professional activity);
 - The shareholders decided to adopt new updated Articles of Association for the company.

BTP RETAIL S.R.L.

- On 13.02.2025, the sole shareholder of the company approved the increase of the company's share capital by a cash contribution of RON 1,000,000, from RON 3,100,000 to RON 4,100,000;
- On 03.04.2025, the sole shareholder of the company approved the increase of the company's share capital by a cash contribution of RON 800,000, from RON 4,100,000 to RON 4,900,000;
- On 04.06.2025, the sole shareholder of the company approved the increase of the company's share capital by a cash contribution of RON 4,000,000, from RON 4,900,000 to RON 8,900,000.

INNO INVESTMENTS SAI S.A.

- By the Decision of the Directorate no. 2/10.03.2025 and Resolution of EGMS no. 2/11.03.2025 it was decided to remove the following activities from the company's Articles of Association:
 - Management of individual investment portfolios, including those held by pension funds, on a discretionary basis, in accordance with the mandates given by investors, where these portfolios include one or more financial instruments;
 - Related services:
 - (i) investment advice on one or more financial instruments;
 - (ii) custody and administration activity related to the securities of collective investment undertakings;
- By the Decision of the Directorate no. 1/11.04.2025 it was decided to eliminate the following secondary objects of activity:
 - Financial transactions intermediation activities - CAEN code 6612;
 - Activities auxiliary to financial intermediation, except insurance and pension funding– CAEN Code 6619;
- In this regard, the FSA issued the Authorization no. 49/30.04.2025;
- By EGMS Decision no. 1/11.03.2025 it was decided to carry out the formalities regarding the transfer of the 573,738 shares of the company from OTP Bank Romania S.A. to Banca Transilvania S.A., following the admission by the Trade Register Office of the Cluj Tribunal, by the closing date of 28.02.2025 of the request for merger by absorption between Banca Transilvania S.A., as the absorbing company, and OTP Bank Romania S.A., as the absorbed company;
- By the Decision of the Directorate no. 1/21.03.2025 it was decided to move the company's registered office to Bucharest, Sos. Bucharest Ploiesti, no. 43, 2nd floor, Sector 1., with the FSA issuing Authorization no. 39/14.04.2025 to this effect;
- By Decision of the Supervisory Board no. 1/21.03.2025, considering the expiry on 01.06.2025 of the term of office of Mr. Popovici Dan Marius as General Manager, it was decided to appoint Mr. Micu Vlad Teodor as Member and Chairman of the Management Board and Chief Executive Officer for a term of 4 (four) years, starting on 01.06.2025, with the duties related to these positions to be performed only after obtaining the authorization decision issued by the FSA;
- By the EGMS Decision no. 1/06.05.2025 it was decided to change the name of the company from OTP Asset Management Romania SAI S.A. to Inno Investments S.A.I. S.A., with the FSA issuing Authorization No. 52/14.05.2025 to this effect;
- By F.S.A. Authorization no. 78/18.07.2025, Inno Investments SAI S.A. was authorized as an Alternative Investment Fund Manager / Director (A.I.F.M.).

CODE CRAFTERS BY BT S.R.L.

- By the Decision of the General Shareholders' Meeting no. 1/24.03.2025 it was decided to appoint Deloitte Audit S.R.L. for the audit of the financial statements of Code Crafters by BT S.R.L. for the financial year ended December 31, 2024;
- On 27.03.2025, Ms. Simona Bucin was appointed as Deputy General Manager of the company, for a 4-year term starting on 01.04.2025.

IMPROVEMENT CREDIT COLLECTION S.R.L.

- By The General Meeting of Shareholders Resolution No. 1/15.12.2025, it was decided to relocate the company's new registered office in Cluj-Napoca, 21 Decembrie 1989 Blvd., no. 77, "The Office", building C-D, ground floor, Cluj county.

INTER TERRA S.R.L.

- By sole shareholder decision no. 1/04.07.2025, it was decided to move the company's registered office to Cluj-Napoca, Calea Dorobanților nr. 30-36, ground floor, county. Cluj, Romania;
- By the same decision, it was also decided to modify the company's objects of activity:
 - The main field of activity of the Romanian company will be group 682 - Letting and subletting of own or leased real estate, and the main activity of the company in Romania will be the activity specified in the Classification of Activities in the National Economy (CAEN Rev.3) under code COD CAEN 6820 –Letting and subletting of own or leased real estate;
- Other secondary activities of the company:
 - CAEN code 6812 – Real estate development (promotion);
 - CAEN code 6811 – Purchase and sale of own real estate;
 - CAEN code 6832 – Other activities related to real estate transactions on a commission or contract basis;
 - CAEN code 6421 – Activities of holding companies;
 - CAEN code 6422 - Activities of financing channels;
 - CAEN code 7010 – Activities of the directorates (centrals), centralized administrative offices;
 - CAEN code 7020 – Business and management consulting activities;
 - CAEN code 7491 – Patent brokerage and marketing services;
 - CAEN code 8110 – Combined support services activities;
- On 09.10.2025, the management of the sole shareholder, namely Investiții Alternative BT Property, was taken over by Inno Investments S.A.I. S.A. from BT Asset Management S.A.I. S.A.;
- Furthermore, Mr. Rareș Trif was revoked from his position as Director of the company and Mr. Dragoș Manolescu was appointed in his place, for a 10-year mandate.

BRD S.A.F.P.P. S.A.

- On 28.11.2025, the transfer of 323,488 shares of the company took place, with a total nominal value of RON 32,348,800, representing 100% of the value of the company's share capital, from SOGECAP S.A. and BRD-Group Société Générale S.A., as sellers, to Banca Transilvania S.A. and BT Investments S.R.L., as buyers, the new shareholder structure becoming:
 - Banca Transilvania S.A. holds 320,558 shares, representing 99.0942477% of the Company's share capital, with a nominal value of RON 100 each and a total nominal value of RON 32,055,800;

- BT Investments S.R.L. holds 2,930 shares, representing 0.9057523% of the Company's share capital, with a nominal value of RON 100 each and a total nominal value of RON 293,000;
- On the same date, 28.11.2025, the mandates of the administrators and the General Manager of the Company ceased, they being replaced by the following:
 - Ms. Anca Crăciun – Chairman of the BoD;
 - Mr. Bogdan Duma – Member of the BoD;
 - Mr. Mihai Rotaru – Member of the BoD;
 - Ms. Corina-Mădălina Cojocaru – General Manager;
- On 11.12.2025. FSA issued Decisions no. 1186, 1187, 1188 and 1189 authorizing the new members of the Board of Directors and the new General Manager;
- By OGMS Decision no. 86/16.12.2025, it was decided to appoint the financial auditor Deloitte Audit S.R.L. to audit the financial statements of BRD S.A.F.P.P. S.A. and the BRD Privately Administered Pension Fund for the financial years 2025-2026, the term of office being 01.01.2025-31.12.2026;
- During the Board of Directors meeting on 30.12.2025, the following were decided:
 - Modification of the Audit Committee, which will be as follows:
 - Simona Miloşoiu – BT Internal Audit Manager (president);
 - Bogdan Duma – Member of the BoD (member);
 - Mihai Rotaru – Member of the BoD (member);
 - Modification of the Remuneration and Nomination Committee, which will be as follows:
 - Anca Crăciun – Chairman of the BoD (president);
 - Bogdan Duma – Member of the BoD (member);
 - Mihai Rotaru – Member of the BoD (member);
 - Termination of the mandate of Executive Director of Mr. Nicu Mihail-Dan starting with 01.01.2026, in his place being appointed Ms. Corina Stoica, who will exercise the position only after obtaining the approval decision issued by FSA.

BTP ONE S.R.L. / BTP RETAIL S.R.L. / BTP STORE HUB ORADEA S.R.L. / BTP STORE HUB TURDA S.R.L.

- On 09.10.2025, the management of the sole shareholder, namely Fondul Imobiliar de Investiții Alternative BT Property, was taken over by Inno Investments S.A.I. S.A. from BT Asset Management S.A.I. S.A.
- Furthermore, Mr. Rareş Trif was revoked from his position as Director of the Company and Mr. Dragoş Manolescu was appointed in his place, for a 10-year mandate.

SALT BANK S.A.

- On 29.01.2025, the shareholders increased the share capital of Salt Bank by RON 250,000,000, bringing the share capital of Salt Bank to RON 669,760,000;
- On June 19, 2025, the transaction for selling Salt Bank's participation in its subsidiary Avant Leasing IFN SA has been completed. Following this event, Salt Bank no longer holds stake in other companies, meaning that the Salt Bank Group has ceased to exist; subsidiary participation, thus the Salt Bank Group ceased to exist;
- On 11.07.2025, the Board of Directors of Salt Bank nominated Mr. Vikram Tikoo for the position of Deputy Chief Technology Officer (CTO), who will take over this mandate after obtaining the prior approval of the National Bank of Romania ("NBR");

- Starting on 19.08.2025, Mrs. Luminita Runcan exercises the role of member of the BoD, having received the prior approval of the NBR for this role;
- On 19.08.2025, the mandate of Mr. Tiberiu Moisă as director of Salt Bank ended, in accordance with the decision of GMS of 27.06.2025;
- On 22.09.2025, the Board of Directors of Salt Bank nominated Mr. Robert-Mihai Anghel as Chief Executive Officer (CEO), who will take over this mandate after obtaining the prior approval of the National Bank of Romania ("NBR");
- On 22.09.2025, the BoD of Salt Bank decided to extend the mandate of the Executive Director (CEO) of Mrs. Gabriela Cristina Nistor until 27.02.2026;
- On 24.11.2025, the shareholders increased the share capital of Salt Bank by the amount of RON 134,620,000 (representing the cash contribution and issue premiums of the shareholders of Banca Transilvania and BT Investments, by issuing by the Company an appropriate number of new shares, with a nominal value of RON 0.10 (RON zero and ten pounds) each, fully subscribed and paid), the share capital of Salt Bank reaching RON 680,438,000;
- On 05.12.2025 Salt Bank was registered in the Register of Secondary Intermediaries -FSA as an affiliated agent for NN Life Insurance SA, unique code 500022
 - G01. Accident;
 - G02. Health;
 - V01. Life insurance, annuities and supplementary life insurance;
- On 02.12.2025 Salt Bank was registered in the Register of Secondary Intermediaries - FSA as an affiliated agent for Romanian Insurance - Asirom Vienna Insurance Group SA
 - G01. Accident;
 - G02. Health;
 - G03. Land transport;
 - G04. Rail transport;
 - G05. Air Freight;
 - G06. Marine, lake and river transport;
 - G07. Goods in transit;
 - G08. Fire and other natural disasters;
 - G09. Other property insurance;
 - G10. Motor civil liability;
 - G11. Air Transport Civil Liability;
 - G12. Civil liability for maritime, lake and river transport;
 - G13. Non-specific civil liability;
 - G15. Warranties;
 - G16. Financial losses;
 - G18. Support;
 - V01. Life insurance, annuities and supplementary life insurance;
 - V03. Life insurance and annuities related to investment funds;
- Starting with 29.12.2025, Mr. Vikram Tikoo exercises the role of Deputy CEO of Technology, following obtaining the prior approval of the NBR for this role.

BC Victoriabank SA

- On 28.02.2025, the mandate of Mr. Sorin Șerban as a member of the Management Committee with overall responsibility for risk management (CRO), expired. The redistribution of the responsibilities of the members of the Management Committee with overall responsibility for the Bank's risk management function (CRO) are as follows:

- Mr. Murat Sabaz (member of the BoD and the Risk Management Committee): supervision of the bank's risk management function;
- Mr. Levon Khanikyan, Chairman of the Management Committee (CEO): issues related to human resources management in the subdivisions coordinated by the CRO;
- Following the Decision no. 71 of the Executive Committee of the National Bank of Moldova ("NBM") from 13.03.2025, Mr. Victor Țurcan was approved as a member of the BoD of BC Victoriabank SA, appointed by the decision of the EGMS of 26.08.2024;
- In the context of the finalized reorganization process through the merger between BC Victoriabank SA and BCR Chișinău SA, in accordance with Decision No. 71 of 13.03.2025 of the Executive Committee of the NBM and based on the decisions of the BoD of BC Victoriabank SA No. 181 of 12.01.2024 and No. 210 of 19.12.2024, the mandate of the member of the Management Committee (CBO corporate area) within the bank, was resumed by Mr. Vasile Donica, starting on 13.03;
- On April 11, 2025, B.C. Victoriabank S.A signed the agreement regarding the intention to acquire 100% of the share capital of the Non-Banking Credit Organization Microinvest S.R.L., according to BoD Decision no. 218 of 10.04.2025.
- On 22.05.2025, the bank's BoD appointed the Annual General Meeting of Shareholders for 27.06.2025, with the following agenda:
 - The bank's annual financial statements for 2024;
 - The bank's BoD report for 2024;
 - Reconfirmation of the audit firm and establishment of the amount of remuneration for their services;
 - Approval of the regulations for distribution of the bank's net profit for 2025;
 - Distribution of the bank's annual profit for 2024;
 - Approval of the Regulation of the members of the BoD of BC Victoriabank SA;
 - Approval of the Regulation on the remuneration of the members of the Board of Directors of BC Victoriabank SA;
 - Approval of a new version of the Articles of Association of BC Victoriabank SA.
- On 13.03.2025 and 16.07.2024, the Public Services Agency registered the amendments made to the Articles of Association of BC Victoriabank SA;
- On 10.07.2025, Mr. Henry Russell began exercising his responsibilities as a member of the Board of Directors of B.C. Victoriabank S.A.;
- On 1.08.2025, Mr. Bogdan-Dumitru Popa began exercising his responsibilities as a member of the Management Committee of B.C. Victoriabank S.A., the Head of Risk Management (Chief Risk Officer);
- On 1.10.2025, B.C. Victoriabank S.A. completed the acquisition of 100% of the share capital of O.C.N. Microinvest S.R.L., becoming its sole shareholder;
- In accordance with the Minutes of the General Meeting of Shareholders dated 27.06.2025, the update of the Articles of Association of Victoriabank was approved, with the new version coming into force on the date of registration, 01.12.2025.
- The legal grounds for amending the Bank's Articles of Association are as follows:
 - amendments to Law No. 1134 of 02.04.1997 on Joint Stock Companies regarding the partial transposition of Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies, as last amended by Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC regarding the encouragement of long-term shareholder engagement;

- harmonization of the content of the Statute by compiling all Additional Acts concerning amendments and supplements registered in the Moldavian State Register of Legal Entities.

