



2024

BOARD OF DIRECTORS

Report



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BT'S MESSAGE TO SHAREHOLDERS

2024 - A Year of organic and M&A growth for Banca Transilvania Group

2024 was yet another year in which the bank and the other companies in the BT Group grew significantly above the market average in terms of financing, operations and customer transactions.

The size of the BT Group has also increased through mergers and acquisitions. Investors and shareholders have shown their confidence in the bank, as evidenced by the dynamics of the share price and the MREL bonds issued, but also by the record number of new shareholders, approximately 15,000 in 2024, almost double the number of the previous year.

Thus, at the end of 2024, the bank had more than 66,300 direct shareholders. BT is also one of the main holdings of



pension funds, contributing with another 8.3 million indirect shareholders, who own almost 26% of the bank.

2024 was a year of historic figures at all levels, a year in which we continued to be the main financier of Romania, of entrepreneurs and of the population.

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- BT Financial Group's assets amounted to RON 207 billion at the end of 2024, +22.4% vs. December 31, 2023.
 - BT Financial Group's consolidated net profit at the end of 2024 was RON 4.7 billion, of which the bank's net profit was RON 3.5 billion. The subsidiaries and the capital investments contributed with approx. RON 383.2 million to the BT Group's profit.
 - The bargain gain from the acquisitions contributed RON 815.7 million to the BT Group's net profit. For the five months ended December 31, 2024, the companies acquired from the OTP Group contributed a profit of RON 56.6 million to Banca Transilvania Group's results.
 - Operational efficiency, reflected in the cost/income ratio, improved to 45.4% thanks to good cost management and activity streamlining through process improvement and automation.

Enhanced synergies for Customers

The expansion of Banca Transilvania has resulted in enhanced synergies, benefiting both our customers and the bank. This allows us to serve more effectively those who choose to bank and grow with us.

Another important fact for 2024 is the consistent and constant increase in transaction volumes that run through BT, generating efficiency and synergies that we pass on to our clients, as we are a universal bank with a network of 530 branches and banking solutions for all customer categories.

We have successfully ensured comprehensive coverage across all businesses, segments and geographies. Our size helps us to address the large corporate market better and on a much larger scale, with a particularly good year in this business area. Our commitment to entrepreneurs remains unwavering, with

the belief that the prosperity of Romania is closely tied to the success of its SMEs. In retail we have all types of customers ranging from young individuals opening their first bank accounts to those securing home loans through BT financing. We aim to enhance our presence in the private banking and premium segments by leveraging synergies at the Group level through the effective provision of asset management, brokerage, funds, leasing and pension services. We recognize the vital role that large financial institutions play in Romania's economic landscape. Their ability to provide financing at lower costs and in larger volumes not only facilitates the growth of large corporations but also ensures profitability across various industries and translates into more affordable borrowing options for our customers. Banca Transilvania remains a key player in this sector.

2024 Performance per Business Lines

- Over 66,000 companies and 530,000 individuals have chosen to work with Banca Transilvania. BT reached almost 4.6 million customers at the end of last year, of whom 4.1 million are retail clients and more than 480,000 are companies.
- The bank financed companies with RON 26.6 billion, and individuals with RON 8.8 billion. New amounts granted to Micro and SME customers were RON 2 billion higher as compared to 2023. The bank was a partner in the state-guaranteed programs: IMM Invest Plus and Creditul Fermierului, with financing of over RON 3.5 billion.
- The bank granted more than 300,000 loans, +9.4% in 2024 vs. 2023. 135,000 are consumer loans.
- The gross loan balance at bank level is +13.5% (Y/Y), of which a significant increase of 17.5% accounts for outstanding loans to companies. The volume of loans to the population is 7.9% higher.
- The number of cards reached 7 million, including BT cards issued to OTP Bank Romania customers, and card transactions increased by 23% compared to 2023.

BT's Growth through Acquisitions: OTP Bank and its subsidiaries and BRD Pensii in Romania and BCR Chisinau

BT Group companies are another area of growth for us. 2024 has been a highly active year for us in terms of acquisitions, integrations and mergers, both in Romania and in the Republic of Moldova.

The most significant milestone was the acquisition of OTP Bank Romania and of the other OTP Group companies in Romania. The first merger took place last year, when OTP Leasing Romania became BT Leasing. In 2024, BT also received approval from the Financial Supervisory Authority to acquire OTP Asset Management. It will remain a stand-alone company, part of the Banca Transilvania Group, focused on alternative investment fund management. It will have a new brand identity, to be announced in 2025, and will reposition itself in the market with a range of distinct products and services. In February 2025, Banca Transilvania merged with OTP Bank Romania, after an integration completed in record time, in just seven months.

Last year, Banca Transilvania and BT Investments reached an agreement with BRD-Groupe Société Générale and Société Générale Assurances to acquire BRD Pensii, a company active in Romania,



in the field of mandatory (Pillar II) and voluntary (Pillar III) private pensions. The acquisition requires the approval of the Financial Supervisory Authority in Romania, which is expected in the first part of 2025.

In line with our strategy to expand our business model and capitalize on growth opportunities in the Republic of Moldova, we also successfully expanded our operations: Victoriabank, part of the Banca Transilvania Group, acquired BCR Chisinau in March 2024, and the two banks merged in February 2025. This was a milestone in the neighboring country - the first time a local bank acquired another bank in Moldova.

2025, The Year of the Customer

We started the year on solid ground.

We will focus on our customers, including on Romanians in the diaspora, while leveraging our vertical and horizontal

integration at the Group level - we have all the essential business lines, an extensive network and self-banking solutions, as well as banking-related companies. The year 2025 is particularly significant as we surpass 5 million customers and achieve a 23% market

share. In view of these figures and our goals, we are calling it the year of the customer, but the year of the customer is every year.

Optimism about the prospects for Romania

We approach the market as a whole, looking for opportunities both for BT and for Romania to catch up with the West. We have key advantages, such as: the size of the country, the quality of human capital, the diversity of natural resources. Moreover, thanks to our European integration, Romania will be an increasingly important player in the region. Our country has the potential to double the share of banking assets in GDP in the long term, which will

contribute to BT Group's growth.

We remain optimistic about the future, but also cautious in the face of a volatile environment with many domestic and international challenges. We will continue to invest in technology, innovation and products through the bank and the BT Group. This will allow us to be as efficient as possible and to continue financing the Romanian economy.

Thank you for your trust,

Horia Ciorcilă

Chairman of the Board
Banca Transilvania

Ömer Tetik

CEO
Banca Transilvania



BT'S BUSINESS MODEL AND TOP MANAGEMENT

- Board of Directors
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- Banca Transilvania Brand

BOARD OF DIRECTORS



HORIA CIORCILĂ

Chairman
of the Board of Directors



THOMAS GRASSE

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



IVO GUEORGUIEV

Independent
Non-Executive Member



VASILE PUȘCAȘ

Independent
Non-Executive Member



**MIRELA
BORDEA**

Independent
Non-Executive Member



**LUCYNA STANCZAK
-WUCZYNSKA**

Independent
Non-Executive Member



**FLORIN PREDESCU
VASVARI**

Independent
Non-Executive Member

LEADERS' COMMITTEE



**ÖMER
TETIK**

Chief Executive Officer



**CĂTĂLIN
CARAGEA**

Deputy CEO,
Chief Risk Officer



**GEORGE
CĂLINESCU**

Deputy CEO,
Chief Financial Officer



**ANDRZEJ
DOMINIAK**

Deputy CEO,
Chief Technology Officer



**OANA
ILAȘ**

Deputy CEO,
Retail Banking



**TIBERIU
MOISĂ**

Deputy CEO,
MidCorporate and SMEs



**BOGDAN
PLEȘUVESCU**

Deputy CEO,
Chief Legal Officer



**LEONTIN
TODERIC**

Deputy CEO,
Chief Operations Officer

BUSINESS MODEL

Value for customers

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

Resources

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

Client segments

RETAIL | FREEMIUM APPROACH

Free

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

Premium

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

COMPANIES | SEGMENTED APPROACH

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

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

Relationship with the clients

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

Channels omnichannel

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

Key activities

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

Key partners

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

Cost structure

Technology, digitalization, modernization of premises, taxes and fees

Income

Interest, fees and commissions

PILLARS OF THE BUSINESS MODEL

We support entrepreneurs

Responsible Growth

Non-stop banking

THE BANCA TRANSILVANIA BRAND

Over the past 30 years, Banca Transilvania's brand identity has known three key moments that contributed to the current design of the bank's logo: the launch in 1994, and the rebranding phases in 2003 and 2016, respectively.

