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**REMUNERATION REPORT
OF BANCA TRANSILVANIA'S
MANAGEMENT BODY IN 2024**

GENERAL INFORMATION

Banca Transilvania SA is a joint-stock company, using the unitary management system, being managed by a Board of Directors, consisting of 7 directors, elected by the shareholders, within the GMS, which exercises the supervisory function and is responsible for the way its decisions are implemented in practice. The main duty of the Board of Directors is to guide, coordinate, supervise and control the bank's activity between two General Meetings. Likewise, they perform analyses and establish programmes for the sub-periods of the financial year in order to ensure that the bank performs well on the market. The powers of the Board of Directors are expressly mentioned in the Bank's Articles of Association and in the specific applicable legal provisions.

In terms of organization, the Bank includes the management structure (Board of Directors and Leaders' Committee) and the operating executive structure (head office and units forming the territorial network).

The management includes the management body with their supervisory function (the Board of Directors) and the top management structures ensuring the management function (the Leaders/Leaders' Committee).

The top management of the bank is ensured by the individuals who hold management functions within the credit institution and who are entrusted with the current management of the credit institution and are liable for the fulfillment thereof before the management body. The top management is represented by the Bank's Leaders. In Banca Transilvania S.A. the Board of Directors has implemented a management framework that ensures compliance with the following principles:

- a) The Board of Directors shall have full responsibility for the credit institution and shall approve and supervise the implementation of the strategic objectives, the risk management strategy and the activity management framework of the credit institution;
- b) The Board of Directors must ensure the integrity of the accounting and financial reporting systems, including the financial and operational controls and the compliance with the relevant legislation and standards;
- c) The Board of Directors must oversee the disclosure and communication process;
- d) The Board of Directors must ensure the effective supervision of the top management.

The bank's leaders are appointed by the Board of Directors and must meet the legal requirements, i.e. be approved by the NBR before they start exercising their function. Pursuant to the relevant legal provisions, the Board of Directors has mandated the Bank's Leaders jointly (and, with some exceptions, individually) to exercise the powers of

organization and management of the Bank's activity. The rules and procedures of the Leaders' Committee are approved by the Board of Directors.

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

This remuneration report contains information about the remuneration paid in 2024, in accordance with the remuneration policy approved by the General Meeting of Shareholders in April 2021. As the remuneration policy has implemented a consolidated remuneration framework in line with sound remuneration practices in the field, this report will refer to the remuneration paid according to this framework.

It should be noted that the year-on-year variation takes into account the increase in the level of equity in relation to Banca Transilvania S.A., combined with the increase in the number of entities within the Banca Transilvania Financial Group and the increase in the average trading price of TLV shares, generated by the socio-economic context caused by the political instability at international level, including in relation to the armed conflict in Ukraine that started in early 2022 and is still ongoing, culminating in the increase in the inflation level, required the increase in the number of shares that were repurchased. During the reference period, TLV's shares steadily increased and starting from 2022, the effects of the COVID19 pandemic started to gradually diminish as a result of Banca Transilvania's strategy to counteract the negative effects felt in the 2020-2021 period and beyond.

Given the domestic and international political climate, the year 2024 was characterized by increased volatility in the banking environment and the capital market alike. Thus, Banca Transilvania's strategy for this period took into account maximizing market potential and strengthening BT's position in the banking ecosystem in the markets where it operates, through various acquisitions and the integration of infrastructure into the Group's internal ecosystem. Banca Transilvania's portfolio resulting from acquisitions in general and as a consequence of the merger with OTP Bank in particular is a balanced one, with the exposures of the two Romanian banking entities in specific markets being complementary prior to the takeover and resulting in a consolidated range of products available to customers, increasing exposure in markets where Banca Transilvania had identified a high appetite for its offer. Additionally, although the most prominent acquisition in Romania that took place during 2024 has OTP Bank Romania at the forefront, high prominence is also given to the other Romanian structures of OTP Group, which were in turn integrated into the BTFG ecosystem at the level of the corresponding entities at the BTFG level.

Both in consideration of the previously completed acquisitions and those made during the reporting period, in order to better manage resources at group level, regardless of their nature, steps were taken to merge subsidiaries with similar typicality, an example of this being the mergers of OTP Leasing with BT Leasing, as of December 1, 2024, and of Idea::Broker de Asigurare with BT Broker de asigurare, although the initial acquisition of Idea::Broker de Asigurare took place during 2021. These examples mark the capitalization of opportunities to strengthen the Banca Transilvania Financial Group's position on all levels of activity of the entities composing it, proving Banca Transilvania's dedication to the responsible use of its own resources, demonstrating the same professionalism that characterizes its mission to support the development of the business environment through innovative products and services.

Moreover, market opportunities have been marked by the consolidation of subsidiaries both in Romania and in the Republic of Moldova, with the Group solidifying its leading position in this market as well through the integration of BCR Chisinau into Victoriabank. This information can be confirmed by consulting the financial statements of Banca Transilvania S.A. and the Directors' Report as at 31.12.2024, information verified by the Risk Management Committee, the Remuneration Committee, the Board of Directors and the external auditor, and adjusted for the related risks, as at the reference dates relevant for this remuneration report (31.12.2021, 31.12.2022, 31.12.2023 and 31.12.2024).

We also note that the year-on-year change (i.e. from 2023 to 2024, from 2022 to 2024 and from 2021 to 2024) in the remuneration of employees - key persons at the group level was represented by an increase of 16.64% compared to 2023, 29.51% compared to 2022 and 50.95% compared to 2021. In relation to the issuer's non-managerial employees, the change in average remuneration from one year to the next (i.e. from 2023 to 2024, from 2022 to 2024 and from 2021 to 2024), was represented by an increase of 18.09% compared to 2023, 31.29% compared to 2022 and 49.01% compared to 2021.

REMUNERATION POLICY AND ITS MECHANISMS

The remuneration policy regarding the management body of Banca Transilvania is reviewed by the General Meeting of Shareholders on a regular basis, in accordance with the applicable legal provisions.

The policy sets out general principles for the remuneration of members of the management body, in compliance with the principles set out in applicable national and European regulations. Banca Transilvania's main objective in the area of remuneration is to respect the principle of fairness, taking into account the institution's business strategy and risk strategy, corporate culture and values, the long-term interests of the institution and the measures used to avoid conflicts of interest, without encouraging excessive risk-taking and with the promotion of viable and efficient risk management. The internal remuneration

framework supports the institution in achieving and maintaining a sustainable capital base. When assessing whether the capital base is sound, the bank takes into account its total own funds, in particular core tier 1 own funds and the restrictions on distributions stipulated in Article 141 of Directive 2013/36/EU that apply to the variable remuneration of all staff, as well as the outcome of the internal capital adequacy assessment process. Banca Transilvania regularly updates and improves its internal rules and standards in order to promote best practices in staff remuneration.

Periodic assessment of how the incentives offered by the remuneration system take into account risk, capital, liquidity, and the likelihood and timing of returns will be carried out in accordance with the internal regulatory framework, taking into account relevant risk indicators. BT's remuneration system is designed to provide for sustainable risk management, including conduct risk as defined in applicable internal regulations, so that the Bank ensures a strong link between remuneration, responsibility and performance. The analysis carried out will take into account that none of the indicators will reach the alert/warning thresholds defined in the internal risk management regulations. In addition, prior to each issue of deferred tranches of financial instruments for which the Beneficiary has exercised the option, a report will be drawn up on the fulfilment of the stipulated performance criteria.

The Board of Directors is responsible for endorsing and maintaining the remuneration policy of the governing body and monitoring its implementation to ensure that it is fully functional, for submission to the General Meeting of Shareholders for approval. The Board of Directors shall also approve any subsequent significant waivers granted to a member of the management body from the remuneration policy and shall carefully review and monitor their effects by determining the duration of the waiver as well as the justification for such waiver. Derogations may cover both fixed and variable remuneration, including the type of remuneration paid, as well as specific performance conditions, within the limits of the relevant legal framework and in order to serve the long-term interests and sustainability of the issuer as a whole or to ensure its viability. We note that in 2024 no waivers have been approved in the sense of the above.

The Remuneration Committee is an advisory committee established under the Board of Directors to provide competent and independent opinions on remuneration policies and practices, on the remuneration of staff involved in risk management, capital adequacy and liquidity of the Bank, in line with regulatory requirements and to exercise the powers mandated by the Board of Directors in this area of activity.

This committee reviews and ensures that the general principles and policies for staff remuneration and benefits are consistent with Banca Transilvania's business strategy, values and long-term objectives. The Remuneration Committee meets at least twice a year or whenever necessary, at the request of one of its members or of the Bank's management.

The Nominating Committee is a body reporting to the Board of Directors, established to render competent and independent opinions on nomination and suitability review policies and practices in accordance with regulatory requirements and to exercise the duties mandated by the Board of Directors in this segment of the business.

At meetings held during 2024, the Remuneration and Nomination Committee achieved the following:

- Reviewed and ensured that the general principles and policies of staff remuneration and benefits are consistent with the business strategy, objectives, values and long-term interests of BT Financial Group. In this regard:
 - Reviewed and endorsed staff remuneration policy;
 - It sought to achieve the requirements related to:
 - Involve staff of the internal control system functions (audit, risk and compliance) and Human Resources staff in the development of the remuneration policy;
 - ensuring that the bank's staff have access to the remuneration policy and that the staff appraisal process is properly formalised and transparent to employees;
 - promoting a remuneration policy that ensures sound and effective risk management;
 - aligning the remuneration policy with the bank's business strategy, objectives, values and long-term interests, including the implementation of measures to avoid conflicts of interest;
 - assessing the mechanisms and systems in place to ensure that the remuneration system adequately takes into account all types of risks, liquidity and capital levels and that the overall remuneration policy is consistent with the bank's strategy, promotes sound and effective risk management and is aligned with the institution's business strategy, objectives, corporate culture and values and long-term interests.
- Reviewed the general principles of the Remuneration Policy and informed the Board of Directors on the implementation; ensured that the independent internal assessment of compliance with the Remuneration Policy was carried out centrally;
- Directly supervised the level of remuneration of the coordinators of the risk management, compliance and audit functions (director and deputy directors of the risk management, internal audit and compliance directorates);
- Prepared remuneration decisions, including decisions with risk and risk management implications within BT;
- Oversaw the process of drafting, internal endorsement and submission for approval to the Extraordinary General Meeting of the remuneration policy for the Bank's governing body;

- Approved the total annual remuneration of the members of the Steering Committee and approved the remuneration of the Executive Directors;
- Reviewed and ensured that the general principles and policies for staff appointments are consistent with Banca Transilvania's business strategy, objectives, values and long-term interests in this regard:
 - identified and recommended for approval by the Board the extension of the terms of office of the members of the governing body who were due to expire (including in the light of their new terms of office), assessed the balance of knowledge, skills, diversity and experience within the governing body;
 - assessed the structure, size, composition and performance of the governing body and made recommendations to the governing body on any changes;
 - assessed the knowledge, skills and experience of each board member and reported the results. Knowledge of sound ESG (Environmental, Social and Corporate Governance) principles and practices was also considered in the suitability assessment process.