O.C.N. MICROINVEST S.R.L.

- Pursuant to the Sole Shareholder's Decision No. 1 dated 20.10.2025 of O.C.N. Microinvest S.R.L., the Company's Board was approved in both numerical and nominal composition, consisting of five (5) members, for a term of 12 months, as follows:
 - Dumitru Svinarenco;
 - Murat Sabaz;
 - Luminița Runcan;
 - Levon Khanikyan;
 - Cristina Sindile;
- Pursuant to Decision No. 4 dated December 4, 2025, of the Sole Shareholder of O.C.N. Microinvest S.R.L., Mr. Levon Khanikyan was appointed as Chairman of the Board of the Company for the duration of his term of office, in accordance with Article 7.1 of the Articles of Association;
- Pursuant to Decision No. 1 dated October 20, 2025, of the Sole Shareholder of O.C.N. Microinvest S.R.L., a new version of the Company's Articles of Association was approved;
- Pursuant to Decision No. 3 dated 11.11.2025, of the Sole Shareholder of O.C.N. Microinvest S.R.L., Deloitte Audit S.R.L. was appointed as the Company's external auditor for the audit of the financial statements of O.C.N. Microinvest S.R.L. for the financial years 2025–2027.

The activity of the subsidiaries and the Bank's shareholding in the subsidiaries are presented in ANNEX 1 of the present report.

d) Description of the acquisitions and/or sales of assets

The gross value of Banca Transilvania's investments in the Group, in accordance with the International Financial Reporting Standards endorsed by the European Union, is RON 1,373.5 million at the end of 2025, decreasing by 48.1% versus 2024, largely driven by the mergers between BT and OTP, between Victoriabank and BCR Moldova, as well as by recent acquisitions.

Banca Transilvania is engaged in ensuring that its subsidiaries have an adequate CAR (Capital Adequacy Ratio) level, contributing to the improvement of risk management, by involving the audit and compliance functions from within the Bank.

e) The main results of the assessment of the Bank's activity

Internal Audit

The Audit Committee 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's 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 considering both physical attendance and absences that were objectively justified, in accordance with the Bank's practices.

The members of the Audit Committee in 2025 were the following:

- 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:

- Analyzing of 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;
- Monitoring the effectiveness of internal control, internal audit, and risk management by analyzing specific reports prepared by the Bank's control functions and other relevant reports;
- Analyzing specific aspects of the NBR's reports and monitoring the implementation of the related recommendations;
- Monitoring the implementation of significant recommendations in the external auditor's letter to management;
- Establishing an annual audit plan for internal audit, together with the internal auditor;

- Overseeing 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 conducive 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.

External Audit

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.

1.1. General items of the assessment for the financial year ended December 31, 2025

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.

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 evaluate the country's credibility and market confidence.

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.

The separate and consolidated financial statements prepared in accordance with the International Financial Reporting Standards adopted by the European Union (NBR Order no. 27/2010, as subsequently amended and supplemented) are presented below:

▪ Gross profit	RON 4,819.4 million
▪ Net profit	RON 4,095.3 million
▪ Total assets	RON 210,398 million
▪ Capital adequacy ratio (CAR) (without the profit of the second half of the year 2025 included)	22.71%
▪ Return on equity (ROE)	25.23%
▪ Market share in terms of assets	21.97%
▪ Liquidity Coverage Ratio	792.9%

1.2. Assessment of the Bank's operational level

The unit network of Banca Transilvania as of 31 December 2025: 531 functional units (excluding the Headquarters and the Regional Office in Bucharest), compared to 513 functional units at 31 December 2024. Currently, the Bank has also one branch in Italy.

On 31.12.2025, the Bank has a network of 2,031 ATM terminals, out of which 696 are multifunctional ATMs. Also, the Bank owns 577 BT Express terminals used for various operations other than cash withdrawals, has over 178,000 POSs installed and collaborates with over 8,000 e-commerce merchants.

Banca Transilvania is the leader in the card market, having over 8.1 million cards in its portfolio. The transactions made with the 8.1 million cards increased by 19% in 2025 compared to 2024.

Description of the main products supplied and/or services rendered:

The offer of Banca Transilvania has expanded during 2025 with products, services and campaigns aimed at individuals and companies, to support its client's activities effectively and continuously.

RON operations

- cash transactions;
- settlement operations;
- current accounts;
- current account subscriptions for individuals;
- establishment of deposits;
- Round UP savings account;
- loans granted to legal entities and individuals;

- Online loan for individuals;
- letters of guarantee;
- making payments in the Direct Debit and Standing Order system;
- the BT Ultra-Multicash electronic service;
- Internet Banking and Mobile Banking BT Pay / BT Pay Web and BT Go service;
- the electronic confirmation service of payments to customs (Vama On-Line);
- the Trezo Direct service;
- storage and storage in the treasury of objects and other values to be safeguarded;
- consultancy, economic and financial technical assistance, services at the Payment Incidence Center;
- services at the Central Bank Risks;
- information on the exchange rates practiced in the previous period;
- operations with government bonds;
- operations with cards in lei;
- factoring;
- co-financing projects from European funds;
- personal loan from BT Pay.

FCY operations

- foreign exchange market operations;
- establishment of deposits;
- loans granted to individuals and legal entities;
- cheque operations;
- payment order operations;
- operations with documentary letters of credit (export and import);
- operations involving cash collections;
- collateral transactions;
- sending letters of credit, letters of guarantee, amendments, investigations (Swift commissions);
- transfer of amounts in foreign currency (Western Union);
- payment of the visa fee;
- operations involving foreign-currency cards, etc.

Main products launched in 2025, in BT Pay & Retail:

- BT Pay chat;
- in-branch identification via BT Pay;
- a diaspora boarding + free card delivery Italy, Spain, Germany, Great Britain, and Moldova;
- BT Pay Italia;
- negotiated deposits;
- closing of the sub-account;
- notification instead of SMS to P2p;
- pay with BT Pay using Star points;
- savings and deposits account extracted;
- issuance of the interest statement;
- amendment of the limit from RON 5 to RON 1;
- card saved at the Mastercard merchant;
- dark theme;

- view garnishment;
- McLaren cards;
- Untold cards;
- BT Pensions;
- Italy mirror account – loans and investments tab;
- Ro Pay, Ro Pay Alias, Click to Pay Mastercard, Click to Pay Visa;
- authorized persons (Switch profile);
- issuance of a Visa Platinum Debit holder card;
- recurrent treasury;
- BT Pay web;
- change of language: Hungarian;
- redesign of virtual cards for the Winter Olympics;
- RCA insurance in installments;
- credit line insurance from BT Pay;
- the online loan in BT Pay;
- the Private and Private+ subscription for Private clients;
- the Premium Club subscription;
- Visa Classic, Gold, Direct, Mondo debit cards.

Main products launched in 2025 for legal entities ("PJ"):

- online account opening from BT Go (for companies with a single administrator);
- BT x Danubius BlueCash50 – cash register and POS integrated in the same device;
- payment of salaries from BT Go;
- viewing and trading investment funds from BT Go;
- issuance of cards from BT Go;
- total repayment of the loan from BT Go;
- current account for notaries;
- redesign of the Mastercard Business card in euros.

Main products that were launched in the first two years of 2026 for individuals ("PF"):

- rebranding the debit card portfolio;
- real estate insurance from BT Pay;
- transfer of Star points from one card to another;
- e SIM;
- accelerator Round Up;
- child connection and child card issuance;
- early repayment of loans;
- home insurance;
- integration of code into the investment process.

Main products to be launched in 2026 for PF:

- KidCONT from PT Pay;
- Change PIN;
- integration of BT Trade into PT Pay;
- physical McLaren euro card;
- new BT Pay design;
- application for the credit card (Star Gold, Star Platinum, Flying Blue) from BT Pay.

Main products to be launched in 2026 for PJ:

- online account opening from BT Go (for the rest of the companies);

- online credit from BT Go;
- redesign of the rest of the business card portfolio;
- POS App for IOS;
- BT Mic loan directly from BT Go;
- partial repayment of PJ loans from BT Go;
- Credit Points relaunch (for Startup Nation projects).

In addition to the data presented above regarding the description of the products, we make the following clarifications:

- a) The main sales markets for each product or service and the distribution methods are the domestic and international banking markets. The entire range of financial products, both banking and those offered by BT Group subsidiaries, is available to customers through a single distribution network, under the BT brand;
- b) the share of each category of products or services in the bank's revenues and total turnover are presented in the Consolidated and Individual Annual Financial Statements prepared in accordance with the International Financial Reporting Standards adopted by the European Union, for the financial year ended December 31, 2025;
- c) The planned new products and services, for which a substantial amount of assets will be allocated in the next financial year, include the following:
 - New functionalities in BT Pay and BT Go applications;
 - New current account subscriptions for individual customers;
 - BT Italia campaigns for individual customers;
 - Online onboarding for legal entities;
 - Online loan for legal entities.

1.3. Assessment of the technical and material supply activities (domestic and foreign sources)

This item is not significant for the Bank.

1.4. Assessment of the operational activity

BT continued to be the main lender of the Romanian economy, mobilizing the highest level of resources in the banking system to provide financing to companies, to population, and for strategic projects in Romania.

The number of active clients increased by over 9% in 2025, as compared to 2024, from 4.57 million to 4.99 million.

The number of active clients structured by business lines is the following:

Active BT clients*	12/31/2025	12/31/2024	2025/2024
Large Corporate clients	1,750	1,509	16.0%
Mid 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	4,448,962	4,088,127	8.8%
TOTAL	4,985,123	4,571,871	9.0%

* The classification of legal persons within the segments is regulated by internal rules which set the conditions for the classification of clients per business segments.

Banca Transilvania Financial Group Business Lines Performance

The entire portfolio of loans for companies at the level of the Bank represents approximately 60% of the total gross loans, with an almost equal division between the local currency and the foreign currency.

Large Corporate Customers

The Large Corporate business line focuses on financing large-scale projects, with a strategic impact in the transition to a sustainable economy. In this area, BT supports large companies that develop or operate critical infrastructure and investments with a high degree of complexity – 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 are prioritized, reflecting the Bank's commitment to facilitating the responsible development of sectors critical to the economy. At the same time, BT remains a solid partner for health, education and social infrastructure projects, where the transformative potential and positive effects at community level are significant in relation to the financial dimension of the beneficiary.

At The balance of gross loans related to the Group business line reached RON 36 billion (+12.6% versus December 2024), and at Bank level it reached RON 36 billion at the end of 2025, 22.4% higher than at the end of 2024.

With a share of 34% of the total loan portfolio, the Large Corporate segment focused on deepening long-term lending relationships, managing a loan portfolio almost double compared to 5 years ago.

Mid Corporate and SME Clients

The Mid Corporate, SME and Micro business line supports the development of Romanian companies through dedicated financing and banking solutions adapted to each stage of growth, with an expanding portfolio fueled by new loans and the integration of the portfolio taken over from OTP Bank.

The balance of gross loans at Group level increased by 3.5%, reaching RON 28.5 billion (2025 vs 2024), and at Bank level it increased by +16.7%, reaching RON 26.7 billion (2025 vs 2024)

BT has dedicated time and resources to efficiently improving the all-in-one banking platform for entrepreneurs, BT Go, which has become an adaptable business ecosystem with 544 thousand users and a transaction value of over RON 351 billion in volume, offering a useful set of features.

The platform is constantly evolving by introducing functionalities that meet the real needs of the entrepreneurial environment. Recent developments include recurring payments, the ability to open and close savings accounts directly from the app, as well as the expansion of customer services in Italy, which includes instant payments in euros and automatic verification of beneficiaries.

An important step in the development of the BT Go ecosystem is the introduction of the digital onboarding process for companies, which allows the opening of the business account 100% online, directly from the application, without physical documents and without going to the unit. Through this digital flow, eligible entrepreneurs can become customers of the bank in a fast and simplified way, using only the company's data and the identity document of the legal representative. This

functionality helps speed up the onboarding process and expand access to digital banking services for the entrepreneurial environment.