The latest iteration supports through design the bank's "nationality" and Romanian values, such as entrepreneurship. The new logo comes, more than ever, with a rich palette of colors - yellow, red and blue - representing the visual language of the bank.

Designed to ensure consistency and increase visibility, the BT is logo has, over time, become an authentic and powerful presence in the minds and souls of Romanians.

Two years after the last rebranding, Banca Transilvania marks its first milestone and becomes the only Romanian brand to enter the [Brand Finance Banking 500](#) ranking, position 486, with a brand value of 174 million dollars.

The BT brand has seen remarkable year-on-year results in terms of brand value and strength. Thus, in 2022 it receives the AAA+ rating, ranking it as an elite brand, and in 2024 it goes up to:

- **Top 3 most valuable brands in Romania**, after Dacia and eMAG, with an estimated value of EUR 641 million.
- **Top 10 most powerful banking brands in the global ranking** for the third consecutive year.
- **Ranked 252nd in the Brand Finance Banking 500**, with a 34% increase in brand value to \$ 686.5 million.

According to [Brand Finance](#), the leading brand valuation consultancy, Banca Transilvania's brand growth has been driven by strong financial performance, focus on digital transformation and the pursuit of customer satisfaction.

The bank's 2024 profit amounted to almost RON 3.5 billion, i.e. 41.8% higher than in 2023, with BT brand's magnetism reflected in the 4.6 million customers who have chosen to work with BT.



2024, THE YEAR FOR CONSOLIDATION

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MACROECONOMIC CLIMATE AND THE ROMANIAN BANKING SECTOR

In 2024, the **world economy** continued to face challenges, reflecting moderate and unevenly distributed growth across regions and countries. According to the International Monetary Fund (IMF), global gross domestic product (GDP) grew by 3.2% in 2024.

This growth shows underlying regional variations, with advanced economies showing a slight acceleration to 1.7% in 2024 while emerging market and developing economies faced a relative slowdown to 4.2% in 2024.

Global inflation slowed down in 2024. However, the pace of decline was slower than previously expected, indicating persistent inflationary pressures. In response, central banks in major economies maintained tight monetary policies to anchor inflation expectations, resulting in elevated interest rates that influenced borrowing costs and investment decisions worldwide.

Global trade experienced a rebound, with merchandise trade growing by 2.6% in 2024. This recovery was supported by increased production and a surplus in oil markets, leading to expectations of declining petrol and food prices over the next two years.

The global economic outlook remained subject to several downside risks, including geopolitical tensions, potential trade disputes, and financial market volatility.

The U.S. economy expanded at an annualized rate of 2.3% in the fourth quarter of 2024, down from 3.1% in the previous quarter. This deceleration was influenced by factors such as weather conditions and concerns over newly imposed tariffs, which were anticipated to raise prices and impact spending. Despite these challenges, consumer spending remained robust, contributing significantly to the overall economic performance.

Inflationary pressures persisted throughout 2024, with the Personal Consumption Expenditures (PCE) index climbing in the fourth quarter, exceeding the Federal Reserve's target.

The labor market exhibited strength, with unemployment rates remaining near full employment levels. However, there was a slight uptick in unemployment claims towards the year's end, partly due to federal workforce reductions stemming from significant federal spending cuts.

The latter part of 2024 was marked by heightened trade tensions, as the U.S. administration declared to impose tariffs on imports from Canada, Mexico, and China. These measures led to retaliatory actions, contributing to market volatility and concerns over a potential economic downturn. Major stock indices experienced declines reflecting investor concern.

In summary, the U.S. economy in 2024 showcased a trade-off between growth and emerging challenges. While consumer spending and a strong labor market helped the economic expansion, inflationary pressures and geopolitical tensions necessitated cautious monetary and fiscal policies to sustain economic stability.

In 2024, **the Eurozone's economic** performance was characterized by modest growth, easing inflation, and proactive monetary policies aimed at stimulating the economy against external challenges.

The Eurozone's Gross Domestic Product (GDP) experienced limited expansion throughout 2024. According to Eurostat, GDP remained stable in the fourth quarter compared to the previous quarter, resulting in an annual growth rate of 0.7% for the year. This growth was influenced by various factors, including reduced industrial activity and cautious consumer spending.

Inflation showed signs of moderation. This decline was largely attributed to a slowdown in energy price inflation and a notably low inflation rate in some of the EU countries. The deceleration in inflation provided the European Central Bank (ECB) to consider monetary policy adjustments to support economic growth.

The Eurozone faced several external challenges that impacted its economic performance. Trade tensions, particularly with the United States, introduced uncertainties that weighed on business confidence and investment decisions. Additionally, geopolitical developments, including the situation in Ukraine, influenced market dynamics and investor sentiment.

Looking ahead, forecasts suggest a gradual rebound in economic activity. The European Commission's Autumn 2024 Economic Forecast projects real GDP growth in the Eurozone to strengthen to 1.3% in 2025 and 1.6% in 2026, driven by recovering domestic demand. However, elevated uncertainty, both domestically and internationally, continues to weigh on the Eurozone economy, necessitating cautious optimism in growth projections.

In summary, 2024 was a year of slower growth for the Eurozone, with easing inflation and supportive monetary policies. While external challenges posed headwinds, the region's economic outlook points toward a gradual recovery in the coming years.

In 2024, **Romania's economy** faced a series of challenges and opportunities that shaped its economic landscape. Romania faced a slower growth, fiscal imbalances, and socio-political dynamics that influenced its economic trajectory.

Romania's Gross Domestic Product (GDP) experienced a slowdown in growth during 2024. The economy slowed to +0.9% growth rate in 2024, impacted by higher inflation and weaker

external demand. However, growth was expected to accelerate in 2024, supported by private consumption benefiting from rising disposable incomes and EU-financed investments. Despite these positive expectations, the fiscal and current account deficit pressures remained elevated, necessitating structural reforms.

As of 2024, Romania's economy has experienced significant challenges alongside areas of resilience. GDP growth slowed, reflecting weak external demand, rising energy prices, and fiscal pressures. Inflation, while moderating from previous highs, remains elevated at 5.5%, driven by strong domestic consumption and wage increases. Unemployment stands at 5.5%, with labor shortages in skilled sectors exacerbating wage growth pressures. The fiscal deficit has widened to 8.65% of GDP (December'24), while public debt is at 53.1% of GDP (Q3'24), reflecting increased public expenditures and interest payments. Private consumption continues to fuel growth, supported by real wage growth and pension adjustments, although high import dependence weakens net export contributions.

The National Bank of Romania (NBR) has maintained a cautious monetary policy, with interest rates remaining relatively high (6.50%) to combat inflation, while the Romanian leu (RON) has shown resilience despite volatile external conditions.

Romania's banking sector demonstrated resilience in 2024. The Financial Stability Report by the NBR highlighted a stable financial system, with banks maintaining adequate capital buffers. The report also noted a positive trajectory in loan and deposit growth, indicating sustained confidence among consumers and businesses.

The fiscal deficit remained a pressing concern throughout 2024. Pre-election spending behavior contributed to the deficit reaching approximately 8% of GDP, significantly above the European Commission's 3% ceiling.

The Romanian government implemented budget cuts aimed at addressing the budget deficit. Measures included a freeze on public sector pay and pensions increase, reforms aimed at improving tax collection and optimizing public expenditures to increase fiscal gains in the medium term. Efficient absorption of EU funds and targeted public investments will be critical to sustaining growth without increasing fiscal imbalances.

The political landscape in Romania during 2024 was marked by significant events that had economic implications. The rearrangement of the political landscape led to heightened political uncertainty. This political instability raised concerns about social polarization and potential impacts on investor confidence. As a result, mainstream political parties formed a coalition to present a unified front in the subsequent elections, aiming to reaffirm stability and confidence. The coalition showed commitments to fiscal consolidation and adherence

to European Union norms. However, the challenge of reducing the public deficit from 8.6% of GDP remained a significant hurdle for the new administration.