The Risk Management Committee shall, among other things, exercise specific duties with regard to risk assessment in the area of remuneration, i.e. it shall verify, without prejudice to the tasks of the Remuneration Committee, that the incentives offered by the remuneration system take into account risk, capital, liquidity and the probability and timing of returns, in order to support the establishment of sound remuneration policies and practices.

The Audit Committee, together with the Compensation Committee, The Nominating Committee, the Risk Management Committee, and the internal audit function, is directly involved in reviewing compensation policy and practices to ensure appropriate alignment with the Bank's risk policy, in supporting the creation of sound compensation policies and practices, to support the establishment of sound compensation policies and practices.

PRINCIPLES AND CRITERIA FOR REMUNERATION

In accordance with the legislative provisions in force on sound remuneration policies, there are two types of remuneration granted, namely fixed and variable.

Remuneration components are classified according to the following criteria:

- Remuneration is fixed when the conditions for its award and its value:
 - i. are based on predetermined criteria;
 - ii. are non-discretionary, reflecting the level of professional experience and seniority of staff;
 - iii. are transparent about the individual value awarded to the individual staff member;

- iv. are permanent, i.e. they are maintained for a period linked to the specific role and organisational responsibilities;
 - v. are non-revocable; the permanent value is not changed except by collective bargaining or following renegotiation in accordance with national wage-setting criteria;
 - vi. may not be reduced, suspended or cancelled by the institution;
 - vii. do not provide incentives for risk-taking;
 - viii. are not dependent on performance.
- Remuneration is variable when it does not meet the above conditions for classification as fixed remuneration. The variable part will be awarded in accordance with the following principles:
 - i. When measuring the performance of financial and non-financial indicators for the purpose of determining the remuneration, both individual managerial aspects and the objectives of the Bank as a whole are taken into account.
 - ii. The variable component may not exceed 100% of the fixed component of the total annual remuneration;
 - iii. In order to support the establishment of sound remuneration policies and practices, the Risk Management Committee shall, without prejudice to the tasks of the Remuneration Committee, review whether the incentives offered by the remuneration system take into account risk, capital, liquidity and the probability and timing of returns and, following the review, issue an advisory opinion to the Board of Directors;
 - iv. Performance assessment is conducted within a multi-year framework to ensure that the assessment process is based on long-term performance and that the actual payment of the performance-based remuneration components is spread over a period that takes into account the credit institution's business cycle and the risks specific to its business;
 - v. Total variable remuneration does not limit BT's ability to maintain a strong capital base;
 - vi. The fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently large proportion of total remuneration to allow for a fully flexible policy on variable remuneration components, including the possibility of not paying any component of variable remuneration;
 - vii. Early termination payments reflect performance over time and are designed in a way that does not reward failure or unprofessional conduct;
 - viii. Guaranteed variable pay is exceptional and occurs only in the context of hiring new staff and is limited to the first year of employment;
 - ix. Remuneration packages that are linked to compensation or the taking over of due rights of entitlements under contracts for previous periods of employment must be aligned with the long-term interests of the credit

- institution, including mechanisms for retention, deferral and clawback arrangements;
- x. The performance measure used to calculate variable remuneration components or portfolios of variable remuneration components includes an adjustment for all types of current and future risks and takes into account the cost of capital and required liquidity;
 - xi. The allocation of variable remuneration components within Banca Transilvania also takes into account all types of current and future risks;
 - xii. In the case of Identified Staff members at least 50% of any variable remuneration must be represented by a balanced combination of shares and where possible, other instruments such as additional Tier 1 or Tier 2 own funds instruments (as defined in Article 52 or 63 of Regulation (EU) No 575/2013) or other instruments that can be fully converted into basic or reduced Tier 1 own funds instruments, which in each case adequately reflect the credit quality of the Bank on an ongoing basis and which are suitable to be used for variable remuneration purposes. Thus, at least 50% of the annual performance-related variable remuneration is paid in BT shares, purchased by the Bank for this purpose and granted through a Stock Option Plan.
 - xiii. In determining the actual deferral period and the proportion to be deferred the management body in its supervisory function shall take into account:
 - the responsibilities and authorities of the staff identified and the tasks they performed;
 - business cycle and type of activities of the institution;
 - expected fluctuations in the business and economic performance and risks of the institution and the operating unit, and the impact of identified staff on these fluctuations;
 - the approved ratio between the variable and fixed components of total remuneration and the absolute amount of variable remuneration, taking into account the principle of proportionality. Where the vesting criteria for the deferred part are not met, up to 100% of the variable remuneration granted under these conditions is subject to malus arrangements.
 - xiv. If a certain amount of the annual variable remuneration granted to Identified Staff (including members of the governing body) is exceeded, at least 60% of the amount is deferred for a minimum period of 5 years.
 - xv. The retirement policy is aligned with the business strategy, objectives, values and long-term interests of the credit institution;
 - xvi. Identified Personnel agree not to use personal hedging strategies or insurance policies related to compensation and liability to counteract the risk alignment effects set forth in their compensation arrangements;
 - xvii. The tax treatment applicable to remuneration will be in accordance with the legal regulations in force at the time of payment.

SUSTAINABILITY AS A PERFORMANCE OBJECTIVE

The concept of sustainability is recognised by Banca Transilvania as a factor embedded in all activities and approaches, and is fundamental to sustainable growth, progress and responsible financial activities. This is why we are committed to an inclusive development of the Romanian economy, through our sustained efforts to generate positive impact in the economy and society, both in our organisation and through initiatives for our clients that in turn multiply this impact for a healthy economy.

#Humanbanking and our recognition as the bank of Romanian entrepreneurs have been long-standing principles during our 32-year journey, a journey that has taken us to the top of the Romanian financial sector. Now, more than ever, we understand the responsibility we have towards our society and everything around us. Our story will continue following principles that build long-term relationships, we will prioritize transparency and sustainable mindset at the core of all our strategic directions and objectives.

A sustainable financial environment includes a wide range of environmental, social and governance principles that are becoming increasingly important to our investors, clients and employees. Integrating these principles into our operating model and business strategy is beneficial to our performance as an organisation, with a focus on sustainability already a general priority, including from BT shareholders.

The Bank's sustainable approach has three pillars:

- People
- Performance
- Environment

The main drivers of an appropriate sustainability agenda are concerns about reducing negative environmental impacts, and climate change caused by nuclear or fossil fuel energy production, maritime exploration or aggressive deforestation. Equally important, responsible lending is in fact a mission that goes beyond the economic sector through our active involvement in educating and raising awareness of the concept of sustainability among entrepreneurs, small and medium-sized enterprises and the population as a whole. Last but not least, social concerns, such as diversity, human rights or consumer protection, as well as corporate governance concerns, i.e. management structure, recruitment, remuneration of staff and governing bodies, are considered in detail in each of our business objectives. Promoting transparency and long-term thinking in the financial sector becomes essential for our own business and for the prosperity of society as a whole, and is closely monitored by shareholders.

Concern for offering services and products tailored to our customers and supporting the development of the Romanian entrepreneurial sector have been the principles that have

guided us on our way from the Bank's foundation to its current position as a leader in the Romanian banking system. With almost 4.1 million active individual customers and almost 450 thousand SME and Micro customers, we want to remain the first choice financial services provider for the population, entrepreneurs and the communities we are part of. Persisting in our efforts to support the SME sector, in 2024 BT has dedicated time and resources to effectively improve the all-in-one banking platform for entrepreneurs, BT Go, which has become an adaptive business ecosystem with over 207 thousand users and a transaction value of over RON 21.7 billion. Therefore, Banca Transilvania is close to people and businesses, including through its territorial presence: 42 branches, 457 agencies, 3 branches, 8 physician divisions, 2 private banking agencies in Romania, 1 branch in Italy and a regional center located in Bucharest, 1 Head Office located in Bucharest and 1 Head Office located in Cluj-Napoca.

We are aware that, with our leadership position, we have extended responsibilities to our customers, but also to the environment and the community. We therefore aim to make our financing sustainable in terms of environmental impact, complementing traditional analysis with an assessment of clients' compliance with legal requirements in terms of environmental protection and employee health/protection.

In this complex process of defining and integrating sustainability standards, we take into account all the stakeholders whose objectives we will consider:

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

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

As a leader in the Romanian banking system, BT understands the crucial importance of sustainability and long-term planning in the face of social and environmental challenges. In line with its broader sustainability strategy, BT Group established a Sustainable Financing Framework in November 2023 to enable it to issue sustainable financial instruments aimed

at financing and refinancing projects that enable the transition to a low-carbon and climate-resilient economy and/or that have a positive social impact and alleviate social problems. In November 2023, BT issued its first sustainable bonds based on the principles outlined in the Sustainable Finance Framework. Banca Transilvania attracted €500 million through a bond issue in November 2023. This was Banca Transilvania's first sustainable bond issuance, with a social component (minimum 50%) and a green component. An amount equal to the proceeds of the Sustainable Finance Instruments issued by Banca Transilvania will be used to finance and/or refinance a portfolio of Eligible Loans, as defined in the eligibility criteria in the Sustainable Finance Framework. In September 2024, BT issued its second consecutive series of sustainable bonds, a EUR 700 million 6NC5 MREL senior non-senior eligible non-senior notes. 64% of the issue was subscribed by investors with an ESG mandate.

We have thus developed a diverse range of products, which we constantly adapt to capture changing realities. At the same time, we have included the analysis of non-financial factors, i.e. environmental, social and corporate governance risks, in the process of assessing our clients' eligibility for financing.

We have solutions for all sectors, with customised products to reflect industry specifics, and our employees have relevant sectoral expertise: agriculture and food industry, health and education, creative industries (arts and culture), trade, manufacturing, IT and services. We are the largest financier of Romanian agriculture and the market leader in health financing.