In addition, the application includes a series of advanced functionalities that extend the role of the platform beyond the transactional area, such as full online repayment of loans, instant issuance of business cards or access to investment instruments directly from BT Go.

These capabilities contribute to strengthening Banca Transilvania's position as a leader in the digitization of banking services dedicated to companies and in the development of a complete digital ecosystem for entrepreneurs.

Micro customers, part of the Mid Corporate & SME segment, have grown by 50% in the last 5 years, reaching 499,164 customers (+11.3% compared to 2024).

BT Mic (BT Microfinancing) continues to facilitate entrepreneurs' access to financing and business development services through the Stup initiative. The entrepreneurial community has exceeded 40,000 members, and the ecosystem built around it has generated over 10,000 business services purchased by entrepreneurs and over 7,000 digitization products purchased by 4,300 entrepreneurs. At the same time, Stup continues to contribute to the development of the entrepreneurial environment, with over 880 businesses launched within the community.

Retail Customers

BT has 4.9 million uniquely digitized customers. These customers use the internet and mobile banking service – BT Pay. We observe a clear trend of increasing interest in digitalization, 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.

In 2025, over 470,000 individuals became BT customers, along with the more than 130,000 customers migrated with the integration of OTP Bank Romania. A significant part of the newly enrolled customers in 2025 opted to open the account directly through the BT Pay application, without any visit to the Bank.

Banca Transilvania is the market leader in the field of cards, with 8.1 million cards in its portfolio. Purchases made with the 8.1 million cards increased by 19% compared to the same period last year.

The Bank reached over 5.7 million unique cards enrolled in BT Pay, Apple Pay, Google Pay, Fitbit Pay and Garmin Pay, and the number of phone payments at merchants in 2025 increased by 29% compared to 2024. At the same time, money transfers from cards enrolled in BT Pay are increasingly appreciated, their volume increased by 70% compared to the previous year.

As for the volume of non-card transactions made by individual customers through digital channels, they registered an increase of 24% compared to the same period last year.

At the end of 2025, Chat BT exceeded 1.5 million interactions. Thanks to continuous optimizations - fast and intelligent responses, multilingual support (RO, EN, IT, HU), dynamic customization, access to tutorials and resources, adapted insights - since the end of the year, over 80% of customers find their information on their own, and 20% of conversations are taken over by a consultant (conversion rate to live chat: 20%).

The Premium segment grew in 2025 to approx. 150,000 Premium and Private customers and has been 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 offer was improved in 2025, with the launch of an exclusive product dedicated to Premium customers - the Premium Club Subscription.

Starting with August 2025, Banca Transilvania's customers can directly join, through the BT Pay application, to the optional pension funds (Pillar III) managed by BT Pensii. Since the launch of this functionality, more than 8,600 customers have chosen to save for the long term on one of the two optional pension funds - Pensia Mea and Pensia Mea Plus.

At Group level, retail customer loans exceeded RON 44.9 billion, up 10.4% compared to 2024, as a result of both the integration of the portfolios belonging to new acquisitions and as a result of organic growth.

Treasury

The Treasury activities in Banca Transilvania are complementary to other products and services offered to the customers of the Bank's five business lines.

The principles and the strategic objectives linked to the treasury activities are:

- The principle of precaution - with respect to the management of the Bank's liquidity surplus, the maturity date of assets and debts, the interest rate structure, and the market risks to which the Bank is exposed, in accordance with the risk limits established in the Bank's Risk Strategy and/or the regulations governing the Romanian banking sector;
- The principle of dispersion - concerning the counterparty exposures resulting from all specific treasury operations;
- Income maximization - under prudent conditions and considering the estimated multiannual evolution of the cyclical macroeconomic indicators;
- Develop strategies and pricing structures to help increase commercial lending as part of the balance sheet management / Asset and Liabilities Management process.
- And finally, developing hedging products and strategies for bank's customers, including market access and price distribution through digital solutions.

One of the main sources of income is given by transactions in the fixed income space, where there is an increased focus to decrease volatility in results by a larger allocation to held-to-collect portfolios, with the view of maintaining a large pool of eligible / HQLA instruments that provide easy access to liquidity in adverse market conditions. At times, this is coupled with different interest rate risk hedging strategies.

As in prior years, an important revenue vector is our spread business in different instruments and that is a direct consequence of an increasing customer base, both organic and by acquisition.

Following the general trend of the increasing number of operations at the entire Bank's level, the foreign currency exchange was also stimulated, showing an increase in the net income, which grew with 10.9% on a consolidated level compared to the previous year, reaching a level of RON 883.5 million in 2025.

2025 Statement of Financial Position

The situation of the financial position in 2025 in accordance with the International Financial Reporting Standards adopted by the European Union (NBR's Order No. 27/2010 as subsequently amended and supplemented) is presented below:

BT ended the year 2025 with total assets amounting to RON 210,398 million, 14.2% higher compared to the end of 2024. At consolidated level, total assets increased by 8.4% to RON 224,414 million.

Loans portfolio: At the end of 2025, Banca Transilvania's gross loan portfolio balance was 22.6% higher than at the end of 2024, even though in 2025 write-offs in amount of almost RON 167 million were performed.

The non-performing loan ratio (NPL ratio) according to the EBA is 2.40% as of December 31, 2025, and the coverage with total provisions of the non-performing loans according to the EBA is 178.9%.

Provision balance: In 2025, Banca Transilvania recorded a net impairment allowance on financial assets on other risks and loan commitments in amount of RON 622 million (including recoveries from previously written-of-loans).

The high level of provisioning reflects the Bank's prudent and preventive approach as well as the recommendations of the NBR and EBA.

The total balance of adjustments (impairment allowances) was RON 5,940 million as of December 31, 2025, increasing by 24% versus the previous year, the main contribution to this change is brought by the expected credit loss for stage 3 loans. The coverage ratio of the stage 3 provisions reached at the end of 2025 a comfortable level of 69.5%.

Cash and current accounts with Central Bank: At Group level, there is an increase of 16.2% compared to the end of 2024, with the balance of cash and investments at the Central Bank reaching RON 25,499 million. At the level of the Bank, Cash and current accounts with Central Bank amounted to RON 23,224 million, being 37.4% lower compared to the previous year, but above the minimum acceptable level required by the Bank to cover liquidity risk. Cash and current accounts with Central Bank consist mainly of cash on hand and placements with central banks, 76% of the total balance being represented by the minimum required reserve held with the NBR (RON 17,672 million).

Placements to banks and public institutions: At Group level, placements to banks and public institutions increased by 20.7% compared to 2024, reaching RON 16,552 million and at the Bank level, the growth recorded is 6.3%, up to RON 14,476 million. As of December 31, 2025, placements to banks include reverse-repo bills, term deposits, loans and advances to credit institutions with maturity lower than three months which all are included in the individual and consolidated cash flows, of which over RON 2,749 million are related to reverse repo transactions.

Securities: At the Group level, the securities and derivative financial instruments increased by 1.2% compared to last year (RON 69,208 million) and by 2.8% at the Bank level, reaching RON 66,541 million, growth driven by the debt instruments category. The securities issued by the Central Administrations have the largest weight in this category.

The Group's **fixed assets** increased by 10.6% compared to 2024, thus registering RON 3,755 million, while at the Bank level it decreased by 16.4%, reaching RON 4,175 million. A significant

share is represented by the decrease in investments in subsidiaries, which reached RON 1,373 million at the end of 2025 from RON 2,645 million at the end of 2024.

Customer resources: Deposits attracted from customers increased by 4.4% at Group level, up to RON 175,250 million, and at Bank level they recorded +12% compared to the previous year and thus reached RON 168,862 million. As of December 31, 2025, 66% of deposits attracted are from individuals and 34% are attracted from legal entities.

Loan/deposit ratio for the Bank was 62.6% at the end of 2025.

The capital adequacy ratio continued to remain at a comfortable level of 22.71% (the net profit for the first half of 2025 being incorporated into own funds). An adequate level of capital and general financial indicators has been maintained, in line with banking prudence practices.

The equity of Banca Transilvania as of 31.12.2025 amounted to RON 20,092,024,330, of which:

- The share capital registered with the Trade Register on December 31, 2025, is represented by 1,090,322,225 shares with a par value of 10 RON/share, plus RON 86,501,040 as capital adjustment to inflation and surplus from the revaluation of fixed assets, used for the share capital increase but not realized until the date of the transition to the International Financial Reporting Standards adopted by the European Union;
- Premiums for conversion of bonds into shares: RON 28,613,972;
- Statutory reserves: RON 1,493,546,486;
- Banking risks reserves: RON 77,892,714;
- Reserves from change in fair value of financial assets measured at fair value through other comprehensive income, net of tax: RON -703,027,745;
- Reserves from the revaluation of tangible and intangible assets, net of tax: RON 31,510,999;
- Retained earnings (excluding the profit for the year and profit distribution): RON 1,789,661,266;
- Other equity instruments: 2,529,996,037 lei;
- Profit for year: RON 4,095,289,537;
- 5% Legal reserve fund from gross profit: RON -241,182,226.

Banca Transilvania issued additional Tier 1 capital instruments (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 cancelled by the issuer on predetermined dates. AT1 bonds include discretionary non-cumulative coupon payments, which allows them to be classified as equity in accordance with IFRS.

If the Group or Bank's CET 1 falls below 5.125% (i.e. if a triggering event occurs), the principal amount will be reduced. The issuer may, at its discretion, increase the amount (in whole or in part), compliance with certain conditions, including recording a positive result and fixing the triggering event.

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 4.7 billion.

Cost/Income ratio recorded a comfortable level of 44.4% in 2025, decreasing from 45.4% at the end of the previous year. Excluding the expense with the Turnover tax, Cost/Income Ratio would

have reached 39.4% at the Bank level. This ratio is under strict supervision, operating efficiency continuing to be one of the Bank's objective.

Operating income increased during 2025, reaching RON 11,661 million at Group level (+15.9% compared to 2024), and at the Bank level, RON 9,794 million (higher by 19% than the previous year).

The most important income categories are the following:

- Net interest income: RON 6,631 million in 2025 at Bank level, respectively RON 8,066 million at Group level, thus registering increases of 19.9% and 16.8% respectively compared to the previous year. Their growth reflects sustained commercial activity, both in terms of lending to households and companies. Debt instruments measured at amortized cost also generated higher revenues in 2025 compared to the previous year.
- Fee income: Net fee income increased by 9.1% at the Group level, registering RON 1,623 million and by 9.5%, reaching RON 1,388 million at Bank level. The continuous increase in the number of transactions and the number of active customers, as well as the diversification of the types of transactions made available to customers, have led to the increases recorded in this category.
- Net trading income: This revenue category increased by 26.4% at Bank level and by 30.8% at Group level. The increase is due to the recording of net income from financial assets held for trading.
- The net gain/(loss) related to the financial assets measured at fair value through the comprehensive result recorded a positive value of RON 66 million at the Bank level.
- The net gain/(loss) related to the financial assets mandatorily measured at fair value through profit and loss recorded a positive value of RON 434 million at the Bank level.

Operating expenses, before net impairment adjustments and provisions for other risks and loan commitments, increased by 12.0% and reached RON 5,441 million as of 31 December 2025 at Group level, compared with RON 4,859 million in 2024. At Bank level, these expenses grew by 16.4%, reaching RON 4,344 million as of 31 December 2025, compared with RON 3,732 million as at 31 December 2024.

The evolution of these expenses at Bank level was driven by the increase in the other operational expenses category, which recorded a 26.4% rise in 2025 compared to 2024. This category includes, among other items, the turnover tax expense, amounting to RON 487.2 million. The level of this tax doubled starting July 2025, increasing from 2% to 4%.

Personnel expenses: At Group level, the expenditure category increased by 4.0% compared to the previous year, and at Bank level they are 11.2% higher, being also determined by the adjustment of fixed salaries amid increased inflation, share payments to employees, as well as the expansion of the employee base.

The Bank also continued the program for performance rewarding, the Stock Options Plan, based on which the employees with good performances may exercise their right to purchase at a preferential price or to receive free of charge a certain number of shares issued by the Bank. The program generated for the Bank expenses worth of RON 141.5 million, up 17% compared to 2025.

The Group's operating result reached RON 6,220 million, 19.6% higher than in 2024, and the Bank's level is 21.1% higher than the previous year, reaching RON 5,442 million.

Net provision expenses: RON 832 million at Group level (including recoveries from off-balance sheet loans), while at Bank level were RON 622 million, maintaining a prudent risk approach.

The Group's gross profit in 2025 is RON 5,510 million, compared to RON 5,442 million. At the Bank level, the gross profit is RON 4,819 million, compared to RON 4,160 million, increasing by 15.9%.

At the level of the Banca Transilvania Financial Group, **the net profit** amounted to RON 4,661 million, representing a decrease of 1.5% compared to RON 4,731 million recorded in the previous year. However, excluding the impact of bargain gain, the net result would have reflected an increase of 16.0%. The net profit achieved in 2025 at Bank level is RON 4,095 million, up by 16.0% compared to RON 3,532 million reported in 2024.