In 2024, Romania's economy showed a complex environment characterized by slower growth, fiscal challenges, and political uncertainties. The interplay between economic policies and political dynamics underscored the importance of cohesive strategies to ensure fiscal discipline, stimulate growth, and maintain social stability.

Developments of main macro-financial indicators	2017	2018	2019	2020	2021	2022	2023	2024
GDP, real (% YoY)	8.2	6.0	3.9	-3.7	5.8	4.0	2.4	0.9
Inflation (IPC) (% YoY, annual average)	1.3	4.6	3.8	2.6	5.0	13.8	10.4	5.6
Unemployment (average, %)	6.1	5.3	4.9	6.1	5.6	5.6	5.5	5.4
Monetary policy rate (end of the year) (%)	1.75	2.50	2.50	1.50	1.75	6.75	7.00	6.50
ROBOR (3M) (% , annual average)	1.15	2.79	3.13	2.38	1.82	6.20	6.62	5.88
ROBOR (6M) (% , annual average)	1.33	3.00	3.25	2.46	1.94	6.35	6.78	5.91
EURIBOR (3M) (% , annual average)	-0.33	-0.32	-0.36	-0.43	-0.55	0.36	3.43	3.57
EURIBOR (6M) (% , annual average)	-0.26	-0.27	-0.30	-0.37	-0.52	0.69	3.69	3.48
EUR/RON, end of the year	4.6597	4.6639	4.7793	4.8694	4.9481	4.9474	4.9746	4.9741
USD/RON, end of the year	3.8915	4.0736	4.2608	3.9660	4.3707	4.6346	4.4958	4.7768
EUR/USD, end of the year	1.1993	1.1450	1.1234	1.2271	1.1326	1.0666	1.1050	1.0354

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

BANCA TRANSILVANIA THROUGH THE EYES OF CLIENTS

2024's progress: The NPS (the bank's measurement of recommendation to others) resulting from responses of clients who carried out transactions in BT units in 2024 is 82.45 and the HI (the Human Interaction indicator, which exclusively measures the client-BT colleague interaction) is 98.24, on the increase, as compared to the previous year (+3.27pp). The results are based on over 100,000 feedbacks.

NPS. How Our Clients See Us

NPS studies (Net Promoter Score, the measurement of satisfaction and recommendation of the bank to other people) are carried out internally, by a dedicated team, as well as through external studies, market benchmark.

- The implementation of the closed-loop feedback (resolution/clarification of each actionable feedback) led to the conversion of 72% of passive customers into promoter customers and 35% of detractor customers into promoter customers. The concerns of more than 8,000 customers were resolved in less than a day, in 2024.

- BT's customers are particularly fond of our products and services, followed by the interaction with the staff and the focus on customer needs. The quality of staff and the infrastructure set BT apart from the market average.

AWARDS AND RECOGNITION

AWARDS	FROM	DETAILS
BT ranked first among banks in Southeast Europe	SeeNews	One of the Southeast Europe's biggest companies in 2023
<ul style="list-style-type: none"> • Best Bank in Romania Award • Best Bank for SMEs Award 	Euromoney	BT named Best Bank and Best Bank for SMEs in Romania by Euromoney
Nihil Sine Deo distinction for Horia Ciorcilă	Royal Family of Romania	Horia Ciorcilă was decorated by Her Majesty Margareta, Custodian of the Romanian Crown
<ul style="list-style-type: none"> • Banker of the Year: Ömer Tetik • Best savings product: Round-Up • The most prompt financial institution in handling customer enquiries in 2023: the best customer experience brought by Visual Call Centre and Call Centre authentication via BT Pay 	Bank of the Year 2024 Competition by Mastercard & Wall-Street	Ömer Tetik is Banker of the Year for the second time in a row
BT has climbed into the top three most valuable Romanian brands according to Brand Finance Romania 50 (2024), with an increase in brand value of +11%	Brand Finance	BT, on the podium of the most valuable Romanian brands
BT, the most attractive employer in the financial sector	Randstad Romania	BT is the most attractive employer in the financial sector, according to Randstad Romania Employer Brand Research
Banca Transilvania is ranked 1 st in the Top 50 Local Employers	Bestjobs	Top 50 employers on bestjobs
Award for supporting financial education	Financial Intelligence	BT received the award for supporting financial education at the Financial Intelligence Awards 2024
Banca Transilvania	Bursa de Valori București	BVB Awards: Banca Transilvania, BT Asset Management and BT Capital

<ul style="list-style-type: none"> • Most traded share on the BVB regulated market • Issuer with the highest increase in liquidity • An issuer's best media relations. Financial Press Award 	Partners, performers of the year on the capital market
<p>BT Asset Management: Best performing local investment fund: BT Technology</p>	
<p>BT Capital Partners: The Most active intermediary on the bond segment</p>	
<p>Maximum VEKTOR rating, for BT's communication with investors and shareholders, for the sixth consecutive year</p>	<p>The Romanian Investor Relations Association</p> <p>Maximum VEKTOR rating for BT's communication with investors and shareholders in 2024</p>
<ul style="list-style-type: none"> • Star of the Year in the Capital Market, Main Market • Best company in Investor Relations • Best CEO in Investor Relations: Ömer Tetik, CEO, Banca Transilvania • Best CFO: George Călinescu, Deputy Chief Financial Officer, Banca Transilvania • Best IRO: Aurel Bernat, Executive Director Financial Institutions & Investor Relations and Diana Mazurchievici, Director ESG and Investor Relations 	<p>The Romanian Investor Relations Association</p> <p>BT most awarded company for communicating with shareholders and investors</p>
<p>Top 10 most valuable companies in Romania</p>	<p>Ziarul Financiar</p> <p>ZF Gala 26 years. Ziarul Financiar awarded the most valuable companies in Romania. Top 10 companies in the economy have a cumulative value of over EUR 55 billion</p>
<p>Excellence Award for outstanding financial results</p>	<p>Ziarul Bursa</p> <p>Bursa Gala 2024</p>
<p>Best mobile banking application for individuals – public vote</p>	<p>Future Banking</p> <p>Future Banking Gala 2024 - Who are the winners who performed in the financial-banking industry?</p>

Gold level recognition for BT 2022 Sustainability Report	The Azores Sustainability & CSR Services	BT, one of the companies with the highest sustainability ranking
ESG Risk Rating – Low Risk	Sustainalytics	Banca Transilvania has obtained in 2024 it's best ESG Risk Rating in the last three years
The base rating has been confirmed (Ba1), with an upgraded outlook from stable to positive for its long-term deposit rating (Baa2) and issuer rating (Baa3)	Moody's	Moody's confirms Banca Transilvania's rating
As of December 24, 2024, following Fitch's reassessment, the rating remains unchanged, but the outlook has been revised from stable to negative <ul style="list-style-type: none"> BT's rating improved to BBB-, with a stable outlook Viability rating: bbb- 	Fitch Ratings	Fitch rating for Banca Transilvania
Best Use of Tech in Retail Banking	Banking Tech Awards	Salt Bank, owned by the Banca Transilvania Financial Group, won the award for Best Use of Tech in Retail Banking at the Banking Tech Awards 2024, in London
The best commercial offer in banking for new customers award	Future Banking	Salt Bank was awarded at the Future Banking 2024 gala
<ul style="list-style-type: none"> Bank of the Year: Banca Transilvania Bank of the Year (Neobanking): Salt Bank Best in Leasing Award (Manager of the Year): Ionuț Morar, CEO BT Leasing Administrator of the Year award in investment funds: BT Asset Management Best in Investment Funds (Equity Funds Category): BT Index Romania Best Broker in Capital Market Award: BT Capital Partners 	Piața Financiară	Piața Financiară Awards Gala has announced its laureates

THE IMPACT OF BT IN THE ECONOMY AND SOCIETY IN 2024. INFOGRAPHIC



4.6 MN persons

have chosen to work with BT

- 4.1 million individuals;
- 480,000 companies.



7 MN

BT cards active in Romania and abroad at the end of 2024.

▲ +23% card transactions, 2024 vs. 2023



RON 1.7 BN

BT's contribution to the Romanian economy through taxes, duties and social security contributions to finance the state.



2%

of the total corporate income tax collected to the state budget from companies in our country is attributable to the corporate income tax paid by the Romanian subsidiaries of the BT Group.