We finance working capital needs through lines of credit, factoring, discounting instruments, short-term loans or non-cash facilities. We also support ambitious investment projects, through short- or medium/long-term loans (>5 years), of start-ups or mature companies, market leaders in their fields of activity.

We have a large portfolio of cards, with Banca Transilvania holding the relevant market share for cards issued on the local market. We have developed a lending platform that also takes into account transactional data and involves a simplified scoring analysis to allow quick access to limited value financing products for all our clients.

Our aim is to support our clients in all their projects, helping them both to develop and adapt to a changing environment. We are aware that we cannot gain the trust of our partners if we do not generate added value through our work and contribute to the good of the community in which we are present. We are more than a bank, we are part of the community.

Accordingly, to assess the performance of the issuer's governing body, in addition to specific objectives, specific ESG criteria (KPIs) relating to both objectives and reporting

process have been integrated into the process of assessing the individual and collective suitability of the governing body, including at board committee level. Although an ESG component has been integrated into the current suitability assessment process, the addition of new objectives in this assessment will ensure a better continuous verification of the management body's expertise to reflect relevant changes in the institution's business activities, sustainability/ESG strategies and risk profile. Please note that 100% of the remuneration is dependent on the achievement of these ESG objectives, set as KPIs for this purpose. These objectives were essentially related to green and sustainable lending, energy efficiency and installation of photovoltaic panels in connection with the bank's premises, conducting business in a sustainable manner by originating operational flows in a digital manner, reduction of paper consumption, customer campaigns with a social component, gender pay gap methodology, inventory of the loan portfolio from a carbon emissions perspective and issuance of MREL eligible bonds with an environmental and social component.

REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS

The level of the fixed cash remuneration (indemnity) of the members of the Board of Directors is determined by the Resolution of the General Meeting of Shareholders, which takes place once a year, in compliance with the applicable legal provisions regarding the publication of the resolutions of the AGM. The composition of the Board of Directors of Banca Transilvania shall be maintained according to the elections of the General Meeting of Shareholders of 28 April 2022 and together with the professional qualifications of its members as at 31 December 2024 is as follows:

MEMBER	POSITION	PERSONAL DATA
<p>HORIA CIORCILĂ</p> <p>Date of first election: April 2002</p> <p>Duration of the current mandate: April 2022- April 2026</p> <p>Non-executive director</p>	<p>Chairman of the BoD, RemCO Member</p>	<p>Technical University of Cluj-Napoca, The Faculty of Automatic Control and Computers. The CV including information about other current positions held is available here.</p>
<p>THOMAS GRASSE</p> <p>Date of first election: April 2014</p> <p>Duration of the current mandate: April 2022- April</p>	<p>Vice-Chairman of the BoD, Chairman of the RC, AC Member</p>	<p>Bankakademie Frankfurt-Business School of Finance and Management and HYPO-Bank Mannheim Branch, Apprenticeship in Banking. The CV including information about other current positions held is available here.</p>

2026

Independent non-executive
director

IVO GUEORGUIEV

Date of first election:
April 2014

Duration of the current
mandate: April 2022- April 2026

Non-executive director
independent.

BoD Member,
Chairman of the AC,
RC Member

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

VASILE PUȘCAȘ

Date of first election:
April 2012

Duration of the current
mandate: April 2022- April 2026

Non-executive director
independent.

BoD Member,
Chairman of the RemCO

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

MIRELA BORDEA

Date of first election:
April 2017

Duration of the current
mandate: April 2022- April 2026

Independent non-executive
director

BoD Member,
AC Member

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

**LUCYNA STANCZAK
WUCZYNSKA**

Date of first election:
April 2022,

Duration of the current
mandate: April 2022- April
2026

Independent non-executive
director

BoD Member,
RC Member

Warsaw School of Economics,
Poland, Master of Economics,
Finance and Statistics,
Econometrics and
Postgraduate Studies –
Advanced European Studies at
the College of Europe, Bruges,
Belgium, Economics and
European Integration. CV,
including information on current
positions held in other company
[here](#).

FLORIN PREDESCU VASVARI

Date of first election:
April 2022

Duration of the current
mandate: April 2022- April 2026

Non-executive director

BoD Member,
Chairman of the NomCO,
RC Member

Graduated of Quantitative
Economic Sciences, Faculty of
Economic Cybernetics,
Statistics and Informatics,
University of Economic Studies,
Bucharest, Romania, and PhD in
Accounting, Rotman School of
Management, University of
Toronto, Canada
(Specialization in Finance and
Econometrics). CV, including
information about current
positions held in other
companies [here](#).

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

In accordance with the legislative provisions in force on sound remuneration policies, the members of the management body in its supervisory function (Board of Directors) will be remunerated exclusively with fixed remuneration because, in the case of listed banks, the EBA recommendation is that remuneration should be composed in a significant proportion of financial instruments, not only cash, thus complying also with the above-mentioned authority's requirements in terms of risk adjustment of remuneration.

The fixed remuneration of the members of the Board of Directors was paid both in cash and in shares of the issuer Banca Transilvania granted through a stock option plan agreement (fixed shares) which will be within the maximum total quotas approved by the General Meeting of Shareholders.

Regardless of the form of the fixed remuneration (cash or shares), it is guaranteed to be granted to the directors, in no way linked or dependent on the performance of the credit institution and there are no conditions or decreases/increases in the level of remuneration as a direct result of any performance achieved by the directors individually or attendance at a certain number of meetings over a certain period, but on the actual effort made in the performance of their duties and responsibilities, with the diligence and commitment required in view of the supervisory function they fulfill. Thus, with a view to ensuring effective supervision, the fixed remuneration of the members of the Board of Directors is determined annually in accordance with remuneration principles, not linked to performance, taking into account the duties and complexity of the activity they are entrusted with, on this basis the level of remuneration is set, in relation to the matrix (grid) of additional fixed remuneration. These criteria are based on the person's expertise, for example in the areas of banking, risk management and capital markets, willingness to learn and continuously improve during the performance of the duties falling within the scope of his/her mandate, and on the demonstration of a complex analytical capacity and know-

how, in particular in dynamic areas such as corporate governance and best practices in this area. Once the annual remuneration is fixed, it cannot be unilaterally changed or adjusted and is guaranteed in the same way as a salary in an employment relationship and is not linked to or adjusted according to any performance criteria.

They may be adjusted by the Remuneration Committee on a case-by-case basis, depending on objective circumstances related to the development of market or legislative conditions or the adaptability of the business environment to the economic context.

Furthermore, Banca Transilvania recognizes and assumes its impact and responsibility at national, regional and international level, an impact and responsibility which falls within the Board of Directors' supervisory remit and which must be fairly reflected in the way they are remunerated. This is due not only to the sustained effort to face the challenges posed by the contemporary economic environment in a real-time and effective manner, but also to the dedication that the members of the management structure with supervisory powers must demonstrate in the light of the values and purpose of Banca Transilvania, for the sustainability of which they are strategically responsible.

In accordance with the provisions of the mandate contract, the remuneration policy and the applicable legal provisions (Romanian and European), the director benefits only from fixed remuneration, composed of fixed monthly remuneration and additional fixed remuneration. In order to fulfil the specific obligations of the mandate, the members of the management body in the supervisory function are provided with technical equipment (laptop, telephone, etc.) and means of transport and/or the settlement of actual transport, in order to fulfil their specific duties to the highest degree, correlated with the conclusion of an *individual Directors and Officers Liability Insurance* policy, in accordance with the legal provisions applicable to companies.

The fixed monthly remuneration is paid in RON and the additional remuneration of the Board members is allocated under the Stock Option Plan. The granting of the additional remuneration was made in compliance with the legal provisions on the mechanism for allocating shares under the Stock Option Plan and the requirements of the EBA guidelines. The level of remuneration (including the level of additional remuneration) is proposed by the Remuneration Committee, endorsed by the Risk Management Committee and approved by decision of the Board of Directors. The latter may amend the level of remuneration proposed by the Remuneration Committee by a qualified majority of two thirds of the members of the Board of Directors.

In any case, the Board of Directors may not approve a total level of remuneration that exceeds the maximum limits approved annually by the General Meeting of Shareholders.

The amount of the additional remuneration was reviewed in 2024 by the Board of Directors following the proposal of the Remuneration Committee and based on the advice of the Risk Management Committee. In accordance with the relevant legal provisions, the amount of the additional remuneration is determined in cash, with the actual payment of the remuneration being made in the form of shares by allotment in the name of the Director under the Stock Option Plan.

Thus, the evaluation process related to the determination of the additional remuneration, within the limits and in accordance with the principles set by the AGM, was successfully completed, with no situations identified in the Board's supervisory activity requiring possible adjustments.

Therefore, for 2024 the total fixed remuneration paid to the Board of Directors represented 14.93% of the total remuneration paid to persons holding key positions in the Group (as opposed to 13.14% in 2023¹, 16.27% in 2022² and 20.64% in 2021³), according to the annual financial statements as at 31.12.2024, including the additional remuneration approved by the General Meeting of Shareholders.

Thus, the total gross fixed remuneration, granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders on 28.04.2022 and received by a member of the Board of Directors who does not serve as a member on Risk Committee, represented 1.21% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024, by reference to the issuer's equity calculated as at 31.12.2023⁴ (compared to 1.56% for 2023, 0.16% for 2022; for 2021 there is no comparison, as he was elected to the Board of Directors only as of 28.04.2022 as a result of the Ordinary General Meeting of Shareholders) and 0.99% of the total remuneration paid to persons holding key positions in the Group⁵ (compared to 11.1% for 2023, 0.11% for the year 2022; for the year 2021 there is no comparison, given that he was elected to the Board of Directors only as of 28.04.2022 as an effect of the Ordinary General Meeting of Shareholders).

Furthermore, the member did not receive variable remuneration in any form, in line with the principles mentioned above, and under the BTFG framework, he did not receive any other gross fixed remuneration in cash and/or other instruments specifically granted to members of the governing bodies of BT subsidiaries. The additional fixed remuneration determined in cash and paid in shares represented 0.58% of the number of shares allocated in the SOP

¹ See the information contained in the remuneration report for 2023, available [here](#), starting on page 170.

² See the information contained in the remuneration report for 2022, available [here](#), starting on page 152.

³ See the information contained in the remuneration report for 2021, available [here](#), starting on page 120.