At Group level, as of December 2024, **the gain from acquisitions** amounting to RON 816 million is represented by the gain from the acquisition of BCR Chisinau S.A. (RON 133 million which was determined as the difference between the consideration paid, RON 57 million and the fair value of the assets and liabilities of BCR Chisinau S.A. on the date of taking control, RON 190 million) and the gain from the acquisition of the OTP group (RON 683 million, which was determined as the difference between the consideration paid, RON 1,722 million and the part of the fair value of the assets and liabilities of OTP Bank Romania S.A. and the other OTP subsidiaries at the date of taking control, RON 2,405 million).

The gain from the acquisition of O.C.N. Microinvest S.R.L. in amount of RON 120 million does not constitute a taxable transfer for the difference between the market price of the transferred assets and liabilities and their tax value. The Bargain gain was determined as the difference between the consideration paid (RON 332 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 (RON 452 million). The amount is recognized in Statement of Profit or loss under the line "Bargain gain" of the consolidated and separate financial statements.

The gain from the acquisition of BRD Societate de Administrare a Fondurilor de Pensii Private S.A. of RON 1.2 million was determined as the difference between the consideration paid (in the amount of RON 55.5 million) and the fair value of the company's assets and liabilities at the date of taking control (in the amount of RON 56.7 million).

1.5. Assessment of the aspects related to the Bank's and the Group's employees/staff

The Group's number of active employees as of December 31, 2025, was 13,361 (2024: 13,629 employees).

The Bank's number of active employees as of December 31, 2025, was 10,180 (2024: 9,744 employees). The values include the number of employees of BT Italy.

The average age of employees in 2025 was 39 years (2024- 39 years). Breakdown per genders 2025: 73% women and 27% men (2024- 71% women and 29% men).

Within Banca Transilvania S.A., the employment relations in 2025 were regulated by the Collective Labor Agreement no. 237/17.08.2023, starting with September 2025 by the Collective Labor Agreement no. 302/10.09.2025 and the Internal Order Regulation (R.15.9.). The relations between

the manager and the employees, as well as any conflicting elements that have arisen, have been investigated and resolved based on these regulations.

The priorities in the Human Resources area were focused on attracting, developing and retaining talent, with a focus on the skills of the future, managerial performance and adaptation to market transformations. 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, through investments in continuous learning, leadership, digitalization and employee experience.

The development of a constructive organizational culture is a constant concern of the Bank, with the desire to facilitate a better collaboration between employees to achieve objectives and their involvement in their own professional development, with the desire for Banca Transilvania to remain a workplace where employees come with pleasure, build authentic relationships and have real opportunities for development.

1.6. Assessment of the aspects related to the environmental impact of the issuer's main activity

Although at the level of the banking system the environmental impact is largely indirect, generated by the projects that the Bank chooses to finance, and by some of the daily administrative activity.

Banca Transilvania continued to advance ESG (Environmental, Social and Governance) 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).

The outstanding green loan to companies reached RON 4.2 billion, split as follows: RON 1.9 billion in renewable energy projects, RON 1.8 billion in green commercial buildings, RON 270 million in special climate projects, RON 130 million in energy efficiency projects, RON 70 million in blue finance projects and RON 30 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 CEE (Central and Eastern Europe) 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 its 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 (Corporate Social Responsibility) projects amounted to RON 87 million.

Through the BT Pay app customers shared 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.

1.7. Assessment of the research and development activities

The research and development activity consists of investments in technology, digitization, innovation, and process improvement/simplification.

1.8. Assessment of the Bank’s activity regarding risk management

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 consider 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 financial stability: The Group controls the risk in order to limit the impact of potential adverse events on 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 Bank's control processes;
- portfolio diversity in order to prevent dangerous 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 offshore 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 Bank's 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);
- identified 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 risk events likely to generate losses, calculation methodology for specific credit risk provisions, assumptions regarding the future evolution of assets' value, etc.;
- monitors and risk controls: The policy and the procedures implemented for 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 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 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.

- 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.
- 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).
- 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.
- 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.
- 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 credit 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 meeting obligations capacity. 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 limits to ensure 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 payments / 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.

Also, 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. (securities, 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 regarding 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 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 of 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 incidents 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 compliance and internal control, by applying specific 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.

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 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:

- the group-level strategic planning process;
- ensuring the continuous effectiveness of the risk appetite framework;
- the risk management process and capital management, including forward-looking funding strategies;
- the group's recovery plan, by incorporating management actions with material impact;
- monitoring capital adequacy indicators to timely identify and assess potential threats;
- 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 to 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 to 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 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 compliance risk assessment methodologies through the use of risk indicators;
- monitoring 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 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 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 refers to the integration of the ESG risks into the risk management and governance framework, aiming not only at 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, also highlighting 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, international relevant 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 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.

1.9. Aspects related to the perspectives of the Bank's activity

In July 2025, Banca Transilvania listed its first RON sustainable bond issue on the Bucharest Stock Exchange, worth RON 1.5 billion. The issuance consisted of senior non-preferential bonds with a maturity of 7 years, a 6-year redemption option and a coupon of 8.875%. The bonds are eligible as MREL instruments, contributing to the bank's loss-absorbing capacity in line with European regulatory standards. The funds obtained will be used to finance sustainable projects, in accordance with the BT Framework for Sustainable Finance.

This RON-denominated issue has further diversified investment opportunities for local investors. Together with the capitalization of a significant part of the previous year's profits, the funds raised support the continued granting of loans to both corporate and retail customers, with a direct positive impact on economic growth.

In November 2025, Banca Transilvania announced the successful execution of its first AT1 (Additional Tier 1) bond issue on the Dublin Stock Exchange, strengthening its reputation as a leading and attractive participant in international capital markets. The issuance included additional Tier 1 securities denominated in euro, contributing to the achievement of Banca Transilvania's capital objectives, in accordance with the approved capital planning.

Overall, Banca Transilvania's bond issuance programs have strengthened the bank's financing diversification, capital resilience and access to international capital markets. Through disciplinary enforcement, strong investor engagement, and integration of sustainability considerations, these

programs supported regulatory compliance, long-term financial stability, and sustainable growth. By consistently aligning financing activities with its strategic objectives and market best practices, Banca Transilvania has strengthened its capacity to support the Romanian economy, while maintaining a robust and future-oriented capital structure.

Banca Transilvania concluded on December 22, 2023, a non-STS synthetic securitization transaction with the European Investment Fund (EIF) and the European Investment Bank (EIB), effective from March 31, 2024. The synthetic securitization transaction is structured on a portfolio of loans granted to legal entities, initial securitization in amount of RON 2,027.5 million.

During the transaction, the Bank retains at least 5% of the exposure of each loan included in the securitization portfolio.

The credit risk of the mezzanine and senior tranches is transferred to the EIF, while the credit risk of the junior tranche, representing 1.6% from initial portfolio, is assumed by the Bank.

EIF - as Guarantor, issued an irrevocable and unconditional Financial Guarantee in favor of Banca Transilvania (the Beneficiary) to guarantee the coverage of the loss related to each reference obligation, should such loss be allocated to the mezzanine and senior tranche, initial total amount of RON 1,995.1 million which represents 98.4% of securitized portfolio, after exceeding the losses retained by the Bank related to junior tranche and synthetic excess spread (cumulatively 2.8% of the total volume of the initial portfolio).

The financial guarantee is treated separately and does not result in any changes to the financial characteristics of the loan, representing a distinct mechanism for covering credit risk. As a result, it does not impact the calculation of expected credit losses.

The scheduled maturity date of the guarantee is December 31, 2039.

The EIF guarantee is counter-guaranteed by the EIB through a back-to-back hedge arrangement.

The Bank's objective is to support the real economy by transferring the benefits of more efficient use of the Bank's capital to the end-customer, in the form of a lower cost of loan. To this end, Banca Transilvania has concluded with the EIB a Mezzanine and a Senior Retrocession Agreement and Commitment Agreement for increased support for SMEs and Midcaps, to supply new lending of more than RON 2.64 billion, including also projects aligned with climate action and environmental sustainability, thus supporting the transition to a low-carbon economy.

The below stated amounts represent the securitized portfolio as of December 31, 2025:

RON million

	Date of contract	End of maturity	Portfolio type	Maximum amount of securitized portfolio	Securitized portfolio (Nb. Loans)	Outstanding amount
EIF synthetic securitization	2023	2039	SME & CO	2,027.5	15,956	2,010.16
Senior tranche				1,670.67		1,656.14
Mezzanine tranche				324.40		321.58
Junior tranche				32.44		32.44

At the end of the financial year, the losses were fully allocated to the excess synthetic spread. According to the contract, the Bank will be able to benefit from reimbursements in the future for the losses associated with the defaulted reference obligations, but this benefit will only become realizable after the complete allocation of the losses to the excess synthetic spread and junior

tranche. In accordance with the definition of a contingent asset, the bank considers that, although there is a possibility that an economic resource may be received in the future under the terms of the financial guarantee contract and the losses to be reimbursed, the realization of this asset remains uncertain. It depends on the allocation of losses to the excess synthetic spread and junior tranche.

The Bank has not recognized this asset in the financial statements as of December 31, 2025, given the uncertainty regarding the timing and conditions under which the reimbursement will take place. The asset will be recognized only when there is virtually certain that the reimbursement will be made.

For 2026, the Bank aims to set the following qualitative and quantitative objectives:

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%
- Loans/deposits: 64.8%

The development plan for 2026 is presented in the table below:

Investment budget for 2026 (RON million):	
Buildings – agencies and branches	105.94
Investments in IT and cards, of which:	663.17
Hardware IT	34.23

Software IT	407.82
Retail and cards, of which:	221.11
<i>Hardware, retail cards</i>	51.92
<i>Software, retail cards</i>	169.19
Vehicles	21.39
Security	9.79
Cash processing center	7.88
Digital initiatives	177.22
Other	32.00
Total Investments VAT included	1,017.40

In projecting indicators for 2025, an average inflation rate of 6.1% has been considered and an EUR-RON exchange rate of 5.17.

The Bank estimates a growth rate of 6.4% for total assets as compared with previous period (up to RON 223,765 million). The structure of assets is projected to comprise a weight of 51.7% of gross loans, a weight of 23.5% of cash and cash equivalents and a weight of 25.2% of investments in treasury bills.

Regarding the structure of liabilities and equity forecasted for 2026, the Bank considered a growth rate of resources from non-banking clients of 5.8% as compared with 2025, meaning a weight in total liabilities of 89.0%.

The 2026 budgeted ratios subject to the GMS approval are determined so as to support the business objectives and are correlated with the specific prudential and supervisory standards.

2. The Bank's Tangible Assets

2.1. Location and properties of the main production capacities owned by the Bank

Until now, the Bank currently owns tangible assets in the form of buildings, which represent the offices of its subsidiaries/agencies located in: Bistrița, Brasov, București Obor, Cluj-Napoca, Centrul Regional București, Centrul de Procesare Cash București, Centrul de Procesare Cash Cluj, Dej, Deva, Drobeta Turnu-Severin, Miercurea-Ciuc, Râmnicu-Vâlcea, Turda, Zalău, Suceava, Iași, Alba-Iulia, Arad, Alexandria, București Unirii, Bacau, Botosani, Baraolt, Cristuru Secuiesc, Odorheiu Secuiesc, Ploiesti, Sfântu Gherorghe, Târgu Secuiesc, as well as six buildings accommodating the Bank's Headquarters. The other locations where BT units are currently operating are rented offices.

2.2. Description and analysis of the degree of wear and tear of the Bank's properties

The net tangible assets as of 31 December 2025 amount to RON 1,227.88 million, of which 48% are buildings and land. The majority of real estate properties were recently built or refurbished.

A detailed analysis of the Bank's fixed assets is presented in the Notes to the Financial Statements.

Tangible assets do not include rights-of-use assets recorded in accordance with IFRS 16.

2.3. Notes on the potential issues related to the ownership of the Bank's tangible assets

Not applicable.

3. The stock exchange where the securities issued by the company are traded

3.1. Romanian and foreign markets where the securities issued by the Bank are traded

As of 15.10.1997 (the first trading day), Banca Transilvania became the first Romanian banking institution listed on the Bucharest Stock Exchange. The Bank's shares are indivisible common dematerialized nominal shares.

At the beginning of 2025, the share capital registered with the Trade Register was RON 9,168,798,460.

As a result of the Decisions of the Extraordinary General Meeting of Transilvania Bank Shareholders of April 25, 2025, it was decided to increase the share capital by the amount of RON 1,734,423,790 by issuing a number of 173,442,379 new shares, with a nominal value of 10 RON/share. The increase of the share capital was achieved by incorporating the reserves constituted from the net profit of the year 2024 in the amount of RON 1,734,423,790, by issuing a number of 173,442,379 shares with a nominal value of 10 RON/share, for the benefit of the shareholders registered in the Shareholders' Register held by the Central Depository on the registration date established by the General Shareholders' Meeting (July 18, 2025). The increased value of the share capital is RON 10,903,222,250, divided into 1,090,322,225 shares, each having a nominal value of RON 10. The registration operations of the share capital increase at the Central Depository were completed on 21.07.2025, and the issuance of the Certificate of Registration of Financial Instruments no. AC – 5606 – 4 by the ASF took place on 30.07.2025.