RON 80 MN

Banca Transilvania's investment in social projects supporting 315 community initiatives through 300 organizations.



90 de hectares

planted with more than 400,000 seedlings during the last ten years in which the bank enhanced the commitment to contribute to local ecosystem's regeneration, to support biodiversity preservation.

BT, PART OF THE COMMUNITY

In 2024, Banca Transilvania consolidated its role as a strategic partner for Romanian communities, supporting projects with direct impact in areas such as environmental protection, sports, culture and social involvement. The amounts invested and the scale of the actions reflect BT's commitment to support social and economic progress in the communities of which it is part.

Investing in education for a brighter future

Banca Transilvania supports financial and entrepreneurial education and equitable access to learning, having a sustainable impact on society.

Key initiatives include:

- **FIT - Finance for Everyone:** BT's largest financial education program, which reached over 5 million people through the video series „De toți banii by BT” and involved 35,000 participants in the educational quiz. Over 25,000 pupils and students also participated in interactive sessions.
- **Stup:** A physical and digital space dedicated to entrepreneurship education. Through its vast offering of resources, workshops, networking opportunities and trusted partners, Stup is the place where entrepreneurs are expected to start and grow their business.
- **Save the Children - What's Next:** a vocational guidance program for 900 students from 12 schools and 6 high schools in Bucharest, supported by counseling guides developed by educational experts.

Through these initiatives, BT actively contributes to shaping a generation better prepared for the challenges of the future.

Protecting the Environment

Via Transilvanica - The road that unites us

The only long-distance trail in Romania, running diagonally across the country from Putna to Drobeta Turnu Severin, covers 1,400 kilometers, traverses 2,000 years of history and links 600 communities in 10 counties. It is the country project under the umbrella of which Banca Transilvania and Tășuleasa Social have joined forces to help protect biodiversity, promote sustainable tourism and develop the areas through which it passes economically and socially.

Banca Transilvania joined this project in 2023 by contributing financially, through volunteering and promotion. Since then, Via Transilvanica has been traveled by about 45,000

hikers who have directly contributed to the development of the areas through sustainable consumption.

In 2024, the route was listed by [Time](#) magazine as one of the world's 100 most beautiful places in the world, making it an international tourist hotspot.

The bank's contribution to this project has included a series of films designed to take the story further. More than 63,000 views had been recorded by the end of the year for [Via Transilvanica, The Connecting Road](#).

90 hectares in 10 years

2024 marks a decade in which Banca Transilvania has contributed to the regeneration of the local ecosystem, supporting biodiversity and making an important contribution to improving air quality.

Since 2014, the bank has invested more than EUR 540,000 in programs dedicated to afforestation actions in the country. More than 13,500 volunteers have participated in these programs, planting around 400,000 saplings on almost 90.5 hectares of land, which have today been transformed into forests.

BT, one of the biggest supporters of Romanian sport

Sport is one of the strategic areas in which Banca Transilvania constantly invests, in the belief that sports performance is an essential contribution to the development of a united, healthy and competitive society. In 2024, BT continued its partnerships with renowned organizations such as the Romanian Football Federation, the Romanian Basketball Federation, the Romanian Chess Federation, the Romanian Olympic and Sports Committee, renowned sports academies and clubs (FC Universitatea Cluj, U-Banca Transilvania, FC Farul Constanța), as well as with renowned athletes such as Gheorghe Hagi, Ianis Hagi, Simona Halep and Horia Tecău.

The remarkable results achieved by the national football team at the European Championship in the summer of 2024, as well as by the Romanian Olympians at the Olympic Games in Paris, have reconfirmed the value of the investments made in supporting performance and training new generations. BT's support is based on four key pillars:

- **Excellence:** we encourage the hard work, perseverance and discipline of Romanian athletes to achieve excellence.
- **National identity:** Sport is an ambassador of Romanian values, helping to strengthen national pride.
- **Future generations:** investing in young people's education and health by supporting grassroots and performance sport.

- **Sustainable partnerships:** we are actively involved in developing athletes' careers and creating a sustainable ecosystem in sport.

In 2024, BT continued to be the main partner of the most important competitions in Romania, including the [Sports Festival](#), the biggest multi-sport event in Romania or the [Transylvania Open](#), which was named, for the second consecutive year, the World's Best WTA250 tournament.

Close to the community, wherever it is

Banca Transilvania has positioned itself as a constant partner of the Romanian cultural scene, supporting initiatives that promote creativity and local talent. In 2024, BT continued its collaborations with established art galleries, such as Galeria Jecza, RAD, Piața Amzei, Doi Joi, Center of Interest and Faber. These partnerships support the development of Romanian artists, giving them visibility both locally and internationally.

At the same time, the bank remained a strategic partner for the biggest festivals in Romania:

- **UNTOLD** is the local music festival, present in the top 3 biggest music festivals in the world, gathered in 2024, more than 427,000 participants. An official partner since the beginning, the bank has taken the festival experience to a new level with the launch of the animated co-branded BT Visa Untold co-branded animated card. With a record implementation time - the first card issued in just one week - and rapid adoption - 10,000 cards applied for in the first two days, the portfolio surpassed 100,000 cards issued in less than a year, making it the most dynamic in the region. Through this initiative, BT is not only supporting the festival experience, but integrating it into the everyday lives of those who choose to be part of the [Untold story](#).
- **Electric Castle**, one of the most renowned music festivals in Romania, brought together 250 artists and around 274,000 attendees over five days of the festival. Banca Transilvania's role at Electric Castle started by providing a cashless payment experience through the chips embedded in festival-goers' wristbands, and over time it has expanded. Today, BT's involvement means having its own stage dedicated to Generation Z and supporting the EC Village afforestation project. Through these initiatives, the bank enhances the attendee experience and promotes the sustainable development of the Electric Castle community.
- **TIFF** - the first and largest festival dedicated to feature films in Romania, brings in front of the screen over 100,000 participants each edition. Today, TIFF is one of the biggest national cultural accelerators through initiatives such as TIFF Oradea, TIFF Sibiu, TIFF Timisoara or TIFF Caravan (present in more than 10 cities), bringing closer to Romanians films, cine-concerts, concrete, but also related art events such as art exhibitions.

BT's presence at these events was not just about financial support, but also about creating interactive experiences for attendees. Dedicated spaces, such as Instagrammable corners and BT Pay activations, encouraged direct interaction with the brand.

Social media presence

Banca Transilvania's focus is to offer all current and potential customers a personalized banking experience tailored to every aspect of their lives. In this context, social media plays an important role in strengthening the relationship with customers, facilitating direct interaction and building a community around the BT brand.

Through an authentic and relevant approach, the bank has developed the largest digital community of a banking brand in Romania, bringing together approximately 1.7 million followers on [Facebook](#), [Instagram](#), [LinkedIn](#) and [TikTok](#). This result complements the strategy of always staying close to customers, understanding their expectations and constantly delivering value through relevant content and services.

Social involvement and impact

As a responsible corporate citizen, Banca Transilvania remains permanently connected to the needs of the community, supporting initiatives with impact at both national and local level.

In 2024, the bank invested RON 80 million in social projects, supporting 300 partner organizations and 315 community initiatives.

An important channel was the BT Pay app, through which more than 10,000 donations were made, amounting to approximately RON 1 million directed to social causes.

At the same time, Banca Transilvania has innovated community support mechanisms, amplifying the impact of donations made on streaming platforms and other digital media. A landmark initiative was the campaign run together with O Mână de Ajutor Association and content creator Silviu Faiăr, which mobilized a total amount of more than EUR 204,000. Community contributions amounted to EUR 102,000, matched by BT to extend the benefits of the project. The campaign exceeded its initial targets, providing direct support to over 8,000 people in 36 counties in Romania and Moldova.

BT Magnetism: Constant dialogue and impactful initiatives

Banca Transilvania aims to be more than a community advocate - to be a partner in dialog, a catalyst for change and a facilitator of progress. Through its 2024 initiatives, BT has succeeded in building real bridges between the brand, people and relevant causes, demonstrating that economic success can go hand in hand with social development.

The scale at which the bank invests annually in sport, culture, environment and social initiatives reflects not only its financial responsibility, but also its belief that long-term community impact is an integral part of its business model. In this way, BT continues to contribute to the growth of a more united, more successful and more forward-looking Romania.