⁴ As the remuneration is paid in 2024, we will take into account the level of equity that was presented in the annual financial statements as of 31.12.2023, which was taken into account by the General Meeting of Shareholders on 25.04.2024 when approving the additional remuneration.

⁵ Refers to remuneration for 2024

and paid in 2024 (in comparasion with 0.84% for 2023, for 2021 and 2022 there is no comparison, as he was only elected to the Board as of 28.04.2022 as a result of the Ordinary General Meeting of Shareholders, with approval before the authorities and the actual begining of work being at a later date), i.e. 0.57% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024, by reference to the Issuer's equity calculated on the above reference date (in comparation with 0.70% for 2023, for 2021 and 2022 there is no comparison, as he was elected to the Board of Directors only as of 28.04.2022 as a result of the Ordinary General Meeting of Shareholders, approval before the authorities and the actual begining of work being at a later date). Last but not least, the variation in total remuneration was represented by an increase of 3.65% compared to 2023 (for 2021 and 2022 there is no comparison, given that he was elected to the Board of Directors only as of April 28, 2022 as a result of the Ordinary General Meeting of Shareholders, with approval before the authorities and the actual start of business at a later date). The shares were paid out on 03.06.2024, free of charge, there being no allotment price (comparable to an option exercise price)⁶.

The Remuneration Committee is a consultative committee, reporting to the Board of Directors, created to provide independent opinions on remuneration policies and practices, on the incentives created for the risk, capital and liquidity management of Banca Transilvania and to exercise the powers mandated by the Board of Directors on this segment of activity. This committee reviews and ensures that the general principles and policies of remuneration and staff benefits are consistent with Banca Transilvania's business strategy, values and long-term objectives.

The composition of the Remuneration Committee at the date of this report is:

- Committee Chairman;
- 2 Members of the Board of Directors (i.e. Chairman of the Board of Directors and Chairman of the Audit Committee).

In this regard, the total gross fixed remuneration, granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders on 28.04.2021 and received by the Chairman of the RemCO represented 1.21% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 1.35% for 2023, 1.65% for 2022 and 1.92% for 2021 and taking into account the data for the respective reporting years), by reference to the issuer's equity calculated as of 31.12.2023 and 0.99% of the total remuneration paid to persons holding key positions in the Group (compared to 0.96% for 2023, 1.19% for 2022 and 1.41% for 2021 and taking into account the data for the respective reporting years). Furthermore, he did not receive variable

⁶ As this is the fourth year in which the report is prepared in accordance with the remuneration policy approved by the AGM, no comparable data in terms of remuneration and changes in remuneration are available for the 5 previous financial years.

remuneration in any form, in line with the principles mentioned above, and under the BTFG framework, he did not receive any other gross fixed remuneration in cash and/or other instruments specifically granted to members of the governing bodies of BT subsidiaries. The additional fixed remuneration determined in cash and paid in shares represented 0.58% of the number of shares allocated in the SOP and paid in 2024 (compared to 0.59% for 2023, 0.51% for 2022 and 0.78% for 2021 and taking into account the data for the respective reporting years), i.e. 0.57% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024, by reference to the issuer's equity calculated on the above reference date (compared to 0.49% for 2023, 0.70% for 2022 and 0.84% for 2021 and taking into account the data for the respective reporting years). Last but not least, the change in total remuneration was represented by an increase of 19,76% compared to 2023, of 7.98% compared to 2022 and 5.56% compared to 2021. The shares were paid on 03.06.2024, free of charge, and there is no allocation price (comparable to an option exercise price).

In relation to the RemCO Member who also serves as Chairman of the Audit Committee, the total gross fixed remuneration, granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders on 28.04.2021 and received by him represented 3.41% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 3.13% for 2023, 4.45% for 2022 and 4.91% for 2021 and taking into account the data for the respective reporting years), by reference to the issuer's equity calculated as of 31.12.2023 and 2.78% of the total remuneration paid to persons holding key positions in the Group (compared to 2.23% for 2023, 3.20% for 2022 and 3.62% for 2021 and taking into account the data for the respective reporting years). Furthermore, he did not receive variable remuneration in any form, in line with the principles mentioned above, and he received gross fixed remuneration in cash representing 0.17% of the total remuneration paid to persons holding key functions within the Group (as opposed to 0.15% for 2023 and 0.02% for 2022, this remuneration is granted by virtue of the two additional mandates within the BTFG subsidiaries). The additional fixed remuneration determined in cash and paid in shares represented 2.90% of the number of shares allocated in the SOP and paid in 2023 (compared to 3.10% for 2023, 2.79% for 2022 and 3.93% for 2021 and taking into account the data for the respective reporting year), i.e. 2.84% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024, by reference to the issuer's equity calculated on the above reference date (compared to 2.57% for 2023, 3.84% for the year 2022 and 4.21% for the year 2021 and taking into account the data for the respective reporting years). Last but not least, the change in total remuneration was represented by an increase of 44.17% compared to 2023, with 18.77% of 2022 and 22.67% compared to 2021. The shares were paid on 03.06.2024, free of charge, and there is no allocation price (comparable to an option exercise price).

Also, for the RemCO Member who also serves as Chairman of the Board of Directors, the total gross fixed remuneration, granted in full compliance with the remuneration policy

approved by the General Meeting of Shareholders on 28.04.2021 and received by him represented 6.60% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 6.36% for 2023, 9.03% for 2022 and 9.80% for 2021 and taking into account the data for the respective reporting year), by reference to the issuer's equity calculated as of 31.12.2023 and 5.38% of the total remuneration paid to persons holding key positions in the Group (compared to 4.53% for 2023, 6.50% for 2022 and 7.23% for 2021 and taking into account the data for the respective reporting years). Furthermore, he did not receive any variable remuneration in any form, in line with the principles mentioned above, and under the BTFG framework, he did not receive any other gross fixed remuneration in cash and/or other specific instruments granted to members of the governing bodies of BT subsidiaries. The additional fixed remuneration determined in cash and paid in shares represented 5.80% of the number of shares allocated in the SOP and paid in 2024 (compared to 6.19% for 2023, 5.58% for 2022 and 7.72% for 2021 and taking into account the data for the respective reporting year), i.e. 5.68% of the maximum remuneration limit set by the General Meeting of Shareholders 25.04.2024, by reference to the issuer's equity calculated on the above reference date (compared to 5.13% for 2023, 7.68% for 2022 and 8.26% for 2021 and taking into account the data for the respective reporting years). Last but not least, the change in total remuneration was represented by an increase of 38.28% compared to 2023, with 7.17% of 2022 and 12.29% compared to 2021. The shares were paid on 03.06.2024, free of charge, and there is no allocation price (comparable to an option exercise price).

In addition to the members mentioned above, we specify that the Chairman of the Risk Management Committee can take part in meetings - as an invited guest, mainly on specific issues such as validating risk versus reward issues. In this regard, the total gross fixed remuneration, granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders on 28.04.2021 and received by him represented 3.26% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 3.13% for 2023, 4.45% for 2022 and 5.66% for 2021 and taking into account the data for the respective reporting years), by reference to the issuer's equity calculated as of 31.12.2023 and 2.65% of the total remuneration paid to persons holding key positions in the Group (compared to 2.23% for 2023, 3.20% for 2022 and 4.17% for 2021 and taking into account the data for the respective reporting years). Furthermore, he did not receive variable remuneration in any form in accordance with the principles mentioned above, and within the framework of the GFBT subsidiaries, he received gross fixed cash remuneration representing 0.30% of the total remuneration paid to persons holding key functions within the Group (compared to 0.29% for 2023, 0.31% for 2022 and 0.27% for 2021 and taking into account the data for the respective reporting years). The additional fixed remuneration paid in shares represented 2.90% of the number of shares allocated in the SOP programme and paid in 2024 (compared to 3.10% for 2023, 2.79% for 2022 and 3.93% for 2021 and taking into account the data for the respective reporting year), i.e. 2.84% of the maximum remuneration limit set by the General Meeting of

Shareholders on 25.04.2024, by reference to the issuer's equity calculated on the above reference date (compared to 2.57% for 2023, 3.84% for 2022 and 4.21% for 2021 and taking into account the data for the respective reporting year). Last but not least, the change in total remuneration was represented by an increase of 36.66% compared to 2023, with 8.66% of 2022 and 0.36% compared to 2021. The shares were paid on 03.06.2024, free of charge, and there is no allocation price (comparable to an option exercise price).

The Nomination Committee is established to provide independent opinions on nomination policies and to exercise the duties mandated by the Board of Directors on this segment of the business. This committee was created during 2024, effectively taking over the powers relating to the nomination of individuals to positions within the committee's remit and their suitability for the respective positions from the Remuneration and Nomination Committee, the current Remuneration Committee.

At meetings held during 2024, the Nominating Committee accomplished the following:

- Reviewed and ensured that the general principles and policies for staff appointments are consistent with Banca Transilvania's business strategy, objectives, values and long-term interests in this regard:
 - identified and recommended for approval by the Board the extension of the terms of office of the members of the governing body who were due to expire (including their new terms of office), assessed the balance of knowledge, skills, diversity and experience within the governing body;
 - assessed the structure, size, composition and performance of the governing body and made recommendations to the governing body on any changes;
 - assessed the knowledge, skills and experience of each board member and reported the results. Knowledge of sound ESG (Environmental, Social and Corporate Governance) principles and practices was also considered in the suitability assessment process.
 - monitored and reviewed the selection and succession planning process for key functions and members of the governing body.

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

- Committee Chairman;
- 2 Members of the Board of Directors (i.e. Chairman of the Board of Directors and Chairman of the Audit Committee).