The share capital structure as at 31.12.2025 and 31.12.2024 was as follows:

Shareholders	31-Dec-25	31-Dec-24
NN Group (*)	9.37%	9.37%
European Bank for Reconstruction and Development (EBRD)	5.16%	5.16%
Romanian individuals	25.15%	24.21%
Romanian companies	45.56%	45.20%
Foreign individuals	1.17%	1.11%
Foreign companies	13.59%	14.95%
Total	100%	100%

(*) NN Group N.V. and pension funds managed by NN Pensii SAFPAP S.A. and NN Life Insurance S.A.

The Bank's market capitalization at the adjusted price, excluding cash dividends, on 31 December 2025 was RON 32.93 billion, respectively EUR 6.46 billion (31 December 2024: RON 24.76 billion, respectively EUR 4.97 billion).

3.2. The Bank's policy regarding dividends

In 2025, the Bank distributed dividends in the amount of RON 1,589,254,950 from the 2024 profit, the gross value of the dividend per share being RON 1.7333295709, and from the reserves of other years, dividends in the amount of RON 700,000,000, the gross value of the dividend per share being RON 0.6420341921.

In 2024, the Bank distributed dividends in the amount of RON 1,000,000,000 from the profit of 2023, the gross value of the dividend per share being RON 1.2521000331.

In 2023, the Bank distributed the profit of 2022 (RON 897,540,893) as well as part of the reserves of the previous years (RON 4,914,768.77 from the net profit reserves of the previous years) as cash dividends in a total amount of RON 902,455,661.77, the gross value of the dividend per share being RON 1.13.

Proposals regarding the distribution of profit for the financial year 2025

The Board of Directors of the bank submits for approval to the GMS the proposal for the distribution of the profit in the amount of RON 4,819,442,833, according to the following situation:

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

The Board of Directors proposes for approval to increase the Bank's share capital from RON 10,903,222,250 to RON 12,475,866,499, with the amount of RON 1,572,649,249, representing reserves from the 2025 net profit. The increase in the share capital will be carried out by issuing a number of 157,264,424 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 GSM, 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 881,463,063 is distributed in the retained result. 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
AT1 instruments' distribution	181,463,063
Capitalization of 2025 net profit reserves	1,572,644,249
Share capital at recording date*	10,903,222,250

Proposal for 2025 profit distribution	Amounts (RON)
Yield per share % capitalization	0.14423664975

*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 currency on the date of approval of their distribution by the General Shareholders' Meeting and the payment will be made in two installments, the first on 27.05.2026 and the second on 27.11.2026, subject to the fulfilment, on relevant dates, of the conditions for distribution of AT1 type instruments.

The cumulative value of distributions related to AT1 instruments, established according to the issue prospectus, is EUR 35,625,000. The equivalent in RON of 181,463,063 was calculated at the exchange rate of EUR 1 = RON 5.0937 as of 11.03.2026. Their final value will be lower or higher depending on the evolution of the EUR - RON exchange rate until the date of registration of the payment obligation in EUR.

3.3. The Bank's share buyback activities

The share buybacks that took place in 2025 are part of the program approved by the Resolutions of the Ordinary and Extraordinary General Meeting of Shareholders of Banca Transilvania S.A. of 25.04.2025, when the Bank's buyback of its own shares was approved, in accordance with the applicable legal provisions, under the following conditions: up to 5,000,000 shares (0.55% of the total shares that make up the share capital) with a nominal value of RON 10/share at a minimum price equal to the market price on the BVB at the time of the acquisition and a maximum price of RON 38, for a maximum period of 18 months from the date of publication of the EGMS Decision in the Official Gazette of Romania, Part IV, within a stock option plan program in order to implement a remuneration system and carry out a staff loyalty program for a period of at least 4 years.

3.4. The number and nominal value of the shares issued by the parent company and owned by the subsidiaries

As at 31.12.2025, BT Group has in balance the amount of RON 26.5 million own shares at acquisition value (~3.3 million shares), which are held by BT INVEST1, a Group subsidiary.

BT group subsidiary	Number of shares held	Nominal value at 31.12.2025	Percentage held of the Bank's share capital as at 31.12.2025
BT INVEST1	3,283,642	32,836,420	0.30%
Total BT Invest1 shares held	3,283,642	32,836,420	0.30%

3.5. Bonds issued by the Bank

The category of "Subordinated debts" includes, at Bank level, the bonds not convertible into shares issued by BT both in 2018 and in 2023, which will be detailed below. Their balance as of 31.12.2025, at the Bank level, is RON 2,466 million.

In 2018, Banca Transilvania S.A. issued 2,850 bonds, with the nominal value of a bond of 100,000 euros. The bonds were offered for subscription through private placements to a limited number of eligible investors. Private placement of Tier 2 Equity Bonds, unsecured, subordinated,

denominated in euro, bearing an interest equal to Euribor 6M + 3.75% per annum, maturing in 2028, with a total nominal value of EUR 285 million (equivalent to RON 1,453 million as of December 31, 2025). The bonds became tradable on the regulated spot market administered by the Bucharest Stock Exchange under the ISIN code ROTLVADBC023 and the symbol TLV28E starting with July 6, 2018.

On June 30, 2025, the payment was made to bondholders of the 14th coupon for the 14th interest period (December 28, 2024 – June 27, 2025) in the amount of EUR 3,208.76/nominal value.

On December 29, 2025, the payment of the 15th coupon for the 15th interest period (June 28, 2025 – December 28, 2025) in the amount of EUR 2,941.73/ nominal value was made.

As of 31.12.2020, the balance of convertible bonds was 0 (zero) lei, as a result of the fact that in 2019, the Bank converted a number of 8,920 bonds in a total amount of 2,122 euros, equivalent to 9,829 lei, an amount that was used to increase the share capital, in 2020 the Bank converted bonds in a total amount of 83 thousand euros, equivalent to 391 thousand lei, an amount that was used as follows: 173 thousand lei for the increase of the share capital and 218 thousand lei for the constitution of the capital premiums and also in 2020, the balance of convertible bonds in the amount of 9,814 thousand euros, equivalent to RON 47,523 thousand was repaid on 22.05.2020.

During 2021 and 2022, the Bank did not issue bonds.

Banca Transilvania S.A. issued in 2023 non-convertible bonds in the amount of EUR 200 million, equivalent to RON 1,020 million (RON 995 million in 2024), at Euribor 6m +6.68% per annum, maturing in 2033. The face value of a bond is EUR 100,000.

On June 30, 2025, the payment was made to bondholders of the fourth coupon for the fourth interest period (December 29, 2024 – June 28, 2025) in the amount of EUR 4,625.79/nominal value.

On December 29, 2025, the fifth coupon was paid for the fifth interest period (June 29, 2025 – December 28, 2025) in the amount of EUR 4,358.50/ nominal value.

The Bank also issued MREL bonds recorded on the balance sheet in the category "Loans from banks and other financial institutions", with a balance of RON 14,604 million, of which the balance as of 31.12.2025 of the bond issues detailed below is RON 11,969 million:

In 2023, within the *EUR 1,000,000,000 Euro Medium Term Note Program*, Banca Transilvania issued bonds totaling EUR 790 million, with ISIN XS2616733981, annual interest rate 8.875% and maturity 27.04.2027. The coupon payment frequency is annual, 27.04.2025 being the date of the second payment.

The first tranche of the *EUR 1,500,000,000 Medium Term Note Program (EMTN 2023)* was issued on 29 November 2023 for EUR 500 million with ISIN XS2724401588, a rate of 7.25% per annum and maturity 07.12.2028. This bond issue is the first with an ESG label for Banca Transilvania, with a social component (minimum 50%) and a green one. The coupon payment frequency is annual, 07.12.2025 being the date of the second payment.

The second tranche of *EMTN 2023* was issued on September 25, 2024, for a value of EUR 700 million with ISIN XS2908597433, a rate of 5.125% per annum and maturity 30.09.2030. It is the second consecutive time that BT has launched a bond issue under the umbrella of the Sustainable Finance Framework. The coupon payment frequency is annual, 30.09.2025 being the date of the first payment.

In July 2025, Banca Transilvania listed on the Bucharest Stock Exchange its first issue of sustainable bonds in lei, worth RON 1.5 billion, with ISIN XS3109437387. The issuance consisted of senior non-preferential bonds with a maturity of 7 years, a repurchase option after 6 years and a coupon of 8.875% and maturity on July 3, 2032. Bonds are eligible as MREL instruments. The payment frequency of the coupon is annual.

In November 2025, Banca Transilvania successfully completed its first AT1 (Additional Tier 1) bond issue listed on the Dublin Stock Exchange, with a total value of EUR 500 million. The issuance included additional Tier 1 securities denominated in EUR, contributing to the achievement of Banca Transilvania's capital objectives, in accordance with the approved capital planning. The bonds have a coupon of 7.125%, reset every five years, with the first reset date on May 27, 2031, and were issued on November 27, 2025, with ISIN XS3239211132.

4. Bank Management

Corporate Governance represents an essential 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 complying 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.

The General Meeting of Shareholders (GMS)

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 allocating of the 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.

The 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 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 the 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 based on 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 the committees established by it is governed by terms of reference and procedural rules aligned with corporate governance principles, documents 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.

4.1. List of Bank Directors

During the year 2025 there were no resignation among the members of the Board of Directors and the executive management.

The members of the Board of Directors (BoD) on 31.12.2025 are:

Name	Position	Percentage held of the share capital of the Bank as of 31.12.2025
Ciorcilă Horia	Chairman of the Board of Directors	4.661003% directly and together with shareholder BT Castorius Limited
Grasse Thomas Gunther	Vice-Chairman of the Board of Directors	0.000000%
Gueorguiev Ivo	Non-executive Member of the Board of Directors	0.129100%
Puşcaş Vasile	Non-executive Member of the Board of Directors	0.046797%
Bordea Mirela Ileana	Non-executive Member of the Board of Directors	0.015087%
Stanczak-Wuczynska Lucyna	Non-executive Member of the Board of Directors	0.006743%
Predescu Vasvari Florin	Non-executive Member of the Board of Directors	0.000000%

Note: direct holdings except where it is presented otherwise

The members of Banca Transilvania's Board of Directors and their professional training, on the 31st of December 2025, are as follows:

Ciorcilă Horia (born in 1963, Romanian nationality) graduated in 1989 from the Faculty of Automation and Computers at the Polytechnic Institute of Cluj-Napoca.

Starting with 1993, he took part as a founding member in the establishment of Banca Transilvania S.A. and several companies within the Banca Transilvania Financial Group operating in the financial and banking sector (insurance, leasing, etc.). At the same time, he also took part as a founding member in the establishment of other companies, including those that later formed the Astral Telecom Group (the leader of the cable TV and internet provider on the market in Romania), Maestro Industries, and RomVioCons - Omniconstruct. He was also a member of the Board of Directors of BT Asigurări S.A., BT Asset Management SAI S.A., Chairman of the Board of Directors of BT Aegon, and member of the Board of Directors of ACI S.A. He is currently a member of the Board of Directors of Evergent Investments S.A.

He has a track record of consistent performance, having been involved in multiple development projects within the companies he works for, as well as in significant efforts to capitalize on market opportunities in terms of transactions (such as the acquisition of the Astral Telecom Group by UPC Romania).

Mr. Ciorcilă is also involved in creating a more competitive business environment that offers continuous development opportunities, including the professional development of the people who form it. An example of this is the significant contribution he made in founding EMBA University of Hull (UK, ranked 526th worldwide), the first 100% British business school in Cluj-Napoca, a project carried out under the partnership between BT, Babeş-Bolyai University, and Electrogrou. Finally, we mention that, in 2024, he received the "Nihil Sine Deo" distinction from the Romanian Royal Family, in recognition of his promotion of Romanian values through Banca Transilvania and his support for local development projects.

He has been a member of the Board of Directors of Banca Transilvania S.A. since its establishment, and since 2002 he has been the Chairman of the Board of Directors of the Bank; NBR authorization dated June 14, 2002; he also holds the position of member of the Remuneration Committee and the Nomination Committee.

Grasse Thomas (born 1955, German national) has been an independent member and Vice-Chairman of Banca Transilvania's Board of Directors since 2014. He also holds the title of Chairman of the Risk Committee and is a member of the Audit Committee.

Before graduating from Bankakademie Frankfurt, he completed a banking apprenticeship at HYPO-Bank AG (a predecessor institution of HypoVereinsbank AG) in Munich and is a member of the Financial Experts Association e.V., a leading German association focusing on supporting independent professional Directors in corporate governance, risk management, accounting, internal control and compliance.

He has an extensive experience in commercial and investment banking while working for HypoVereinsbank (now UniCredit Bank AG) until 2009 in a number of senior management positions in Germany, Luxembourg and as CFO and COO of UniCredit Markets & Investment Banking for Poland. While at HypoVereinsbank he gained significant experience in Corporate Development and strategic M&A, both national and cross-border (growth and restructuring). He was responsible for numerous corporate transactions with a focus on Financial Institutions across the European Union and the Commonwealth as well as managing partnerships and ownership in various strategic investments.

His 15 years of supervisory experience in publicly traded commercial banks in Southeastern Europe and the CIS region, particularly in areas such as Corporate Development, Mergers & Acquisitions, Finance, Risk Management, Corporate Governance, audit and regulatory compliance issues, corporate restructuring, business transformation and joint ventures.