BANCA TRANSILVANIA AND THE SHAREHOLDERS

- BT's communication with shareholders
- Banca Transilvania on the capital market in 2024
- Financial communication calendar 2025
- Profit distribution proposal for the financial year 2024

BT'S COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

Shareholders and investors, the most important stakeholder of the Banca Transilvania Group, are the first to know what sets us apart from other investment opportunities, be it the bank or other group companies such as BT Capital Partners, BT Asset Management and BT Pensii.

Beyond figures, the relationship with shareholders and investors is about building a growing community that appreciates our results, achievements, news and plans.

The communication in 2024 covered by Banca Transilvania

- [Investor Day](#), a first in shareholder and investor relations. The 2024 edition brought together over 150 participants from 10 countries;
- Developing the online [Investor Relations](#) platform on the BT website;
- Information about financial results, acquisitions, etc., as well as regular info reports (on the BT website/; TLV page on the Bucharest Stock Exchange (BVB));
- General Meetings of Shareholders (in April and December);
- [4 videoconferences with investors](#), where quarterly, annual financial results, etc. were presented;
- Participation in 12 investor conferences in different countries.

We communicate with investors and shareholders through

Banca Transilvania

- <https://www.bancatransilvania.ro/en/investor-relations>
- investor.relations@btrl.ro

Bucharest Stock Exchange

- www.bvb.ro/TLV

BT Capital Partners

- www.btcapitalpartners.ro

BT Asset Management

- www.btam.ro

BT Pensii

- www.btpensii.ro

Top rating for the 2024 communication

For its communication with investors and shareholders in 2024, the bank was awarded the **maximum Vektor** rating following the assessment of the Romanian Investor Relations Association (ARIR). It is presented on the **TLV** page on the Bucharest Stock Exchange website.

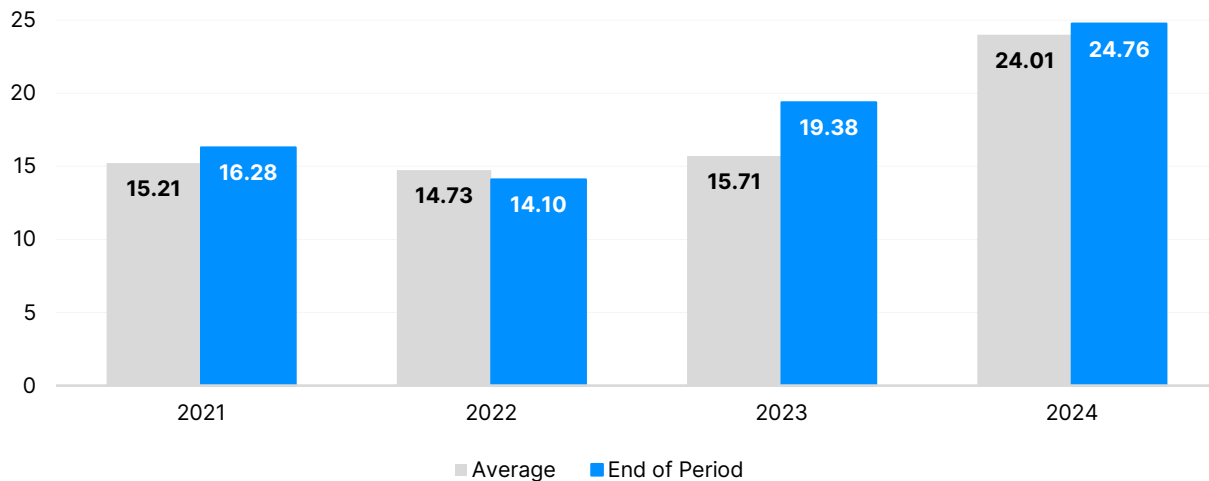
Our commitment is to maintain the *best-in-class* standard in communication and to increase the magnetism of the bank for investors through communication.

BANCA TRANSILVANIA ON THE CAPITAL MARKET IN 2024

In 2024, Banca Transilvania's stock price return, adjusted for the stock dividend paid in July, was 27.7%¹, while the BET index rose 8.8%. The total return of the stock (i.e. considering the cash dividend paid in June) was 33.5%, compared to BET-TR's 16.1% return.

Market Capitalization, 2021 - 2024

RON billion



*Source: EquityRT

In April, shareholders approved the distribution of a cash dividend amounting to RON 1 billion, corresponding to a dividend per share of approximately RON 1.25, which was paid in June. In July, Banca Transilvania increased its share capital by RON 1.18 billion via the transfer of retained earnings from the full year 2023 net profit and the distribution of a stock dividend. In addition, the Bank conducted buybacks worth RON 130.4 million throughout 2024.

¹ The unadjusted return was 11.3%.

Stock Exchange capitalization evolution

Date	Price (adjusted, except cash dividends)	No. shares	Capitalization (RON billion)	Capitalization (EUR billion)
31 dec. 2024	27.00	916,879,846	24.76	4.97
31 dec. 2023	21.14	798,658,233	19.38	3.89
31 dec. 2022	15.37	707,658,233	14.10	2.85
31 dec. 2021	17.69	6,311,469,680	16.28	3.29

*Source: EquityRT

Shareholding structure as at 31.12.2024

Shareholders	31.12.2024	31.12.2023
NN Group*	9.37%	9.36%
the European Bank for Reconstruction and Development	5.16%	6.87%
Romanian individual shareholders	24.21%	22.37%
Romanian companies	45.20%	45.13%
Foreign individual shareholders	1.11%	1.09%
Foreign companies	14.95%	15.18%
Total	100.00%	100.00%

*NN Group N.V. and pension funds managed by NN Pensii SAF PAP S.A. and NN Life Insurance S.A.

FINANCIAL COMMUNICATION CALENDAR 2025

Presentation of the preliminary financial results for 2024	February 28
Conference for the presentation of the results	March 04
Annual General Meeting of Shareholders held to approve the annual financial results	April 28 (first convening) April 29 (second convening)
Presentation of the approved, individual and consolidated annual financial results	April 29
Presentation of the Q1 2025 financial results	May 14
Conference for the presentation of the results	May 15
Presentation of H1 2025 financial results	August 26
Conference for the presentation of the results	August 27
Presentation of the Q3 2025 financial results	November 10
Conference for the presentation of the results	November 11

PROFIT DISTRIBUTION PROPOSAL FOR THE FINANCIAL YEAR 2024

The Board of Directors submitted for approval by the General Shareholders' Meeting (GSM) the proposal to distribute the profit amounting to RON 3,531,677,657, as follows:

Proposal for 2024 Profit Distribution	Amounts (RON)
Gross profit 2024	4,159,992,799
Current/deferred income tax	(628,315,142)
Net profit 2024	3,351,677,657
5% Legal reserve fund from gross profit	(207,998,917)
fNet profit to be distributed	3,323,678,740

The Board of Directors proposes for approval to increase the Bank's paid share capital from RON 9,168,798,460 to RON 10,903,222,250, with the amount of RON 1,734,423,790, representing reserves from the 2024 net profit. The increase in the share capital will be carried out by issuing a number of 173,442,379 shares, with a nominal value of RON 10/share in the benefit of the shareholders registered with the Shareholding Register held by the Central Depository at the registration date that will be established by the GSM, following that the price for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results, to be determined in accordance with the legal provisions in force. The Board of Directors proposes for approval the distribution of profits by granting dividends amounting to RON 1,589,254,950. The gross dividend per share amounts to RON 1.7333295709.

Proposal for 2024 Profit Distribution	Amounts (RON)
Total available reserves for distribution	3,323,678,740
Dividends	1,589,254,950
Capitalization of 2024 net profit reserves	1,734,423,790
Share capital at recording date*	9,168,798,460
Yield per share % capitalization	0.1891658757

*The share capital registered with the Trade Register amounts to 916,879,846 shares with a nominal value of 10 RON / share.