Thus, for NomCO's Chairman, the total gross fixed remuneration, granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders on 28.04.2021 and received by him represented 1.42% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 1.68% for 2023, 0.16% for 2022 taking into account the data for the reporting year in question; for 2021

there is no comparison, as he was elected to the Board of Directors only as from 28.04.2022 as a result of the Ordinary General Meeting of Shareholders), by reference to the issuer's equity calculated as of 31.12.2023 and 1.16% of the total remuneration paid to persons holding key positions within the Group (compared to 1.20% for 2023, 0.11% for 2022 and taking into account the data for the reporting year in question; for 2021 there is no comparison, given that he was elected to the Board of Directors only as from 28.04.2022 as a result of the Ordinary General Meeting of Shareholders). Furthermore, he did not receive variable remuneration in any form, in accordance with the principles mentioned above, and under the GFBT framework, he did not receive any other gross fixed remuneration in cash and/or other instruments specifically granted to members of the governing bodies of BT's subsidiaries. The additional fixed remuneration determined in cash and paid in shares represented 0.87% of the number of shares allocated in the SOP and paid in 2023 (compared to 0.99% for 2023, for 2021 and 2022 there is no comparison, as he was elected to the Board of Directors only as of 28.04. 2022 as a result of the Ordinary General Meeting of Shareholders, the approval before the authorities and the actual commencement of business being at a later date), i.e. 0.85% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04. 2024, by reference to the issuer's shareholders' equity calculated on the above reference date (compared to 0.82% for 2023, for 2021 and 2022 there is no comparison, as he was elected to the Board of Directors only as of 28.04.2022 as a result of the Ordinary General Meeting of Shareholders, approval before the authorities and the actual commencement of the activity being at a later date). Last but not least, the change in total remuneration was represented by an increase of 13.01% compared to 2023 (for 2021 and 2022 there is no comparison, given that he was elected to the Board of Directors only as of 28.04.2022 as an effect of the Ordinary General Meeting of Shareholders, approval before the authorities and the actual commencement of the activity being at a later date). The shares were paid for on 03.06.2024, free of charge, there being no allotment price (comparable to an option exercise price).

The Risk Management Committee has the primary responsibility for assessing the risks involved in the remuneration system and proposes, where appropriate and in order to ensure that risk-taking incentives are balanced by risk management incentives, the adjustment of variable remuneration for all current and future risks taken, following the completion of the risk alignment process, which includes: the risk measurement process, the granting process and the payout process, thereby ensuring that staff remuneration is in line with applicable rules, best practice and the Bank's strategy. The Risk Management Committee also verifies and certifies the effective and efficient involvement of the internal control function in assessing the compliance of the remuneration system.

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

- Committee Chairman;

- 3 independent members of the Board of Directors (including the Chairman of the Audit Committee)

Remuneration of RC Members was specified above when presenting the composition of RemCO and NomCO.

Furthermore, the Audit Committee, with its remit in the area of remuneration as outlined above and detailed in the Remuneration policy on BT's governing body, consists of 3 independent non-executive members, having the following composition at the date of this report. The composition of the Audit Committee at the date of this report is:

- Committee Chairman;
- 2 Members of the Board of Directors (including the President of the Risk Management Committee)

Thus, for the Member of the Audit Committee who also holds the position of Member of the Board of Directors, the total gross fixed remuneration, granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders on 28.04.2021 and received by him represented 1.21% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 1.23% for 2023, 1.48% for 2022 and 1.69% for 2021 and taking into account the data for the respective reporting years), by reference to the issuer's equity calculated as of 31.12.2023 and 0.99% of the total remuneration paid to persons holding key positions in the Group (compared to 0.88% for 2023, 1.07% for 2022 and 1.25% for 2021 and taking into account the data for the respective reporting years). Furthermore, he did not receive any variable remuneration in any form, in line with the principles mentioned above, and within GFBT, he received a gross fixed remuneration in cash representing 0.19% of the total remuneration paid to key persons within the Group (this remuneration is granted by virtue of the additional mandates within BT subsidiaries). The additional fixed remuneration determined in cash and paid in shares represented 0.58% of the number of shares allocated in the SOP and paid in 2024 (compared to 0.45% for 2023, 0.39% for 2022 and 0.57% for 2021 and taking into account the data for the respective reporting years), i.e. 0.57% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024, by reference to the issuer's equity calculated on the above reference date (compared to 0.37% for 2023, 0.53% for 2022 and 0.61% for 2021 and taking into account the data for the respective reporting years). Last but not least, the change in total remuneration was represented by a increase of 36.85% compared to 2023, with 25.44% compared to 2022 and 25.14% compared to 2021. The shares were paid on 03.06.2024, free of charge, and there is no allocation price (comparable to an option exercise price).

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

REMUNERATION OF MEMBERS OF THE LEADERS' COMMITTEE

The Leaders' Committee is responsible for organising and managing the Bank's activities. The rules and procedures of the Leaders' Committee are approved by the Board of Directors. The composition of Banca Transilvania's Leaders' Committee and the professional background of its members, as at 31 December 2024, is as follows:

MEMBER	POSITION	PERSONAL DATA
ÖMER TETİK Since June 2013	Chief Executive Officer	Middle East Technical University, Ankara, The Faculty of Economic Sciences, Honor Student. CV and bio: here .
CĂTĂLIN CARAGEA Since July 2024	Deputy Chief Executive Officer Risk (CRO)	Bucharest University of Economic Studies, Faculty of Management, Bucharest University of Economic Studies, Faculty of Finance, Insurance, Banking & Stock Exchange. CV and bio: here .
GEORGE CĂLINESCU Since September 2013	Deputy CEO, CFO	"Al. I. Cuza" University, Iasi, Romania, The Faculty of Economics and Business Administration, The American University in Bulgaria, Blagoevgrad, Bulgaria; Applied Economics, Business Administration. CV and bio: here .
ANDRZEJ DOMINIAK Since March 2024	Deputy Technology Officer (CTO)	Stanford University, Machine Learning. Warsaw University of Technology, Faculty of Physics. CV and bio: here .
OANA ILAȘ Since October 2022	Deputy CEO, Retail Banking	Babes-Bolyai University of Cluj-Napoca, Faculty of Economic Sciences, Marketing Specialization, Sheffield University, Executive MBA, United Kingdom. CV and bio: here .
TIBERIU MOISĂ Since May 2016	Deputy Chief Executive Officer MidCorporate & SME	The Bucharest University of Economic Studies Finance, Banking and Stock Exchange. INDE (ASE Romania & CNAM France) – Executive MBA. Executive MBA, Sheffield University (UK) – Postgraduate Diploma. CV and bio: here .
BOGDAN PLEȘUVESCU Since April 2023	Deputy CEO Legal	"Al. I. Cuza" University, București Faculty of Law, Police Academy. Post-graduate courses in International Law - Institutions of the European Union, International Law, Faculty of Law, University of Bucharest CV and bio here .
LEONTIN TODERICI Since August 2013	Deputy Chief Executive Officer - COO	Technical University Cluj-Napoca, Faculty of Automation and Computer Science. Babes-Bolyai University, Faculty of Economic Sciences. CV and bio: here .

During 2024, there were changes in the composition of the Steering Committee justified by the expansion of the Banca Transilvania Financial Group's operations, namely the merger with OTP Bank, as well as to ensure good governance and effective risk management at Group-wide level, as follows:

MEMBER	POSITION	PERSONAL DATA	ENDING
LUMINIȚA RUNCAN Since september 2014 until august 2024	Deputy CEO Risk (CRO)	Babeș-Bolyai University, Cluj Napoca, Faculty of Economics. Babeș- Bolyai University, Faculty of Law. CV and bio here .	Termination of the mandate held in Banca Transilvania S.A., following the appointment as Chairman of the Executive Board of OTP Bank Romania S.A.

The remuneration policy for senior management is appropriate to the size and organisation of BT and the nature, scope and complexity of the business activities.

Through the application of the remuneration policy, BT aims to retain and develop a senior management body with the highest professional, educational and moral standards - qualities that generate added value for the Bank and its subsidiaries, motivate and encourage senior management, its own staff and that of its subsidiaries, so as to optimise individual and collective work performance, reinforce a culture based on objective assessment of individual contributions and rewarding performance, ensuring consistency between remuneration and the business strategy, risk policy, values and long-term objectives of the Bank and its subsidiaries.

The policy enables and promotes sound and effective risk management, without encouraging risk-taking that exceeds the risk tolerance level, thus preventing incentives for excessive risk-taking and other behaviour contrary to the interests of the credit institution.

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

means of transport and/or the settlement of actual transport, in conjunction with the conclusion of an individual *Directors and Officers Liability Insurance* policy, in accordance with the legal provisions applicable to companies.

The variable remuneration of the members of the Management Committee is determined and supervised by the Board of Directors of the Bank in accordance with the remuneration policy. Their remuneration is awarded in accordance with the general principles on remuneration set out above, with the following additional disclosure:

In the case of members of the Management Committee, the deferred portion of the total variable remuneration shall be significant, in accordance with applicable law, and shall be determined by the management body in its supervisory function (in any case, the deferral shall be at least 40%). The deferral period shall be for a period of 5 years and shall be appropriately correlated to the nature of the business, its risks and the activities of the staff concerned, as follows:

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

where T is the time at which the corresponding part of the variable remuneration granted is paid immediately. The deferral period may be extended as decided by the Board of Directors. After the expiry of each deferral period for members of the Leaders' Committee, a 12-month holding period applies, i.e. a period of time after vesting of the shares that have been granted as variable remuneration, during which they may not be sold or accessed without the approval of the Board of Directors.

The individual annual performance of the members of the Leaders' Committee has been determined in accordance with rules set out in the internal methodology. The rules used for annual performance evaluation are based on the SMART objectives methodology. These principles are the foundation of the methodology used for the rules for determining the criteria.

The performance evaluation criteria took into account a sufficient period of time to measure real performance, using criteria that can be quantified, both qualitative and quantitative. Leaders were also assigned sustainability and accountability/ESG targets (where appropriate). The use of such individual performance targets ensured alignment between the Bank's remuneration practices, senior management's interests and the Bank's overall sustainability and accountability/ESG objectives.

Regarding the approval of results, the Working Methodology for the approval and assessment of SMART objectives (S - Specific, M - Measurable, A - Attainable, R - Relevant,

T - Time-framed) approved within the company sets out the criteria for the assessment of the individual annual performance of the members of the Management Committee. Each Leader must fulfill the following rules for determining the criteria, which are ultimately approved by the Remuneration Committee:

- the objectives must be correlated and linked to the current year strategy, long term strategy and approved budget ;
- must cover the main areas of activity for which he/she is responsible;
- if he/she has/have an Executive Manager reporting to him/her, then the latter's individual qualitative criteria must be consolidated into the criteria of the Head (CEO/Deputy CEO) for the area of activity concerned;
- meet the conditions of at least one qualitative criterion for each directorate/department subordinate to the Leader (CEO/Deputy CEO), up to a maximum of 10 qualitative criteria, as well as a set of relevant indicators for quantifying/assessing the criteria (criteria that can be measured quantitatively and independently);
- an exception to this rule is the Deputy CEO - CRO, whose performance criteria will be approved by the Risk Management Committee (RC);
- each criterion must have clear quantification rules that can be assessed by an independent entity (must avoid any unclear, vague or repetitive wording);
- each criterion should include a clear deadline, which should be set no later than the end of the year. If a criterion can only be finalized in the following year, one possibility would be to split the criteria and set the stages and final deadline accordingly. Any criteria that have deadlines beyond the end of the year will be rejected and will lower the evaluation score in proportion to their significance;
- the summary of stated objectives represents the Bank's strategy for the relevant business area during the evaluation period.