Since 2009 he has served as both an Independent and a non-Independent Non-Executive Director for various banks, all but one of them determined significantly important financial institution by the local regulator. His past assignments include positions in Supervisory Boards where he was nominated by the European Bank for Reconstruction and Development: Banca Intesa Russia, member of INTESA SanPaolo Group, Milan and Credit Bank of Moscow. As Independent Director he was appointed on the Board of Alliance Bank, Kazakhstan where he also chaired the Audit, Risk and Recovery Committee for five years (today: AO „FORTE Bank “), International Moscow Bank, Russian Federation, HVB Bank Ukraine and on the Advisory Board of privately owned Specta Group, a leading international Industrial Packaging company.

Currently, within GFBT, Mr. Grasse is the Chairman of Victoriabank's board, a bank listed on the Moldova's Stock Exchange, Chisinau. Within this entity he also chairs the Nomination and Corporate Governance Committee and the Remuneration Committee. Since 2017 he is Managing Partner ROMOTO GmbH (Munich, Germany). He has been a member of the Board of Directors of Banca Transilvania S.A. since April 29, 2014; NBR authorization dated December 30, 2014; he also holds the position of Chairman of the Risk Management Committee and member of the Audit Committee.

Gueorguiev Ivo (born in 1964, British citizen) graduated from the University of National and World Economy in Sofia, Bulgaria in 1990, including master's studies, and obtained an MBA degree from the University of Alberta in Edmonton, Canada in 1993. He has held various positions as: consultant to the Management Committee of Varsity Consulting Group Edmonton Canada, Principal Banker for the EBRD in the Baltics/Belarus Group, President of Hermis Finance Lithuania, Vice President of Hermis Bank Lithuania, Senior Banker for the EBRD within the Financial Institutions Group, CEO and Chairman of the Management Board of TBIF Financial Services BV, Chairman of the Supervisory Board of TBI Bank.

He has been a member of numerous Boards of Directors, including Chairman of Hermis Finance Lithuania, Vice-Chairman of Hermis Bank Lithuania, member of the Board of Directors of Baltics Small Equity Fund, Export & Credit Bank Macedonia, Bulgarian Insurance and Pension Holding, Chairman of the Board of Directors of TBI Broker Serbia, Chairman of TBI Lizing Serbia, Chairman of the Board of Directors of TBI Bulgaria, CEO and member of the Board of Directors of TBIF Bulgaria, Chairman of the Board of Directors of TBI Invest / Asset Management Bulgaria, Vice-Chairman of the Board of Directors of TBI Credit S.A. Romania, Chairman of the Board of Directors of TBI Credit EAD Bulgaria, and Chairman of the Board of Directors of TBI Leasing AD Bulgaria.

In the fintech sector, he is recognized for his involvement in the development of digital payment solutions and for his contribution to expanding financial access for large segments of users, including micro and small businesses in the EU, through innovative POS software platforms.

Mr. Gueorguiev has also been appointed to multiple Supervisory Boards as a member, vice-chairman, or chairman, such as those of Energo S.A. Poland, Pension Fund Doverie Bulgaria, Sympatia Finance Slovakia, Sovcom Bank Russia, TBI Holding Company Netherlands, Arka Consumer Finance Russia, VA Bank Ukraine, and TBI Bank Bulgaria.

He is currently a member of the Board of Directors of Paynetics (formerly Credibul AD), Bulgaria and the United Kingdom, Phyre AD, Bulgaria, Intera Financial Services ISC, Bulgaria, he is also the Chairman of the Board of Directors of Salt Bank S.A., where he additionally serves as Chairman of the Remuneration Committee and as a member of the Risk Management Committee. He has been a member of the Board of Directors of Banca Transilvania S.A. since April 29, 2014; NBR authorization dated November 27, 2014; He also holds the position of Chairman of the Audit Committee and member of the Remuneration, Nomination, and Risk Management Committees.

Puşcaş Vasile (born in 1952, Romanian nationality) graduated from the Faculty of History and Philosophy of Babeş-Bolyai University, Cluj-Napoca, with a degree in History and Social Sciences. He holds a PhD in History from Babeş-Bolyai University, Cluj-Napoca, and since 1995 he has been a professor at the Faculty of History and Philosophy, Department of Contemporary History and International Relations at the same university. From December 2000 to December 2004, he served as Minister Delegate in the Romanian Government and was chief negotiator during the process of Romania's accession to the European Union, making a significant contribution to the integration process that was completed in 2007. In December 2008, he was appointed Secretary of State of the Department for European Affairs (DAE), and in early 2009, it was decided to change his title to Head of the European Programs Department with ministerial rank. Between 2009 and 2013, he was Senior Advisor to the Department of European Programs.

Since 2012, he has also been a professor within the Department of European Studies of the University. Since 1999, he has also been the Director of the Institute of International Studies, Faculty of History and Philosophy, Babeş-Bolyai University, Cluj-Napoca. Since 2002, he has been a member of the National Commission for the Recognition of Titles and Diplomas (Ministry of Education and Research). Since 2011, he has led the Jean Monnet Course – European Negotiation and Policy module within the Department of International Studies and Contemporary History at Babeş-Bolyai University in Cluj-Napoca. He has also been a corresponding member of the Romanian Academy since 2021.

Currently, Mr. Puşcaş is also a member of the Board of Directors of Teraplast S.A., a company listed on the Bucharest Stock Exchange.

He has been a member of the Board of Directors of Banca Transilvania S.A. since November 2013; NBR authorization dated October 18, 2013; He also holds the position of Chairman of the Remuneration Committee.

Bordea Mirela Ileana (born in 1955, Romanian nationality) graduated from the Commerce Faculty – Foreign Trade Department of the Bucharest Academy of Economic Studies in 1978.

Mrs. Bordea began her professional career as an economist at the SARO Târgoviște company. Between 1985 and 1991, she worked at the Ministry of Foreign Trade as a commercial representative at the Economic Agency in Brussels. Between 1992 and 1993, she was financial manager of Comex SRL. With over 30 years of experience, she has been working in the banking system since 1993, starting as manager of the credit department for Industrial and Commercial Credit Bank, where she later held the positions of Head of the Risk Management and Credit Monitoring Department and member of the Credit and Non-Performing Loans Committee (NPL). Her main responsibilities between 1993 and 2002 were around the credit area, and in the second half of 2002 she took over responsibility for coordinating the non-performing credit recovery department. Subsequently, between 2003 and 2017, she held the position of Vice President and member of the Management Committee of Finansbank (later Credit Europe Bank), in which capacity she also served as a member of the Credit, Human Resources, IT Security, and ALCO Committees. Through her significant experience, Mrs. Bordea has acquired practical and managerial skills, particularly in the areas of risk management, compliance, internal audit, and cybersecurity. At the same time, since 2014, in recognition of her professionalism and dedication to the financial and banking sector, she has been elected as a member of the Board of Directors of the Romanian Banking Association (ARB) – the most important non-profit entity responsible for promoting the health of the banking environment in Romania by aligning it with the European banking system through efficiency, competitiveness, and stability, as well as by contributing to Romania's economic prosperity.

She has been elected member of the Board of Directors of Banca Transilvania S.A. since April 26, 2017; NBR authorization dated September 21, 2017; She also holds the position of member of the Audit Committee.

Stanczak-Wuczynska Lucyna (born in 1966, Polish citizen) graduated from the Warsaw School of Economics in 1990 with a master's degree in economics, specializing in finance and statistics, econometrics, and holds advanced postgraduate studies in economics and European integration from the College of Europe, Belgium. She began her professional career as a senior officer in corporate finance at Credit Lyonnais, France. Between 1998 and 2000, she held the position of Vice President of ABN AMRO Bank – Netherlands, with responsibilities in the area of structured finance, including expertise in investment banking from the perspective of shaping client strategies for projects financed by the bank.

Her expertise is directly linked to her membership of the European Bank for Reconstruction and Development, where she managed a portfolio of over €4 billion. She specializes in investment, capital market development, privatizations and listings, energy transformations, portfolio management and value creation. Between 2000 and 2014, she held various positions at the European Bank for Reconstruction and Development. Between 2000 and 2005, as Principal Banker in the *Infrastructure Business Group* division, she coordinated multiple transactions, particularly in the areas of energy, natural resources, co-financing of European Union accession

applications, and privatizations. Subsequently, between 2005 and 2008, she served as Deputy Director of the EBRD Energy Group, then between 2008 and 2014 as National Director for the EBRD in Poland, and between 2014 and 2020 as Regional Director of the EBRD for Financial Institutions and Banks in the EU. At the same time, her professional commitments included the position of observer on the Supervisory Board of Exatel Telecom from 2007 to 2008, Vice-Chairman of the Supervisory Board of Awbud Group in Poland from 2012 to 2015, from 2013 to 2014, she was a member of the Supervisory Board and Chair of the Investment Committees of the Polish State Wealth Fund *Polskie Inwestycje Rozwojowe* (currently PFR). Since 2017, she has been a member of the Supervisory Board of Erste Bank Hungary. In 2021, she was appointed Chair of the Supervisory Board and member of the Risk, Audit, and Nomination/Remuneration Committees of BNP Paribas Bank Polska.

In Romania, Ms. Stanczak-Wuczynska is also a member of the Advisory Board of Concordia 21 – Private Equity Fund.

She was elected member of the Board of Directors of Banca Transilvania S.A. on April 28, 2022; NBR authorization dated on October 31, 2022; She also holds the position of member of the Risk Management Committee at BT.

Predescu Vasvari Florin (born in 1976, Romanian citizen) is an independent member of the Board of Directors of Banca Transilvania, Chair of the Nomination Committee and member of the Risk Management Committee, with extensive experience both in academia and in senior management roles. Between 1999 and 2000, he began his professional career within the U.S. Treasury and the Romanian Ministry of Finance, as part of the economic policy program.

In 2000 he graduated from the bachelor's Programme of the Faculty of Economic Cybernetics, Statistics and Informatics within the Bucharest University of Economic Studies. He obtained a master's degree in economics from the Department of Economics of the University of Toronto (Canada), and in 2006 he completed his PhD in Accounting at the Rotman School of Management of the same university.

He began his academic career in 2006 at the London Business School. Since 2006, he holds the title of Professor of Accounting, and since 2010 he has been a member of the Finance Committee. Since 2010 he has been the Academic Director of the Institute of Entrepreneurship and Private Capital and, starting with 2025, also serves as Executive Dean. Until August 2024, he was a member of the School's Management Board and Head of the Accounting Department. He has been invited to deliver lectures at numerous academic events and speaker for multiple conferences and universities, including Harvard Business School, Boston College, Tilburg University, Norwich University, among many other professional forums.

Starting with 2018, he has successively held several management positions, first as Senior Advisor and member of the Investments Committee of Morphosis Capital (Bucharest, Romania); since 2019, as Senior Advisor and member of the Risk Committee of Blantyre Capital (London, UK); since 2020, as Board Member of Validus Risk Management (London, New York, Toronto and Oslo, until 2025); since 2021, as Chairman of the Board of Directors of Alkeemia Spa, Italy, and Board Member of Sunwave Pharma Bucharest (until 2023); and since 2024, as Senior Advisor to Vybros Capital Partners, Belgium.

He was elected member of the Board of Directors of Banca Transilvania S.A. at the General Meeting of Shareholders held on 28 April 2022 and received the NBR approval on 31 October 2022. He also

holds the position of Chair of the Nomination Committee and member of the Risk Management Committee.

There is no information on any agreement, understanding or family relationship between the members of the Board of Directors and other persons to help appoint the respective persons in the position of member of the Board of Directors in 2025.

The list of affiliated persons is available in ANNEX 2 to this report.

4.2. The Bank's executive management

At the level of the executive management, there were no changes.

The Bank's management, organization and current activity coordination is assured by the Leaders Committee with the following structure:

Name	Position	Percentage held of the Bank's share capital as of December 31, 2025
Tetik Ömer	Chief Executive Officer	0.118064%
Caragea Cătălin	Deputy Chief Executive Officer, CRO	0.001091%
Toderici Leontin	Deputy Chief Executive Officer, COO	0.140074%
Dominiak Andrzej	Deputy Chief Executive Officer, CTO	0.005425%
Călinescu George	Deputy Chief Executive Officer, CFO	0.026388%
Ilaş Oana	Deputy Chief Executive Officer, Retail Banking	0.014901%
Pleşuvescu Bogdan	Deputy Chief Executive Officer, CLO	0.023625%
Moisă Tiberiu	Deputy Chief Executive Officer, SME Banking	0.066401%

This report details the holdings directly owned by the reported persons, not those subject to certain restrictions. The issuer continues to adhere to the principles of transparency and corporate governance and will continue to keep investors adequately informed of any relevant developments.

There is no information on any agreement, understanding, or family relationship between executive members and other people to help appoint the respective person to the executive board in 2025.

4.3 For all the persons included at 4.1. and 4.2. must be presented any possible litigation or administrative proceedings in which they have be presented in the last 5 years with regard to their activity within the Bank, as well as other aspects related to their capacity to perform their duties within the Bank

There are no such events to be declared.