BANCA TRANSILVANIA FINANCIAL GROUP

- Mergers, acquisitions, integrations
- Financial results. Summary
- BT Financial Group's companies
 - Banca Transilvania S.A.
 - BT Capital Partners S.A.
 - BT Asset Management SAI S.A.
 - BT Pensii
 - BT Microfinanțare IFN S.A.
 - BT Leasing Transilvania IFN S.A.
 - BT Direct IFN S.A.
 - BT Building S.R.L.
 - Improvement Credit Collection S.R.L.
 - BT Leasing MD S.R.L.
 - B.C. Victoriabank S.A.
 - Salt Bank S.A.
 - OTP Bank Romania S.A.
- Strategy achievement in 2024
- Strategic objectives, development plan and proposals regarding the financial position and the Profit and Loss Account for 2025

MERGERS, ACQUISITIONS, INTEGRATIONS

2024 was a busy year for the Banca Transilvania Group, including in terms of acquisitions, integrations and mergers.

ROMANIA

Acquisition of the OTP Group companies in Romania

At 30th of July 2024, Banca Transilvania acquired OTP Bank Romania and the other companies of the OTP Group in Romania.

The first merger amongst them took place in 2024, as well, with OTP Leasing Romania becoming BT Leasing.

In 2024, BT has also received approval from the Financial Supervisory Authority to acquire OTP Asset Management. It will remain a stand-alone company, part of the Banca Transilvania Group, focused on alternative investment fund management. It will have a new brand identity, to be announced in 2025, as well as repositioning in the market with a range of distinct products and services.

In February 2025, Banca Transilvania merged with OTP Bank Romania, after an integration completed in record time, in just seven months.

Agreement to acquire BRD Pensii

Banca Transilvania and BT Investments reached in 2024 an agreement with BRD-Groupe Societe Generale and Societe Generale Assurances to acquire BRD Pensii (BRD Societate de Administrare a Fondurilor de Pensii Private), a company active in Romania in the field of mandatory (Pillar II) and voluntary (Pillar III) private pensions.

The acquisition requires the approval of the Financial Supervisory Authority in Romania, which is expected in the first part of 2025.

REPUBLIC OF MOLDOVA

Victoriabank, part of the Banca Transilvania Group, acquired BCR Chisinau in March 2024. The two banks merged in February 2025.

FINANCIAL RESULTS. SUMMARY

Financial Information of the Group	The Bank		The Group	
	2024	2023	2024	2023
ROE (Net profit/ average equity)	27.02%	24.41%	30.19%	25.54%
ROA (Net profit/ annual average of total assets at net value)	2.06%	1.70%	2.52%	1.93%
Cost/income	45.38%	45.60%	48.30%	45.38%
Total net income, RON thousand	8,223,864	6,437,146	10,061,399	7,724,962
Provisions for credit risk, RON thousand	(332,172)	(373,178)	(575,304)	(513,088)
Gross profit, RON thousand	4,159,993	3,128,496	5,442,369	3,705,963
Net profit, RON thousand	3,531,678	2,490,572	4,730,524	2,984,230
Basic earnings per share			4.9726	3.1561
Diluted earnings per share			4.9726	3.1561
Tier 1 own funds, RON million	14,281	11,363	15,523	12,692
Risk Weighted Assets, RON million	69,204	62,014	87,862	69,383
Total Assets, RON million	184,264	161,785	207,035	169,169
Total Equity**, RON million	14,219	11,829	17,437	13,897
<i>Other information</i>				
Number of agencies, branches and offices	513	511		
Number of active employees	9,744	9,547	13,629	11,841

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

**Including Non-controlling interest

BT FINANCIAL GROUP'S COMPANIES

Banca Transilvania Financial Group is the largest ecosystem for supporting the Romanian entrepreneurs through integrated banking, brokerage, leasing investment management, consumer financing and voluntary pensions services. The group includes the parent company, Banca Transilvania and its subsidiaries, with headquarters in Romania, Italy and the Republic of Moldova, and has 13,629 employees as of 31.12.2024 (11,841 as of 31.12.2023).

Banca Transilvania S.A.

Banca Transilvania is the largest bank in Romania in terms of assets. Over 4.5 million customers use the services of Banca Transilvania. The bank operates in its central office in Cluj-Napoca and a network of 42 branches, 457 agencies, 3 work points, 8 divisions for Healthcare division units, 2 private banking agencies, 1 branch in Italy and 1 regional office located in Bucharest, 1 Head Office located in Bucharest (2023: 42 branches, 454 agencies, 4 work points, 8 divisions for Healthcare division units, 2 private banking agencies, 1 branch in Italy and 1 regional office located in Bucharest).

- The number of active employees at Group level at 31 December 2024 was of 13,629 employees (2023: 11,841 employees). The number of active employees of the bank as of 31.12.2024 was 9,744 (9,547 as of 31.12.2023).
- Headquarters: Cluj-Napoca, 30-36 Calea Dorobanților Street, 400117.
- BT was founded in 1993 and the activity started in 1994.

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

Subsidiary	Field of activity	% of direct and indirect stake 2024	% of direct and indirect stake 2023
Victoriabank S.A.	Financial and banking activities and investments subject to license	44.63%	44.63%
BCR Chișinău S.A.	Financial and banking activities and investments subject to license	44.63%	-
BT Capital Partners S.A.	Investments	99.62%	99.59%
BT Leasing Transilvania IFN S.A.	Leasing	100%	100%
BT Investments S.R.L.	Investments	100%	100%
BT Direct IFN S.A.	Consumer loans	100%	100%
BT Building S.R.L.	Investments	100%	100%
BT Asset Management SAI S.A.	Asset management	100%	100%
BT Solution Asistență în Brokeraj S.R.L.	Insurance broker	100%	100%
BT Asiom Agent de Asigurare S.R.L.	Insurance broker	100%	100%
BT Safe Agent de Asigurare S.R.L.	Insurance broker	100%	100%
BT Intermedieri Agent de Asigurare S.R.L.	Insurance broker	100%	100%
BT Leasing MD S.R.L.	Leasing	100%	100%
BT Microfinanțare IFN S.A.	Consumer loans	100%	100%
Improvement Credit Collection S.R.L.	Activities of collection agents and Credit reporting bureaus	100%	100%
VB Investment Holding B.V.	Activities of holdings	61.82%	61.82%
BT Pensii S.A.	Pension fund management (except for those in the public system)	100%	100%
Salt Bank S.A.	Other Monetary Intermediation Activities	100%	100%
Avant Leasing IFN S.A.	Financial leasing	100%	100%
BT Broker de Asigurare S.R.L.	Insurance broker	100%	100%
Code Crafters by BT	Custom software development activities	100%	100%

BTP One S.R.L.	Renting and subletting of own or rented real estate	100%	100%
BTP Retail S.R.L.	Renting and subletting of own or rented real estate	100%	100%
BTP STORE HUB TURDA S.R.L.	Renting and subletting of own or rented real estate	100%	-
BTP STORE HUB ORADEA S.R.L.	Renting and subletting of own or rented real estate	100%	-
OTP Bank Romania S.A.	Other activities of monetary intermediation	100%	-
Inter Terra S.R.L.	Buying and selling of own real estate	100%	-
OTP Advisors S.R.L.	Investments	100%	-
OTP Factoring S.R.L.	Asset Management	100%	-
REA Project One Company S.R.L.	Real Estate Development	100%	-
GOVCKA Project Company S.R.L.	Real Estate Development	100%	-
OTP Consulting Romania S.R.L.	Auxiliary Financial Intermediation Activities, excluding insurance and pension funds	100%	-
OTP Asset Management SAI S.A.	Asset Management	100%	-

Starting with January 2024, the Group has control through Victoriabank S.A. in BCR Chisinau S.A., and since May 2024, the Group has control in BTP Store Hub Turda S.R.L. through Fondul Imobiliar de Investitii Alternative BT Property. Also, starting with July 2024, the Group has control in OTP Bank Romania S.A., OTP Advisors S.R.L., OTP Factoring S.R.L., REA Project One Company S.R.L., GOVCKA Project Company S.R.L. and OTP Consulting Romania S.R.L.. Starting with October 2024, the Group has control in OTP Asset Management SAI S.A..

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

The list of subsidiaries excluded from the consolidation perimeter and the reasons for their exclusion can be found in detail in Note 1 of the Consolidated and Individual Financial Statements for the financial year ending December 31, 2024.