In terms of the procedure for determining and approving the results, based on the objectives set, the Methodology provides for a rating, from 1 to 5, with 1 being unacceptable (the level of performance set is not achieved) and 5 being excellent (the level of performance set is exceeded). The above score is assigned to each qualitative and quantitative criterion for each individual. The overall score that determines the final rating is calculated as the average of the individual scores for each objective. It is rounded to the nearest whole number, while a score of .5 is rounded up. The minimum score for the granting of remuneration is 3, and once this is met, the remuneration is allocated in full, in view of the ambitious nature of the targets that Banca Transilvania sets itself and for which its Lead Managers, as executive persons, part of the issuer's management, are directly responsible and concerned.

The objectives of senior management mainly concerned areas related to:

- improving the quality of services,
- improving capital and liquidity ratios,

- The continuing digitisation of the retail and corporate sectors,
- improving the quality of the loan portfolio,
- strategic and business integration of GFBT subsidiaries,
- improving cyber security,
- inventory of the credit portfolio in terms of carbon emissions,
- the issuance of MREL-eligible bonds with an environmental and social component,
- correlated with the setting of sustainability and sustainable development targets for each member of senior management, as follows, but not limited to: decreasing greenhouse gas emissions, increasing the share of renewable energy in total consumption, continuous implementation of digital flows, issuing new sustainable products.

This integration of a minimum of one specific ESG criterion (KPI) in the list of individual performance objectives set for each member of senior management has been done in order to determine the amount of variable remuneration paid. Each of these individual criteria have been linked to the ESG objectives that are set in the member's area of activity and expertise, thus ensuring alignment of remuneration with the Bank's sustainability objectives, facilitating an organic increase in ESG initiatives to achieve specific sustainability objectives.

At the level of 2024, Banca Transilvania, through its leaders, has set a series of very ambitious development and innovation goals, with different scenarios being prepared and taking into account every signal, figure and trend in the market.

From a technological perspective, the digitisation of the banking services offered has gained momentum through the upgrading of the software and hardware infrastructure to cater for large-scale operations, combined with the allocation of resources to the development of applications for different business areas (such as online customer onboarding). The year 2024 also marked for the bank the start of the renovation process of several agencies and branches and the installation of photovoltaic panels on some of the bank's premises. These objectives were successfully managed by the Deputy CEO – COO. Correlated with the performance achieved, his total remuneration was granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders on 28.04.2021, respecting the proportion between fixed and variable remuneration established therein (20.38 compared to 16.72% for 2023, 21.70% for 2022 and 20.63% for 2021 and taking into account the data for the respective reporting years). Thus, the fixed remuneration represented 3.02% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 3.26% for 2023, 3.94% for 2022 and 3.92% for 2021 and taking into account the data for the respective reporting years), by reference to the issuer's equity calculated as at 31.12.2023 and 2.46% of the total remuneration paid to persons holding key positions in the Group (compared to 2.32 for 2023, 2.83% for 2022 and 2.89% for 2021 and taking into account the data for the

respective reporting years). Similarly, variable remuneration represented 0.61% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 0.54% for 2023, 0.85% for the year 2022 and 0.81% for the year 2021 and taking into account the data for the respective reporting years), by reference to the issuer's equity calculated as at the above reference date and 0.50% of the total remuneration paid to persons holding key positions within the Group (compared to 0.39% for 2023, 0.62% for the year 2022 and 0.60% for the year 2021 and taking into account the data for the respective reporting years). In the context of the GFBT subsidiaries, he received gross fixed cash remuneration representing 0.05% of the total remuneration paid to persons holding key functions within the Group (compared to 0.05% for 2023, 0.03% for 2022 and 0.05% for 2021 and taking into account data for the respective reporting years). Remuneration paid in shares represented 1.73% of the number of shares allocated in the SOP programme and paid in 2024 (compared to 1.79% for 2023, 1.50% for 2022 and 1.85% for 2021 and taking into account the data for the respective reporting years), i.e. 1.70% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024, by reference to the issuer's equity calculated on the above reference date (compared to 1.48% for 2023, 2.07% for 2022 and 1.99% for 2021 and taking into account the data for the respective reporting years). Last but not least, the change in total remuneration was represented by an increase of 27.17% compared to 2023, with 15.68% compared to 2022 and an increase of 32.02% compared to 2021. The shares were paid on 03.06.2024, free of charge, there is no allocation price (comparable to an option exercise price)⁷.

As part of the strategy for 2023, 6 key objectives have been defined for the Deputy CEO-COO, with a direct impact on front-office activity and with the aim of streamlining operations and optimizing the network and processes at Banca Transilvania. These indicators were achieved with scores between 4 and 5, with an average of 4.5, ensuring alignment with the company's strategic directions and SMART methodology. The significant contribution of the Deputy CEO - COO consisted in optimizing the flows falling within his area of competence, accelerating the digitization of solutions for SME and Retail customers by implementing solutions to reduce processing times and reduce cash transactions in the territorial network of Banca Transilvania.

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

⁷ As this is the fourth year that the report is prepared in accordance with the remuneration policy approved by the AGM, comparable data from the perspective of remuneration and its variation for the previous 5 financial years are not available.

From a financial perspective, the focus has been on improving the use of data and the quality of data from internal Business Intelligence and Data Warehouse systems, combined with the implementation of new accounting and reporting standards in the group's subsidiaries through IFRS9 and the implementation of cost management modules. These objectives have been successfully managed directly by the Deputy CEO – CFO, having in this respect a remuneration commensurate with the performance achieved and which has been granted in full compliance with the remuneration policy approved by the General Shareholders' Meeting of 28.04.2021, respecting the proportion between fixed and variable remuneration established therein (14.99% compared to 12.20% for 2023, 20.61% for 2022 and 20.56% for 2021 and taking into account the data for the respective reporting years). Thus, the fixed remuneration represented 2.37% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 2.87% for 2023, 3.83% for 2022 and 3.89% for 2021 and taking into account the data for the respective reporting years), by reference to the issuer's equity calculated as at 31.12.2023 and 1.93% of the total remuneration paid to persons holding key positions in the Group (compared to 2.04% for 2023, 2.76% for 2022 and 2.87% for 2021 and taking into account the data for the respective reporting years). Similarly, variable remuneration represented 0.35% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 0.35% for 2023, 0.79% for the year 2022 and 0.80% for the year 2021 and taking into account the data for the respective reporting years), by reference to the issuer's equity calculated as at the above reference date and 0.29% of the total remuneration paid to persons holding key positions within the Group (compared to 0.25% for 2023, 0.57% for the year 2022 and 0.59% for the year 2021 and taking into account the data for the respective reporting years). Under the GFBT subsidiaries, he received gross fixed cash remuneration representing 0.05% of the total remuneration paid to persons holding key functions within the Group (compared to 0.05% for 2023, 0.03% for 2022 and 2021 and taking into account the data for the respective reporting years). Remuneration paid in shares represented 1.03% of the number of shares allocated in the SOP programme and paid in 2024 (compared to 1.17% compared to 2023, 1.40% for 2022 and 1.85% for 2021 and taking into account the data for the respective reporting years), i.e. 1.01% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024, by reference to the issuer's equity calculated on the above reference date (compared to 0.97% for 2023, 1.92% for 2022 and 1.98% for 2021 and taking into account the data for the respective reporting years). Last but not least, the change in total remuneration was represented by an increase of 13.13% compared to 2023, decrease of 8.18% compared to 2022 and increase of 2.64% compared to 2021.. The shares were paid on 03.06.2024, free of charge, and there was no allocation price (comparable to an option exercise price).

As part of the strategy for 2023, 9 key objectives were defined for the activity coordinated by the Deputy CEO - CFO, mainly related to financial performance management, accounting and reporting and capital management and financial markets. These indicators were achieved with scores between 3 and 4, with an average of 3.88, ensuring alignment

with the company's strategic directions and SMART methodology. The main challenges in their achievement were faced in relation to the implementation at Victoriabank level of the necessary changes in the financial and data/BI areas and the review and redesign of the bank's financial accounting and reporting areas after the implementation of new technical solutions for resource management in Banca Transilvania's infrastructure.

Also, from a sustainability perspective, the significant contribution of the Deputy CEO - CFO took place by supporting the publication of the 2023 sustainability report with the agreement of the company's auditors.

Moving from the financial-operational area to the business area, we show that 2024 was a challenging year, especially due to the continuation of the armed conflict in Ukraine and its related effects (energy crisis and inflation in the whole economic climate), in relation to the bank's customers and their expectations. The objectives set for this purpose were mainly aimed at increasing the number of financing granted, the number of cards issued and digital payments authorized, increasing the profit generated from insurance products distributed, decreasing the number of inactive customers, aiming at complying with AML standards, achieving the set budgets, both by business sector and in relation to the issuer's financially active subsidiaries, all of which is coupled with the social and environmental initiatives undertaken (in relation to the credit products offered, but also through the use of recycled materials for issuing cards or through the issuance of digital cards). These objectives have been successfully managed directly by both the Deputy CEO – Retail Banking and the Deputy CEO – MidCorporate & SME.