5. Statement of financial position

The information presented in the consolidated and individual financial statements of the Group and Bank for 2025 is based on the rules for accounting organization and management, in accordance with Law no. 82/1991 republished with subsequent amendments, the Government Emergency Ordinance no. 99/2006 regarding the financial institutions and capital adequacy with subsequent amendments, NBR Order no. 27/2010 approving the accounting rules under International Financial Reporting Standards adopted by the European Union applicable to financial institutions with subsequent amendments as well as other NBR instructions in the field.

The analysis of the economic and financial situation of the Bank and of the Group, based on the financial statements, comparatively in the last 3 years, is presented below:

a) The Bank's and the Group's statement of financial position

Indicators (RONmn)	Bank			Group		
	Dec'25	Dec'24	Dec'23	Dec'25	Dec'24	Dec'23
Cash and current accounts with Central Bank	23,224	16,908	22,286	25,499	21,950	24,253
Placements with banks and public institutions	14,476	13,612	12,619	16,552	13,715	12,273
Treasury financial instruments	66,541	64,717	50,076	69,208	68,410	51,775
Loans and advances to customers, net	99,691	81,390	71,550	100,446	90,780	72,008
Finance lease receivables	-	-	-	6,264	5,590	3,563
Tangible and intangible assets	2,242	1,577	1,317	3,137	2,786	2,127
Right-of-use assets	560	769	698	589	587	514
Investments in subsidiaries	1,373	2,645	873	29	23	-
Investments in associates	-	-	-	-	-	1
Deferred tax assets	188	388	337	224	462	354
Other financial assets	1,826	2,013	1,830	2,020	2,327	1,980
Other non-financial assets	277	244	198	446	405	320
Total assets	210,398	184,264	161,785	224,414	207,035	169,169
Deposits from customers	168,862	150,785	134,443	175,250	167,869	138,053
Deposits from banks	321	1,174	1,082	302	951	1,035
Loans from banks and other financial institutions	14,604	11,209	8,584	17,123	12,238	9,549
Subordinated loans	2,466	2,405	2,404	2,643	2,531	2,423
Current tax liabilities	75	184	113	103	215	104
Provisions for other risks and charges	640	500	552	837	827	651
Financial liabilities from leasing contracts	596	748	670	624	617	533
Other financial liabilities	2,348	2,818	1,936	3,758	4,037	2,637
Other non-financial liabilities	395	221	172	475	313	288
Total liabilities	190,306	170,045	149,956	201,116	189,599	155,273
Equity	20,092	14,219	11,829	23,298	17,437	13,897
Total liabilities and equity	210,398	184,264	161,785	224,414	207,035	169,169

b) Statement of profit and loss

Indicators (RONmn)	Bank			Group		
	2025	2024	2023	2025	2024	2023
Net interest income	6,631	5,532	4,319	8,066	6,908	5,257
Net fees and commission income	1,388	1,268	1,106	1,623	1,488	1,268
Net trading income	894	707	540	1,227	938	657
Net income from financial assets measured at fair value through comprehensive income	66	164	166	67	167	168
Net income from financial assets which are required to be measured at fair value	434	282	178	248	159	143
Contribution to the Bank Deposit Guarantee Fund and to the Resolution Fund	(102)	(75)	(87)	(114)	(91)	(94)
Other operating income	474	344	215	544	492	326
Total operating income	9,786	8,224	6,437	11,661	10,061	7,725
Net expense from impairment allowance, expected losses on assets, provisions for other risks and loan commitments	(622)	(332)	(373)	(832)	(575)	(513)
Personnel expenses	(2,163)	(1,945)	(1,614)	(2,703)	(2,600)	(1,968)
Depreciation and amortization	(453)	(419)	(404)	(558)	(517)	(451)
Other operating expenses	(1,728)	(1,367)	(917)	(2,180)	(1,743)	(1,088)
Total operating expenses	(4,966)	(4,064)	(3,309)	(6,272)	(5,435)	(4,019)
Bargain gain	0	0	0	0	0	0
Profit before income tax	4,819	4,160	3,128	5,388	4,627	3,706
Income tax expense	0	0	(638)	0	0	(722)
Net profit	4,819	4,160	2,491	5,388	4,627	2,984
Profit of the Group attributable to equity holders of the Bank	4,819	4,160	2,491	0	0	2,890
Profit of the Group attributable to non-controlling interests	0	0	0	4,479	4,555	95
Net profit	4,819	4,160	2,491	4,479	4,555	2,984

At the end of 2025, Banca Transilvania's profit weighed 87.9% in the Group's total profit (74.7% in 2024 and 83.5% in 2023).

c) Cash flow: Statement of Cash Flows

Indicators (RONmn)	Bank			Group		
	2025	2024	2023	2025	2024	2023
Cash and cash equivalents at the beginning of the period	28,211	32,750	15,343	30,549	36,122	18,459
± Net cash from / (used in) operating activities	(1,796)	(1,741)	5,302	140	(3,959)	5,877
± Net cash from / (used in) the investment activity	11,574	(3,622)	6,558	11,594	839	6,603
± Net cash from/ (used in) the financing activity	582	823	5,547	175	(2,454)	5,183
Cash and cash equivalents at the end of the period	38,572	28,211	32,750	42,458	30,549	36,122

The statement of financial position is detailed in the Financial statements enclosed.

The following documents are enclosed with this report:

- The Separate and consolidated Report of the Board of Directors of Banca Transilvania for the year 2025 which includes also the non-financial statement on environmental, social and personnel issues, respect for human rights and the fight against corruption and bribery;
- The management statement on taking responsibility for drafting the financial statements for the year 2025;
- The financial statements, at individual and consolidated IFRS level, together with explanatory notes;
- The Independent Auditor's Report Deloitte Audit S.R.L., to the IFRS separate and consolidated financial statements.

The annual report shall be accompanied by copies of the following documents:

a) copies of supporting documents for all amendments made to the Articles of Association in 2025:

Please note that the decisions of the General Shareholders Meeting have been transposed into the Articles of Association, they have been implemented and approved by the competent bodies. We are attaching the amended articles of incorporation based on the GSM decisions.

b) resignation/dismissal documents regarding the members of the Board of Directors, executive management:

There were no acts of dismissal/resignation.

c) list of Bank's subsidiaries and companies controlled by the Bank - The list of BT Subsidiaries is enclosed as an Annex to this report (ANNEX 1);

d) list of Bank's affiliates - The list of related persons of BT is enclosed as an Annex to this report (ANNEX 2).

**CHAIRMAN OF THE
BOARD OF
DIRECTORS
HORIA CIORCILĂ**

**CHIEF EXECUTIVE
OFFICER
ÖMER TETİK**

**DEPUTY CHIEF
EXECUTIVE OFFICER
GEORGE CĂLINESCU**

ANNEX 1

Banca Transilvania Group (the “Group”) includes the Parent-company, Banca Transilvania S.A. (the “Bank”) and its subsidiaries, based in Romania and in the Republic of Moldova. The individual and consolidated financial statements as at 31.12.2025 comprise Banca Transilvania S.A. (the “Parent company” or “BT”) and its subsidiaries (hereinafter referred to as the “Group”).

The Group’s subsidiaries are represented by the following entities:

Subsidiary	Field of activity	Percentage of direct and indirect stake 2025	Percentage of direct and indirect stake 2024
Victoriabank S.A.	Financial and banking activities and investments subject to license	44.63%	44.63%
BCR Chişinău 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 Microfinanţare IFN S.A.	Other lending activities	100%	100%
Improvement Credit Collection S.R.L.	Activity of the Collection Agents and Credit Reporting Bureaus	100%	100%
VB Investment Holding B.V.	Activities of holdings	61.82%	61.82%
BT Pensii S.A.	Administration of pension funds (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%
Code Crafters by BT S.R.L.	Custom software development activities	100%	100%
BTP One S.R.L.	Renting and subletting of own or rented real estate	99.73%	100%
BTP Retail 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%
BTP Store Hub Oradea S.R.L.	Renting and subletting of own or rented real estate	99.73%	100%
OTP Bank România S.A.	Services of financial and monetary intermediation	-	100%

Inter Terra S.R.L.	Buying and selling of own real estate	99.73%	100%
OTP Advisors S.R.L.	Investments	-	100%
OTP Factoring S.R.L.	Asset management	100%	100%
REA Project One Company S.R.L.	Real estate development	-	100%
GOVCKA Project Company S.R.L.	Real estate development	-	100%
OTP Consulting România S.R.L.	Other activities auxiliary to financial services, except insurance and pension funding	-	100%
INNO Investments S.A.I. S.A. (OTP Asset Management SAI 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.	Activities of pension funds (except those in the public social security system)	100%	-
Secure Cash Express SRL	Investigation activities and private protection services	100%	-
Microinvest Technology SRL	Custom software development activities	44,63%	-

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

As of December 31, 2025, the list of excluded subsidiaries from the consolidation perimeter and the reasons for their exclusion is shown below:

Subsidiary	reasons for exclusion
Code Crafters by BT S.R.L.	no significant assets or liabilities, expenses or revenues
BTP Retail S.R.L.	no significant assets or liabilities, expenses or revenues
BTP Store Hub Oradea S.R.L.	no significant assets or liabilities, expenses or revenues
OTP Factoring S.R. L	no significant assets or liabilities, expenses or revenues
Secure Cash Express SRL	no significant assets or liabilities, expenses or revenues
Microinvest Technology	no significant assets or liabilities, expenses or revenues
Sinteza (associate)	no significant assets or liabilities, expenses or revenues

As at December 31, 2024 the list of excluded subsidiaries from the consolidation perimeter and the reasons for their exclusion is shown below:

Subsidiary	reasons for exclusion
Code Crafters by BT S.R.L.	no significant assets or liabilities, expenses or revenues
Fond Alternativ BTP Retail S.R.L.	no significant assets or liabilities, expenses or revenues
BTP Store Hub Oradea S.R.L.	no significant assets or liabilities, expenses or revenues
BT Intermedieri Agent de Asigurare S.R.L.	no significant assets or liabilities, expenses or revenues
BT Asiom Agent de Asigurare S.R.L.	no significant assets or liabilities, expenses or revenues
BT Solution Asistent în Brokeraj S.R.L.	no significant assets or liabilities, expenses or revenues
BT Safe Agent de Asigurare S.R.L.	no significant assets or liabilities, expenses or revenues
REA Project One Company S.R.L.	no significant assets or liabilities, expenses or revenues
OTP Factoring S.R.L.	no significant assets or liabilities, expenses or revenues
GOVCKA Project Company S.R.L.	no significant assets or liabilities, expenses or revenues
OTP Advisors S.R.L.	no significant assets or liabilities, expenses or revenues
OTP Consulting Romania S.R.L.	no significant assets or liabilities, expenses or revenues
Sinteza (associate)	no significant assets or liabilities, expenses or revenues

In addition to the qualitative factors, namely nature of activity of excluded subsidiaries, future plans of the Group to centralize their activity in other bigger subsidiaries, the potential impact of the exclusion of subsidiaries on the consolidated financial statements is performed based on

quantitative factors like assets, liabilities, net profit, expenses and revenues. The assessment is performed on an entity-by-entity basis, and an additional analysis is conducted on the potential impact of total excluded subsidiaries in total figures of the Group, as shown in the table below:

<i>RON thousand</i>	2025	2024
total assets of excluded subsidiaries	13,325	9,471
% of total assets of excluded subsidiaries in total assets of the Group	0.01%	0.01%
Total liabilities of excluded subsidiaries	18,179	16,315
% of total liabilities of excluded subsidiaries in total liabilities of the Group	0.01%	0.01%
P&L of excluded subsidiaries	7,451	4,857
% of total P&L of excluded subsidiaries in total P&L of the Group	0.16%	0.10%
Total expenses of excluded subsidiaries	101,454	56,391
% of total expenses of excluded subsidiaries in total expenses of the Group	0.06%	0.04%
Total revenues of excluded subsidiaries	108,905	61,248
% of total revenues of excluded subsidiaries in total revenues of the Group	0.07%	0.04%

The exclusion of these subsidiaries does not materially affect the Group's consolidated financial position, financial performance, cash flows or other elements of the consolidated financial statements. Given that these subsidiaries were deconsolidated starting from December 31, 2024, their expenses and revenues up to the date of deconsolidation are included in the consolidated statement of profit or loss of the Group.