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

Subsidiary	Activity	% Direct Participation	% Total Participation
BT Capital Partners S.A.	Investments	99.62%	99.62%
BT Leasing Transilvania IFN S.A.	Leasing	59.08%	100.00%
BT Investments S.R.L.	Investments	100.00%	100.00%
BT Direct IFN S.A.	Consumer Loans	98.34%	100.00%
BT Building S.R.L.	Investments	100.00%	100.00%
BT Asset Management SAI S.A.	Asset Management	100.00%	100.00%
BT Leasing MD S.R.L.	Leasing	100.00%	100.00%
BT Microfinanțare IFN S.A.	Consumer Loans	67.80%	100.00%
Improvement Credit Collection S.R.L.	Activity of the Collection Agents and Credit Reporting Bureaus	99.89%	100.00%
VB Investment Holding B.V.	Holding Activities	61.82%	61.82%
Salt Bank S.A.	Other activities of monetary intermediation	100.00%	100.00%
OTP Bank S.A.	Other activities of monetary intermediation	100.00%	100.00%

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

Subsidiary*	Total assets (RON million)		Net profit (RON million)	
	2024	2023	2024	2023
BT Capital Partners S.A.	879.79	513.03	25.55	15.94
BT Leasing Transilvania IFN S.A.	6,168.76	3,805.79	193.01	148.94
BT Investments S.R.L.	102.82	99.73	3.09	7.13
BT Direct IFN S.A.	1,148.86	959.70	52.09	43.82
BT Building S.R.L.	266.52	272.30	6.19	2.19
BT Asset Management SAI S.A.	188.77	156.00	37.51	24.90
BT Leasing MD S.R.L.	160.82	151.19	6.19	6.50
Improvement Credit Collection S.R.L.	35.07	36.70	12.59	9.28
BT Microfinanțare IFN S.A.	1,218.28	946.38	72.28	60.29
Salt Bank S.A.	1,253.33	1,770.60	(152.50)	(24.33)
OTP Bank S.A.*	16,750.09	n/a	111.18**	n/a

Note: Figures according to Individual Financial Statements

*OTP Bank S.A. takes part in the consolidated BT Group financials statements reports starting September 2024.

**Stand Alone IFRS Net profit for the entire year, including the period before acquisition and integration in BT Group

BT Capital Partners S.A.

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

BT Capital Partners, during the year 2024, intermediated two equity issuances on the Main Market of the Bucharest Stock Exchange, namely:

- The Premier Energy IPO, valued at EUR 120 million, in which BTCP acted as Joint Bookrunner; the issuance took place in May 2024.
- The capital increase, along with the sale of existing shares of Arobs Transilvania Software, with a total value of EUR 39 million, in which BTCP acted as Lead Manager. The issuance took place between June and July 2024.

Also, during 2024, BT Capital Partners intermediated a series of bond issuances:

- A EUR 700 million MREL-eligible bond issuance by Banca Transilvania SA, with a 6-year maturity, as part of the EMTN program (EUR 1.5 billion). The issuance took place in September 2024, with BTCP acting as Co-Manager. The bonds are listed on the Dublin Stock Exchange.
- The inaugural bond issuance by SNGN Romgaz SA, valued at EUR 500 million, with a 5-year maturity, as part of the EMTN program (EUR 1.5 billion). The issuance took place in September 2024, with BTCP acting as Co-Manager. The bonds are listed on the Bucharest Stock Exchange.
- A EUR 300 million bond issuance by CEC Bank SA, with a 5-year maturity, as part of the EMTN program (EUR 1.5 billion). The issuance took place in November 2024, with BTCP acting as Co-Manager. The bonds are listed on the regulated market of the Luxembourg Stock Exchange and the Bucharest Stock Exchange.
- A EUR 30 million bond issuance by Autonom Services SA, with a 5-year maturity. The issued bonds are linked to sustainability objectives (*sustainability-linked bonds*). The issuance took place in November 2024, with BTCP acting as Manager. The bonds are listed on the Bucharest Stock Exchange.

In July, BTCP intermediated the transfer of Simtel Team SA to the Regulated Market of the Bucharest Stock Exchange. The company had been listed on the AeRO market since July 2021.

BT Capital Partners intermediated all six Fidelis government bond issuances in 2024, acting as the leader of the consortium comprising BCR, BRD - Groupe Société Générale, and Alpha Bank.

Additionally, in 2024, BT Capital Partners assisted the French group LDC, the largest player in the European poultry market, in acquiring a majority stake in Calibra, a local company engaged in processing and distributing frozen and refrigerated poultry-based products.

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

- BT Capital Partners has 59 active employees and 9 working points (31.12.2024).
- Total assets as at 31.12.2024 are RON 880 million (RON 513 million as at 31.12.2023) and net profit is RON 25.5 million.
- Headquarters: Cluj-Napoca, 74-76 Constantin Brâncuși Street, ground floor.

BT Asset Management SAI S.A.

BT Asset Management manages Undertakings for Collective Investment in Transferable Securities (UCITS) and Alternative Investment Funds (AIFs). The funds offer a diversified range of investment products - fixed income funds, bond funds, index funds, equity funds and a real estate fund. Access to the capital market is provided to clients through investments in Romania as well as in Europe and the US, through investments in RON, EUR, US dollars and pounds sterling.

- At the end of 2024 the company managed 17 investment funds, of which: 14 UCITS and 3 AIFs, counting 253,036 investors (147,564 as at 31.12.2023) and assets under management of 6.079 RON billion (4.527 RON billion as at 31.12.2023). The market share as of 31.12.2024 is 20.20% (19.70% as of 31.12.2023). The market share is calculated/published for the UCITS managed.
- Number of active employees as of 31.12.2024: 42 (42 as of 31.12.2023)
- Year of establishment: 2005
- Headquarters: Cluj-Napoca, 22 Emil Racoviță Street, first floor.

In 2024, the Investments section was launched in BT Pay, which led to an exponential increase in the number of investors in Q4 2024. During 2024, the development of the AMA Core Business application began, for which a first reception, namely the Investments module, is estimated for the end of H1 2025.

BT Pensii

BT Pensii manages the voluntary pension fund My Pension - *Pensia mea*. BT expanded its financial services in the field of private pensions through the acquisition of Certinvest Pensii in 2019, and Certinvest Pensii became BT Pensii in June 2020.

- It is the only Romanian company managing voluntary pensions.
- Banca Transilvania's clients have the opportunity to contribute to the *Pensia Mea* fund through the over 500 Banca Transilvania branches and agencies.
- At the end of 2024, the number of participants in the *Pensia Mea* fund increased to 95,839, an increase of 86% compared to the previous year. The 44,000 people growth over the course of one year is a premiere in the voluntary pensions market, unmatched by any other voluntary pension fund throughout the market's history of over 17 years.
- Assets under management rose to RON 290.5 million, marking a 33% growth in 2024.
- In 2024, 1 in every 3 people who decided to save for their future pension through a voluntary pension fund chose *Pensia Mea* fund.
- The value of monthly contributions to *Pensia Mea* fund doubled over the course of 2024, reaching RON 9 million in December 2024, compared to RON 4.45 million in December 2023.
- Headquarters: București, 75-77 Buzești Street, 5th floor.

BT Microfinanțare IFN S.A.

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

BT Microfinancing is the largest microfinance company in Romania, working with over 22,000 small businesses in 4,000 municipalities, to support and develop the daily activity, purchase of goods, payment of suppliers, investments in work points and / or opening new ones, the purchase of machines / equipment, etc.

- In 2024, over 9,500 micro-companies received financing from BT Microfinancing IFN S.A.
- Gross loans balance at the end of 2024 was RON 1,278.4 million (2023: RON 1,009.1 million)
- Diversification of financing: the company supports over 420 types of activities.
- Number of active employees: 308
- BT Microfinanțare was founded in 2016.
- Headquarters: Bucharest, 206 Calea Șerban Vodă.

BT Leasing Transilvania IFN S.A.

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

- Number of active employees: 326 (31.12.2024)
- Number of active clients: 40,447 (31.12.2024)
- Total assets as of 31.12.2024 was RON 6,169 million and net profit was RON 193 million
- On 10.05.2024 BT Leasing Transilvania IFN SA took over from Avant Leasing IFN SA a portfolio of 15,060 contracts, of which 14,015 were leasing contracts and 1,045 were credit contracts.
- On 01.12.2024 BT Leasing Transilvania IFN SA merged with OTP Leasing România IFN SA, acting as the absorbing company. Through the merger, the company took over a number of 6,452 leasing contracts.
- Year of establishment: 1995.
- Headquarters: Cluj-Napoca, 74-76 Constantin Brâncuși Street, first floor.