With regard to the Deputy CEO – Retail Banking, in line with the performance achieved, his total remuneration was granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders on 28.04.2021, respecting the proportion between fixed and variable remuneration established therein (20.65% compared to 15.35% for 2023; for 2022 and 2021 there is no comparison, given that he was appointed by the Board of Directors and approved in advance by the National Bank of Romania only in October 2022). Thus, the fixed remuneration represented 2.06% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 2.03% for 2023, 0.34% for 2022; for 2021 there is no comparison, given that it was appointed by the Board of Directors and approved in advance by the National Bank of Romania only in October 2022), by reference to the issuer's equity calculated as at 31.12.2023 and 1.68% of the total remuneration paid to persons holding key positions within the Group (compared to 1.44% for 2023, 0.24% for the year 2022; for the year 2021 there is no comparison, given that it was appointed by the Board of Directors and approved in advance by the National Bank of Romania only in October 2022). Similarly, the variable remuneration represented 0.43% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 0.31% for 2023, for the years 2022 and 2021 there is no comparison, given that it was appointed by the Board of Directors and pre-approved by the National Bank of

Romania only in October 2022), by reference to the issuer's equity calculated at the above reference date and 0.35% of the total remuneration paid to persons holding key positions within the Group (compared to 0.22% for 2023, for the years 2022 and 2021 there is no comparison, given that it was appointed by the Board of Directors and pre-approved by the National Bank of Romania only in October 2022). Within the framework of the GFBT subsidiaries, he received gross fixed cash remuneration representing 0.05% of the total remuneration paid to persons holding key positions within the Group (compared to 0.04% for 2023, 0.03% for the year 2022; for the year 2021 there is no comparison as he was appointed by the Board of Directors and pre-approved by the National Bank of Romania only in October 2022). The remuneration paid in shares represented 1.15% of the number of shares allocated in the SOP and paid in 2024 (compared to 0.99% for 2023, for 2022 and 2021 there is no comparison, given that it was appointed by the Board of Directors and pre-approved by the National Bank of Romania only in October 2022), i.e. 1.12% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024, by reference to the issuer's equity calculated on the above reference date (compared to 0.82% for 2023, for the years 2022 and 2021 there is no comparison, given that it was appointed by the Board of Directors and approved in advance by the National Bank of Romania only in October 2022). Last but not least, the change in total remuneration was represented by an increase of 40.18% compared to 2023 (for the years 2022 and 2021 there is no comparison, given that it was appointed by the Board of Directors and pre-approved by the National Bank of Romania only in October 2022). The shares were paid out on 03.06.2024, free of charge, and there is no allocation price (comparable to an option exercise price).

As part of the strategy for 2023, 7 key objectives have been defined for the Deputy CEO - Retail Banking, which are mainly focused on digitalization and retail banking. These objectives were achieved with a score ranging from 4 to 5 and an average of 4.7, ensuring alignment with the company's strategic directions and SMART criteria set in the manager's charge. The performance indicators were centered on improving the customer experience and streamlining the contracting flows of the various products in Banca Transilvania's portfolio, with the strategic objective of at least maintaining the current market share of Banca Transilvania and addressing those specific markets where a high appetite for particular products has been identified.

In the area of sustainability, the Deputy CEO - Retail Banking has contributed by developing banking strategies and products targeting underdeveloped, less populated or isolated communities, as well as by developing products complementary to the Bank's initial portfolio since the beginning of the reference period, also available in digital format.

For the Deputy CEO – MidCorporate & SME, in line with the performance achieved, his total remuneration was granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders on 28.04.2021, respecting the proportion between fixed

and variable remuneration established therein (20.85% compared to 17.49% for 2023, 22.43% for 2022 and 19.41% for 2021 and taking into account the data for the respective reporting years). Thus, the fixed remuneration represented 2.72% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 3.11% for 2023, 3.78% for 2022 and 4.14% for 2021 and taking into account the data for the respective reporting years), by reference to the issuer's equity calculated as at 31.12.2023 and 2.22% of the total remuneration paid to persons holding key positions in the Group (compared to 2.22% for 2023, 2.72% for 2022 and 3.05% for 2021 and taking into account the data for the respective reporting years). Similarly, variable remuneration represented 0.57% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 0.54% for 2023, 0.85% for the year 2022 and 0.80% for the year 2021 and taking into account the data for the respective reporting years), by reference to the issuer's equity calculated as at the above reference date and 0.46% of the total remuneration paid to persons holding key positions within the Group (compared to 0.39% for 2023, 0.61% for the year 2022 and 0.59% for the year 2021 and taking into account the data for the respective reporting years). Under the GFBT subsidiaries, he received gross fixed cash remuneration representing 0.35% of the total remuneration paid to persons holding key functions within the Group (compared to 0.37% for 2023, 0.39% for 2022 and 0.34% for 2021 and taking into account data for the respective reporting years). Remuneration paid in shares represented 1.64% of the number of shares allocated in the SOP programme and paid in 2024 (compared to 1.78% for 2023, 1.50% for 2022 and 1.85% for 2021 and taking into account the data for the respective reporting years), i.e. 1.61% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024, by reference to the issuer's equity calculated on the above reference date (compared to 1.48% for 2023, 2.07% for 2022 and 1.98% for 2021 and taking into account the data for the respective reporting years). Last but not least, the change in total remuneration was represented by an increase of 20.08% compared to 2023, 9.90% compared to 2022 and 18.86% compared to 2021. The shares were paid on 03.06.2024, free of charge, and there is no allocation price (comparable to an option exercise price).

As part of the strategy for 2023, 8 key objectives have been defined for the Deputy CEO - MidCorporate & SME, mainly related to the financial performance of the group in terms of the products developed for the target markets in the area of the group's activities, and their placement within the group's expansion strategy. These indicators were achieved with scores ranging from 4 to 5 and an average of 4.5, ensuring alignment with the company's strategic directions and criteria for growing the customer portfolio in line with the company's commercial objectives.

Also in the area of ESG, the notable contribution of the Deputy CEO - MidCorporate & SME subscribes to the sphere of green and sustainable finance, capitalizing to its full potential on the opportunities offered by the market during the reporting period.

In order to ensure a sound risk management framework in line with EBA and NBR regulations, combined with the improvement of the internal capital adequacy framework, the continued alignment of subsidiaries with the Group's internal control policies and support for the completion of MREL, environmental and social eligible bond issuance programmes, specific objectives have been set under the direct coordination of the Deputy CEO - CRO.

With regard to the mandate of the person who performed this function up to and including July 2024, the respective objectives were successfully achieved thus marking, correlative to the performance achieved, a total remuneration of the person who performed this function which was granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders of 28. 04.2021, in compliance with the proportion between fixed and variable remuneration established therein (27.02% compared to 12.20% for 2023, 21.45% for 2022 and 19.86% for 2021 and taking into account the data for the respective reporting years). Thus, the fixed remuneration represented 1.93% of the maximum remuneration limit set by the General Shareholders' Meeting of 25.04.2024 (compared to 2.87% for 2023, 3.94% for 2022 and 4.03% for 2021 and taking into account the data for the respective reporting years), by reference to the issuer's equity calculated as at 31. 12.12.2023 and 1.57% of the total remuneration paid to persons holding key positions within the Group (compared to 2.04% for 2023, 2.84% for 2022 and 2.97% for 2021 and taking into account the data for the respective reporting years). Similarly, the variable remuneration represented 0.52% of the maximum remuneration limit set by the General Meeting of Shareholders on April 25.2024 (compared to 0.35% for 2023, 0.85% for 2022 and 0.80% for 2021 and taking into account the data for the respective reporting years), by reference to the issuer's equity calculated as of the above reference date and 0.42% of the total remuneration paid to persons holding key positions within the Group (compared to 0.25% for 2023, 0.61% for 2022 and 0.59% for 2021 and taking into account the data for the respective reporting years). In the framework of BTFG's subsidiaries, he received gross fixed remuneration in cash representing 0.72% of the total remuneration paid to persons holding key positions within the Group (compared to 0.11% for 2023, 0.12% for 2022 and 0.14% for 2021 and taking into account the data for the respective reporting years). Remuneration paid in shares represented 1.47% of the number of shares allocated in the SOP program and paid in 2024 (compared to 1.17% for 2023, 1.50% for 2022 and 1.85% for 2021 and taking into account the data for the respective reporting years), i.e. 1.44% of the maximum remuneration limit set by the General Meeting of Shareholders on 25. .04.2024, by reference to the issuer's equity calculated on the above reference date (compared to 0.97% for 2023, 2.06% for 2022 and 1.98% for 2021 and taking into account the data for the respective reporting years). Last but not least, the change in total remuneration was represented by an increase of 30.08% compared to 2023, 1.93% compared to 2022 and 13.81% compared to 2021. The shares were paid out on 03.06.2024, free of charge, and there was no grant price (comparable to an option exercise price).

In the areas of Compliance and Operational Risk Management, Cyber Security, Customer Insight, Capital Management, Sustainability, 9 key objectives were defined as part of the FY2023 strategy. These were achieved with scores ranging from 3 to 5, with an average of 3.88, ensuring alignment with the company's strategic directions and SMART methodology as defined and described above.

The main areas relevant to the performance indicators set for the Deputy CEO Chief Risk Officer - CRO, as outlined above, are closely linked to the health of the whole organization, directly contributing to the Group-wide risk management process, in direct correlation with the strengthening of risk management practices across the Group's network. Important steps have also been taken towards improving the maturity level of the organization's information security system, in the context of cyber security, as established as best practice by the voluntary standards to which Banca Transilvania has adhered and in compliance with the strategic directions set by the Board of Directors and the implementation plan assumed by the Management Committee. In terms of the tasks relating to the organization's portfolio, the contribution of the Deputy CEO Chief Risk Officer - CRO mainly concerns its re-segmentation in view of the review of credit rating models. In addition, he also made a significant contribution to the preparation and implementation of the MREL compliance strategy.

Moreover, with regard to the sustainability objectives of the company in particular and of the Group in general, a report on the carbon footprint at the level of BTFG was prepared under the responsibility of the Deputy CEO - CRO, the conclusions of which can be found in the Sustainability Report 2023 - available on the website.

Given that the start of the current Deputy CEO Chief Risk Officer (CRO)'s term of office is in August 2024, subsequent to receiving approval from the National Bank of Romania for the exercise of this management position, concurrent with the end of the term of office and the appointment and approval by the NBR as Chairman of the Executive Board of the person who previously held the position of Deputy Chief Risk Officer (CRO), he was not allocated any variable remuneration by virtue of exercising this capacity, other than the amount representing the installation bonus. The performance-related remuneration was paid to the members of the governing body on 03.06.2024, prior to his appointment to the post and allocated for the results of a financial year in which he was not in office. Subsequent to the approval received from the National Bank of Romania, the Deputy Chief Risk Officer (CRO) was granted a fixed remuneration that represented 0.58% of the maximum remuneration limit set by the General Shareholders' Meeting of 25.04.2024, by reference to the issuer's equity calculated as at 31.12.2023 and 0.47% of the total remuneration paid to persons holding key positions within the Group. In the context of GFBT's subsidiaries, he did not receive any gross fixed remuneration in cash, given that he does not hold any other positions within the Group. Likewise, the variable remuneration represented 0.27% of the maximum remuneration limit set by the General Shareholders'

Meeting of April 25, 2024, by reference to the issuer's equity calculated on the above reference date and 0.22% of the total remuneration paid to persons holding key positions within the Group. As noted above, the current CRO's term of office commenced midway through the third quarter of the reporting period, so no comparative information is available in relation to him, either by reference to data published in previous years or by reference to the year-on-year change in remuneration.