ANNEX 2**THE BANK'S RELATED PARTIES
as at 31.12.2025**

NR.CRT.	NAME
1	A C I CLUJ SA
2	ACHIM ALIN ION
3	ACHIM ANDREEA
4	ACT MANAGEMENT SERVICES B.V.
5	ADMIN DEVELOPMENT DESIGN SRL
6	ALEXANDRU VALENTINA
7	ALL PLUS IT SRL
8	ALPHA ENERGY SRL
9	ANGHEL ADRIAN
10	ANGHEL LAURA
11	ANGHEL MARIA-GABRIELA
12	ANGHEL MARIA-GABRIELA II
13	ANGHEL ROBERT MIHAI
14	ANTARES TRANSLATIONS SRL
15	ANTREPRIZA CLUJ ZALAU SA
16	ASOCIATIA CLUB SPORTIV U-BT
17	ASOCIATIA CLUB SPORTIV WINNERS TENNIS CLUB
18	ASOCIATIA CORPUL OPERATORILOR ARHIVEI ELECTRONICE
19	ASOCIATIA PLAYFIELD
20	ASOCIATIA TRANSILVANIA EXECUTIVE-EDUCATION
21	AURSULESEI MIHAI MIRCEA
22	AVIATIQ SUPPORT SRL
23	AXA MANAGEMENT CONCEPT SRL
24	BAIASU MARIA
25	BAIASU MARIUS
26	BAICAN ALEXANDRA DANIELA
27	BALASANIAN ARSAVIR TEODOR
28	BALASANIAN RAMONA
29	BANCA TRANSILVANIA SA
30	BANU DRAGOS MIHAI
31	BANU IULIANA
32	BEAUTY CANVAS SRL
33	BENEA DANA CORINA
34	BERINDEAN CATALIN VASILE
35	BERINDEAN MONICA IOANA
36	BERNAT AUREL
37	BERNAT LIGIA MARIA
38	BETTER BREAD S R L
39	BILLIE UK
40	BIRLE IOAN
41	BIRLE LILIANA DORINA
42	BIRLE T LILIANA-DORINA - CABINET INDIVIDUAL DE PSIHOLOGIE

43	BORDEA MIRELA ILEANA
44	BOTT CONSTANTIN CATALIN
45	BOTT NICOLETA
46	BOUTIQUE DEVELOPMENT SRL
47	BRD SOC DE ADM A FONDURILOR DE PENSII PRIVATE SA
48	BRUTEANU VIOLETA-MONICA
49	BT ASSET MANAGEMENT S A I SA
50	BT BROKER DE ASIGURARE S.R.L.
51	BT CAPITAL PARTNERS
52	BT DIRECT IFN SA
53	BT INVESTMENTS SRL
54	BT LEASING MD
55	BT LEASING TRANSILVANIA SA
56	BT MICROFINANTARE IFN S.A.
57	BT PENSII - SOCIETATE DE ADMINISTRARE A FONDURILOR DE PENSII FACULTATIVE S.A.
58	BTP ONE SRL
59	BTP RETAIL S R L
60	BTP STORE HUB ORADEA S R L
61	BTP STORE HUB TURDA S.R.L.
62	BUCIN OVIDIU
63	BUCIN SIMONA
64	BUDUROIU MIRELA LENUTA
65	BUNEA IOANA CATALINA
66	BUSINESS SUPORT SRL
67	CA&BI CONT SRL
68	CALIN COSMIN ANTOINE CONSTANTIN
69	CALINESCU DANIELA MIHAELA
70	CALINESCU GEORGE RAZVAN
71	CANTINA DEJ SA
72	CAPITALIO HOLDING S.R.L.
73	CARAGEA CATALIN-IOAN
74	CARAGEA ROXANA IOANA
75	CARAGHIAUR ALEXANDRU
76	CARAGHIAUR SIMONA
77	CASTORIUS LIMITED
78	CAZAN ADRIANA ELVIRA
79	CAZAN CRISTIAN GABRIEL
80	CB EXPERT CONT S R L
81	CC ADVANCED TEAM SRL
82	CC PRO LEVEL SRL
83	CEGRIAS SRL
84	CENTRAL SA
85	CHERNYSHOVA OLENA
86	CHESA RUXANDRA LAURA
87	CIORCILA HORIA

88	CIORCILA PATRICK
89	CIORCILA SIMONA NICULINA
90	CMD EXPERT S.R.L.
91	CODE CRAFTERS BY BT S.R.L.
92	COJOCARU CORINA-MADALINA
93	COJOCARU DANIEL
94	COJOCARU DAN-IOAN
95	CONDOR ANNAMARIA KATALIN
96	CONDOR CALIN PAUL
97	CONSTRUCTII DEJ SA
98	CONTINUUM SRL
99	CORAS ELIZA-LAURA
100	CORNICIUC VITALIE
101	COROIU MIHAELA-ADELA
102	COROIU VALENTIN-REMUS
103	COSTIN ADVISER S.R.L.
104	COSTIN LUDMILA
105	CRACIUN ANCA EUGENIA
106	CRACIUNAS ANDREEA SORANA
107	CRACIUNAS ANDREEA SORANA PFA
108	CRACIUNAS MARIUS CALIN
109	CREATIVE BRANDS DISTRIBUTION SRL
110	DACRI BUSINESS CONSULTING S.R.L.
111	DASCAL SERGIU DAN
112	DELTA IMMO CONSULTING SRL
113	DICAMO CONSULTING
114	DOMINIAK ANDRZEJ KLAUDIUSZ
115	DOMINION INVEST SA
116	DONICA VASILE
117	DRAGOMIR RALUCA-IRINA
118	DRAGOMIR STEFAN DAN
119	DREAM GOLF RESIDENCE
120	DUMA GEORGIANA ADINA
121	DUMA LUCIAN BOGDAN
122	DUMITRESCU SORIN
123	DUNCA A. ISABELA- CABINET MEDICAL DE MEDICINA DE F
124	DUNCA ISABELA
125	DUNCA NELU
126	EFFICIENT GLOBAL SERVICES S R L
127	ELBA NOVO SRL
128	ENE ANA MARIA
129	ENE MARIAN
130	ENERGYGLOD S R L
131	FC U CLUJ RETAIL S.R.L.
132	FINAS CENTRAL SRL
133	FLOREA ALINA

134	FRANKLIN PETER MORRIS
135	FUNDATIA CENTRUL DE DEZVOLTARE MANAGERIALA
136	FUNDATIA CLUBUL INTREPRINZATORULUI ROMAN
137	FUNDATIA CLUJUL ARE SUFLET
138	FUNDATIA SENS
139	FUNDATIA TRANSILVANIA
140	GADI EOOD
141	GAZ MARIA
142	GIURGIU BIANCA VIORICA
143	GOGU DANIELA
144	GOGU GABRIEL
145	GRASSE BURKLE PAULA
146	GRASSE THOMAS GUNTHER
147	GUEORGUIEV IVO ALEXANDROV
148	HEXAGON LOGISTICS S R L
149	IANCU CODRUTA STEFANIA
150	IANCU HOREA RADU
151	IG INVEST
152	ILAS DAN GEORGE
153	ILAS IOANA MIHAELA
154	IMPROVEMENT CREDIT COLLECTION SRL
155	INNO INVESTMENTS S.A.I S.A.
156	INTER SAT SRL
157	INTER TERRA SRL
158	INTERA FINANCIAL SERVICES
159	INTUITIVE TEACHING CENTER SRL
160	IRIMIEA VICTOR TUDOR
161	JOITA DRAGOS
162	KAFSINKAF SRL
163	KAMALUX S R L
164	KHANIKYAN LEVON
165	KIRCALI SEDA
166	KIRCALI SINAN
167	LINEARIS CAPITAL S.R.L.
168	LIONACHESCU AIDA
169	LIONACHESCU AIDA PFA
170	LIONACHESCU COSTEL
171	LK MANAGEMENT SOLUTIONS SRL
172	LUCYNA STANCZAK-WUCZYNSKA
173	M&B 2003 SRL
174	MACT SRL
175	MALOS ELENA IONELA
176	MANOLESCU ALICE EMANUELA
177	MANOLESCU DRAGOS GABRIEL
178	MANSOUR TATIANA
179	MATES MARIA

180	MATYUS ECATERINA ELENA
181	MAVE CONSULTING SRL
182	MAZURCHIEVICI ANDREI-ALEXANDRU
183	MAZURCHIEVICI DIANA IOANA
184	MICROCREDIT AD
185	MICROINVEST TEHNOLOGY
186	MICU VLAD TEODOR
187	MILCHIS ADINA
188	MILCHIS VASILE MIHAI
189	MIRCEA FLORENTINA VIRGINIA
190	MIRCEA VALENTIN
191	MIT SERV SRL
192	MLAD CONSULT SRL
193	MOISA EMILIA SANDA
194	MOISA TIBERIU
195	MORADIS CONSULTING SRL
196	MORAR ADINA IULIA
197	MORAR IONUT CALIN
198	MOVEMENT TEAM S.R.L.
199	MT MANAGEMENT EVENTS SRL
200	MULTIGUARD SRL
201	MUNTEANU-CRISAN DELIA
202	MUNTEANU-CRISAN MIHAI-PAUL
203	NEGRILA OVIDIU
204	NEGRILA OVIDIU PFA
205	NICOLESCU IOANA
206	NICOLESCU MIHAI CRISTIAN
207	NISTOR GABRIELA CRISTINA
208	NISTOR IOAN ALIN
209	NISTOR ROXANA MARIA
210	NISTOR STELIAN MIHAI
211	O.C.N MICROINVEST SRL
212	OBLU EXIM S.R.L.
213	OLANESCU IOANA FLORINA
214	OPRIS SIMONA ALINA
215	OTP FACTORING SRL
216	PALECREST BULGARIA
217	PASCU RADU
218	PAYNETICS EAD
219	PAYNETICS UK LTD
220	PAYQUIRE LIMITED
221	PHOS BULGARIA EOOD
222	PHOS SERVICES LTD
223	PHYRE JSC
224	PHYRE NEXT LEVEL
225	PINTILIE IOANA

226	PINTILIE VLAD
227	PIRVU MIHAELA NINA
228	PISLARU ANGELA MONICA
229	PISLARU MARIUS-ANDREI
230	PLAYFIELD TEAM SRL
231	PLESUVESCU BOGDAN
232	POESIA 21 ACT S R L
233	POP MARIAN RODION
234	POP OANA LELIA
235	POPA BOGDAN DUMITRU
236	PORTASE CORINA
237	PORTASE RAZVAN-FLORIN
238	POSTOLACHE FRANCESCA
239	PREDESCU-VASVARI FLORIN-DANUT
240	PREDESCU-VASVARI MIRELA RALUCA
241	PREVA ADVISORY LIMITED
242	PREVA CAPITAL S R L
243	PRISACARU ROXANA-ALICE
244	PRIVATE CAPITAL ADVISORY LIMITED
245	PUHALSCHI IULIANA
246	PUHALSCHI RADU CRISTIAN
247	PUSCAS MARIANA
248	PUSCAS MARIANA CABINET MEDICAL
249	PUSCAS VASILE
250	QUATTRO CONSULTING SRL
251	R & T SERVICII SRL
252	RENAISSANCE NAILS SRL
253	RF METERS S R L
254	RIVETING SA
255	ROM CERT EURO SRL
256	ROMOTO GmbH
257	ROSSI FRANCO
258	ROTARU GEORGIANA
259	ROTARU MIHAI STELIAN
260	ROXMAR SRL
261	RUNCAN LUMINITA DELIA
262	RUNCAN MIREL
263	RUSSELL HENRY EMANUEL
264	SABAZ MEHMET MURAT
265	SABAZ OZLEM
266	SALT BANK S.A.
267	SALZBERGWERK RESSOURCEN UND INVESTITIONEN SRL
268	SAMURAI ETHICS S R L
269	SAVIN ALEXANDRU
270	SECARA DANIELA
271	SECRET BOX EVENTS S.R.L.

272	SECURE CASH EXPRESS S R L
273	SERBAN LIVIU ONUT
274	SIGUR AUTOTRANSPORT SRL
275	SIMA IOANA MARIA
276	SIMA RAZVAN IOAN
277	SIMEONOVO HILLS LTD
278	SINDILE CRISTINA DALIA
279	SINDILE MARIUS
280	SINTEZA SA
281	SKY TREE SRL
282	STANCZAK-WUCZYNSKA LUCYNA MARIA
283	STOICA ELENA CORINA
284	STOICA RAZVAN LAURENTIU
285	STROE ANDREEA CLAUDIA
286	STROE IONUT FLORENTIN
287	SVINARENCO DUMITRU
288	SZEKELY DANIEL
289	TANCAU IOANA
290	TARGET CONSULTING INVEST SRL
291	TEHNOFRIG CENTER SA
292	TETIK ALEXANDRA
293	TETIK OMER
294	THE 365 MANAGEMENT SOLUTION S.R.L.
295	TODERICI AURELIA ELVIRA
296	TODERICI LEONTIN
297	TOMOIAGA CAMELIA GEORGIANA
298	TOMOIAGA GHEORGHE
299	TORGIE ANICA
300	TORGIE TEODOR
301	TUPA PAUL
302	TURCAN NICOLAE VICTOR
303	TURCAN ROMAN
304	TURCU VASILE COSMIN
305	TURISM LOTUS FELIX SA
306	TVERCO TRADING SRL
307	U-BT FAN SHOP S R L
308	URBAN ROOTS SRL
309	URS PETRU
310	VALEVA GLORIA
311	VASILACHE ANNEMARIE
312	VASILACHE DANIEL GEORGE
313	VASILE ALINA
314	VASILE VIOREL
315	VB INVESTMENT HOLDING BV
316	VICTORIABANK SA
317	VIKRAM TIKOO

318	VITRINA ADVERTISING S R L
319	VOUILLOUX ANNIE JEANNE
320	WINNERS CENTER SA
321	WINNERS EVENTS SRL
322	WINNERS FIRST SRL
323	WINNERS HOLDING INVESTMENTS S.R.L.
324	WINNERS PARCUL ROZELOR SA
325	WINNERS RESOURCES SRL
326	WINNERS SPORTS ARCHITECTS SRL
327	YAMAN REAL ESTATE DEVELOPMENT SRL