The changes made at the level of the Management Committee also include the appointment of a new Deputy Chief Technology Officer (CTO) in order to adapt Banca Transilvania's business and infrastructure to the scale of its activities and to the vast regulatory framework governing its business. The performance of the duties for this position took place as of March 2024, subsequent to the receipt of the approval of the National Bank of Romania for the appointee. Remuneration was paid to the members of the management body and the identified personnel on 03.06.2024, being granted a fixed remuneration that represented 1.98% of the maximum remuneration limit set by the General Shareholders' Meeting of 25.04.2024, by reference to the issuer's equity calculated as at 31.12.2023 and 1.61% of the total remuneration paid to persons holding key positions within the Group. In the context of GFBT's subsidiaries, it received gross fixed remuneration in cash representing 0.01% of the total remuneration paid to persons holding key positions within the Group. Remuneration paid in shares represented 0.73% of the number of shares allocated in the SOP program and paid in 2024, i.e. 0.71% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024, by reference to the issuer's equity calculated as at the above reference date. The shares were paid out on 03.06.2024, free of charge, there being no allotment price (comparable to an option exercise price).

Given that the scope of the provisions governing this report is that of the persons with managerial attributions, as set out above, and considering that the appointment and prior approval by the NBR did not take place until March 2024, there are no comparable data, neither in terms of information published in previous years, nor in terms of the variation in remuneration from one financial year to the next and the degree of fulfillment of KPIs.

With regard to the Deputy General Manager Legal, correlated to the performance achieved, his total remuneration was granted in full compliance with the remuneration policy approved by the General Shareholders' Meeting of 28.04.2021, respecting the proportion between fixed and variable remuneration established therein (17.43% for 2024, and no comparison for 2023, 2022 and 2021, as he was appointed by the Board of Directors and previously approved by the National Bank of Romania only in March 2023).

Thus, the fixed remuneration represented 2.44% of the maximum remuneration limit set by the General Shareholders' Meeting of 25.04.2024 (compared to 1.55% for 2023; for the years 2021 and 2022 there is no comparison data, given that he was appointed by the

Board of Directors and approved in advance by the National Bank of Romania only in March 2023), by reference to the issuer's equity calculated as at 31.12.2023 and 1.99% of the total remuneration paid to persons holding key positions within the Group (compared to 1.11% for 2023; for 2021 and 2022 there is no comparison, given that the full assumption of the duties of the position will only be effective at the end of the first quarter of 2023). Likewise, the variable remuneration represented 0.43% of the maximum remuneration limit set by the General Shareholders' Meeting of April 25, 2024 (for the years 2023, 2022 and 2021 there is no comparison, given the date of its appointment and approval), by reference to the issuer's equity calculated on the above reference date and 0.35% of the total remuneration paid to persons holding key positions within the Group (for the years 2023, 2022 and 2021 there is no comparison, given the date of commencement of the exercise of the duties). In the framework of GFBT's subsidiaries, he received gross fixed remuneration in cash representing 0.09% of the total remuneration paid to persons holding key positions within the Group (compared to 0.95% for 2023). Remuneration paid in shares represented 1.13% of the number of shares allocated in the SOP program and paid in 2024 (for the years 2023, 2022 and 2021 no comparable data were available), i.e. 0.85% of the maximum remuneration limit set by the General Shareholders' Meeting of 25.04.2024, by reference to the issuer's equity calculated as at the above reference date (for the years 2023, 2022 and 2021 no comparable data were available). Last but not least, the change in total remuneration was represented by an increase of 29.58% compared to 2023 (for the years 2022 and 2021 no comparative information is available for the change in total remuneration, given that it was appointed by the Board of Directors and pre-approved by the National Bank of Romania only in March 2023, and for the years 2021 and 2022 it was not subject to a remuneration package under the approved policy). The shares were paid out on 03.06.2024, free of charge, and there was no allocation price (comparable to an option exercise price).

As part of the strategy for 2023, 5 key objectives were defined and achieved with a score between 4 and 5, with an overall average of 4.4, ensuring alignment with the company's strategic directions and SMART criteria. Primarily these indicators focused on the effective management of legal risk, that of banking products and financial instruments, as well as tangible assets for the realization of claims, which make up the bank's financial asset portfolio. From a prudential risk approach perspective, the duties of the Deputy CEO - Legal were related to the management of legal risk, in particular from the perspective of lending activities (i.e. foreclosures, insolvencies, etc.), as well as credit risk, including their framing within the limits of the strategy and risk profile assumed by Banca Transilvania.

As a corollary to all the achievements that the issuer has attained in 2024, we show that all the areas of activity dealt with above and all their related objectives have been directly supervised by the CEO. In addition to these, the objectives set in relation to large corporate clients, acceleration of business development and strategic integration of GFBT subsidiaries, implementation of a model for improving the Bank's earnings, correlated with

ensuring better cost control and perfecting the MREL-eligible bond issuance programs, bonds with an environmental and social component should be taken into account. These objectives have been successfully met thus marking, correlated to the performance achieved, a total remuneration was granted in full compliance with the remuneration policy approved by the General Meeting of Shareholders on 28.04.2021, respecting the proportion between fixed and variable remuneration established therein (28.43% for 2024, compared to 23.64% for 2023, compared to 31.23% for 2022 and 30.47% for 2021 and taking into account the data for the respective reporting years). Thus, the fixed remuneration represented 8.32% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 8.23% for 2023, 10.33% for 2022 and 10.24% for 2021 and taking into account the data for the respective reporting years), by reference to the issuer's equity calculated as at 31.12.2023 and 6.78% of the total remuneration paid to persons holding key positions in the Group (compared to 5.86% for 2023, 7.43% for 2022 and 7.55% for 2021 and taking into account the data for the respective reporting years). Similarly, variable remuneration represented 2.36% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024 (compared to 1.94% for 2023, 3.23% for the year 2022 and 3.12% for the year 2021 and taking into account the data for the respective reporting years), by reference to the issuer's equity calculated as at the above reference date and 1.93% of the total remuneration paid to persons holding key positions in the Group (compared to 1.39% for 2023, 2.32% for the year 2022 and 2.30% for the year 2021 and taking into account the data for the respective reporting years). In the context of the GFBT subsidiaries, he received gross fixed cash remuneration representing 0.05% of the total remuneration paid to persons holding key functions within the Group (compared to 0.05% for 2023, 0.04% for 2022 and 0.03% for 2021 and taking into account the data for the respective reporting years). Remuneration paid in shares represented 6.18% of the number of shares allocated in the SOP programme and paid in 2024 (compared to 5.94% for 2023, 4.98% for 2022 and 6.35% for 2021 and taking into account the data for the respective reporting years), i.e. 6.05% of the maximum remuneration limit set by the General Meeting of Shareholders on 25.04.2024, by reference to the issuer's equity calculated on the above reference date (compared to 4.92% for 2023, 6.85% for 2022 and 6.80% for 2021 and taking into account the data for the respective reporting years). Last but not least, the change in total remuneration was represented by a increase of 38.60% compared to 2023, 21.82% compared to 2022 and an increase of 40.17% compared to 2021. The shares were paid on 03.06.2024, free of charge, and there is no allocation price (comparable to an option exercise price).

Given the duties of the CEO to coordinate the entire activity of Banca Transilvania and taking into account the high complexity of the regulatory framework governing its activity, considering the dual role of bank and issuer, a high significance belongs to the Regulatory Compliance & Capital Management area. Thus, one of the most important performance indicators for the reporting period is the preparation and implementation of the strategy for compliance with MREL requirements, an indicator achieved with a score of 5, ensuring

alignment with the company's strategic directions and SMART criteria whose methodology has been set out above. Also, as mentioned above, the CEO also has the main objectives of the persons subordinated to him, mainly the other managers (Deputy CEOs), which is why he ensures that they are met. In view of the above mentioned achievement of the objectives of each individual manager, combined with the oversight of the sustainability strategy, the objectives on which the remuneration was dependent were achieved.

MALUS AND CLAWBACK

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

Ex-post (after setting the level of remuneration) risk adjustments are risk alignment mechanisms whereby the institution itself adjusts the executive's remuneration through methods such as malus or clawback arrangements and are always linked to performance or risk and arise as a result of the analysis carried out to certify that ex-ante risk adjustments were sufficient, to the extent that they existed, or whether new risks or unexpected losses have arisen. The extent to which an ex-post risk adjustment is necessary depends on the accuracy of the ex-ante risk adjustment and is determined on the basis of back-testing.

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

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

Thus, the Bank has the right to withdraw all or part of the variable remuneration granted to a manager:

- a) if the bank suffers a significant risk management failure;
- b) in the event of a significant increase in the bank's economic or regulatory capital base;
- c) in the case of a regulated sanction where the conduct of the member of the Steering Committee contributed to the sanction;
- d) in the case of proven fraud in which that driver was directly involved;
- e) where the assessment of the performance of the driver concerned is based on information which subsequently proves to be materially wrong;

- f) where the driver has failed to meet appropriate standards of good character and adequate experience.

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

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

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

Malus/clawback clauses have been introduced in agreements managing variable remuneration paid in 2024, subject to these conditions. We show that there were no causes or situations leading to the application of malus or clawback clauses in relation to the senior management of the issuer, given that following the assessment of the Risk Management Committee in relation to the alleged risks there is no need to adjust the variable remuneration and therefore to activate the malus/clawback clauses.

This Report has been prepared in accordance with the requirements of Law no. 24/2017 and has been favourably approved by the Board of Directors, and will be submitted to a consultative vote at the Annual Ordinary General Meeting of Shareholders provided for in Article 111 of Law no. 31/1990, the opinion of the shareholders at the General Meeting on the Remuneration Report, resulting from the vote, being of a consultative nature. Considering that the Shareholders' Ordinary General Meeting held on 25.04.2024 submitted the Remuneration Report for the financial year 2023 to a consultative vote, without any objections or observations having been raised by the shareholders in relation to its preparation and content, we hereby state that the present Remuneration Report of Banca Transilvania for the financial year 2024 is prepared in a similar manner to the previous one and in accordance with the legal grounds mentioned above.

2024