BT Direct IFN S.A.

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

- On April 28, 2011, the company obtained, from the NBR, the Payment Institution authorization, Series IP, no. 004, in accordance with the stipulations of Emergency Ordinance no. 113/2009, regarding payment services ("OG 113/2009") and BNR Regulation 21/2009, in order to lending through credit cards to natural persons.
- BT Direct and ERB Retail Services IFN S.A. merged by absorption on August 1, 2019, and the name BT Direct IFN S.A. has been preserved. ERB Retail Services was acquired by Banca Transilvania from Eurobank Group in 2018, together with Bancpost and ERB Leasing.
- Number of active employees: 205 (31.12.2024)
- Total value of assets at 31.12.2024 reached RON 1,149 million (RON 960 million at 31.12.2023) and the net profit RON 52.1 million.
- Throughout 2024, the company expanded and consolidated its presence in the medical services sector by providing financing solutions tailored to the needs of patients in partner clinics and hospitals.
- Headquarters: Cluj-Napoca, 74-76 Constantin Brâncuși Street, 3rd floor.

BT Building S.R.L.

BT Building's field of activity is in renting and subletting its own and leased real estate. BT Building S.R.L is a Romanian limited liability company, performing its activity based on its Incorporation document, Law no.31/1990 on companies, republished with subsequent amendments and the Romanian legislation in force.

As a result of the Decisions of the Extraordinary General Meeting of Banca Transilvania`s Shareholders of December 18th, 2024, it was approved the merger by absorption between Banca Transilvania S.A., as the acquiring company, and BT Building S.R.L., as the acquired company.

- Year of establishment: 2003.
- Total assets: RON 267 million
- Headquarters: Cluj-Napoca, Calea Dorobanților street, 30-36

Improvement Credit Collection S.R.L.

Improvement Credit Collection the company's field of activity is debt collection, through extra-judicial and judicial proceedings.

- Net profit as of 31.12.2024: RON 12.6 million (2023: RON 9.3 million)
- Total assets as of 31.12.2024: RON 35.1 million (2023: RON 36.7 million)
- Year of establishment: 2013
- Headquarters: Cluj-Napoca, 74-76 Constantin Brâncuși Street

BT Leasing MD S.R.L.

BT Leasing MD is the first company opened by Banca Transilvania Financial Group in the Republic of Moldova. Established in 2008, BT Leasing MD is the market leader, ranking first for the past 8 years with a market share of approximately 40%.

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

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

- Profit of BT Leasing MD, as of 31.12.2024: RON 6.2 million (2023: RON 6.5 million)
- Assets of RON 160.8 million as of 31.12.2024 (2023: RON 151.2 million)
- Net leasing portfolio at 31.12.2024: RON 154.2 million (2023: RON 143.6 million)
- Active clients as of 31.12.2024: 1,492
- Active contracts as of 31.12.2024: 2,020
- Financing options: MDL and EUR
- 89.12% of the balance of active leasing transactions are without outstanding payments (31.12.2024)
- Year of establishment: 2008
- Number of active employees 44 (31.12.2024)

- Headquarters: Republic of Moldova, Chişinău, 60 A, Puşkin Street

B.C. Victoriabank S.A.

Victoriabank is the third largest bank in the Republic of Moldova. The entry of Banca Transilvania into Victoriabank's shareholding structure, in 2018, was, at that time, the first investment in the last 10 years of a bank in the Republic of Moldova.

- Net profit (as at 31.12.2024) over RON 155 million;
- Over 333,000 customers work with Victoriabank, and there were 1,116 active employees as of 31.12.2024;
- The total value of assets as at 31.12.2024 is RON 6,342 million;
- The bank has 63 branches in 24 localities in the Republic of Moldova;
- Victoriabank is the first and only 100% online bank, where customers can refresh their data and perform all base operations online;
- It is the banking institution that brought to the Republic of Moldova cards, ATMs, POS and contactless payments with phone and smartwatch;
- Victoriabank is listed on the Moldovan Stock Exchange and is the first commercial bank in the Republic of Moldova;
- Year of establishment: 1989;
- Headquarters: Republic of Moldova, Chişinău, 141, 31 August 1989 Street.

Victoriabank benefits from being part of Banca Transilvania Group, offering to its clients' financial advantages resulted from the synergies, contributing to financial integration.

In the beginning of 2025, Victoriabank's merger with BCR Chişinău is scheduled. The result of the merger should conclude in a stronger position in the banking sector in Republic of Moldova as well as consolidation of the support of the economic development of our clients in the neighboring country.

Banca Comercială Română Chişinău S.A.

Banca Comercială Română Chişinău SA (thereafter "BCRC") was established in October 1998. The bank operates as a commercial and savings bank, offering a wide range of services and addressing all categories of customers through Head Office, one branch in Chişinău and one branch in Bălţi.

Banca Comercială Română Chişinău S.A. is a 100% subsidiary of Victoriabank S.A., Banca Transilvania Financial Group.

- Net profit (as of 31.12.2024) reached RON 12.6 million;
- Over 8,500 customers work with BCRC, and there were 70 active employees as of 31.12.2024;

- The total value of assets as at 31.12.2024 is RON 538.2 million;
- The bank has 2 branches in 2 cities in the Republic of Moldova;
- Year of establishment: 1998;
- Headquarters: Republic of Moldova, Chişinău, 60/2, Puşkin Street.

BCR Chişinău became a subsidiary of BC Victoriabank S.A. as of January 15, 2024, by acquiring 100% of the shares. BCRC is to be reorganized by merger following the absorption of BCR Chişinău S.A. by BC Victoriabank S.A.

The purpose of the merger is to maximize efficiency by unifying the two banks and streamlining the structure of BC Victoriabank S.A., consolidate operations and manage their resources and assets more efficiently, strengthen the loan and deposit portfolio, and fortify their market position.

Salt Bank S.A.

Salt Bank S.A. (former Idea::Bank S.A) is the first fully digital bank “made in Romania”, without physical branches, having as purpose to offer a unique digital experience to the users of financial instruments. Former Idea::Bank S.A was acquired by Banca Transilvania during 2021, together with the other companies having the Idea:: brand in Romania.

In March 2024 the Bank launched its digital app – Salt Bank (both on Android and iOS), which helped the Bank increase its customer base to over 380 thousand clients by the end of 2024. The Bank continues the development of the mobile app also in 2025 with new digital functionalities and benefits for its clients, while reaching to them also in the form of human interaction through its Care Center. At the end of 2024 the funds from customers reached RON 953 million. During 2024 the Bank has transferred to its subsidiary, Avant Leasing IFN, the whole portfolio of leasing receivables with a total value of EUR 150 million. Salt Bank was the international winner of „Best use of Tech in Retail Banking” award in 2024 at Banking Tech Awards London, being included in competition for three categories.

- Year of establishment: 1998
- Headquarters: Bulevardul Dimitrie Pompeiu, numărul 5-7, et. 6, sectorul 2, Bucharest, Romania
- No of active employees: 320 (31.12.2024)
- Salt Bank Group includes, beside Salt Bank S.A., Avant Leasing IFN S.A. (formerly Idea::Leasing IFN SA - direct holdings of Salt Bank in subsidiary is 88,6713%)
- Total assets (31.12.2024): RON 1,253 million
- Net loss after taxes (for 2024): RON 152,5 million

OTP Bank S.A.

OTP Bank Romania S.A. began its activity in Romania through the acquisition of RoBank in 2004 and operated as a subsidiary of the Hungarian financial group OTP Group, present in 15 countries. With an offer of complete financial solutions, both in the retail and corporate segments, OTP Bank Romania has constantly expanded its presence and services, thus becoming one of the top 10 banks in the country.

In 2024, after four years of considerable growth across all business lines, with over 300,000 active clients, 95 branches, and over 1,400 employees, OTP Bank Romania moved towards a process of consolidation of its portfolio and operations. With a team that embraces change and capitalizes on its potential, the bank has built a culture of trust at every level of the organization.

Starting with 30.07.2024, OTP Bank Romania and its subsidiaries OTP Consulting, OTP Leasing, OTP Asset Management, OTP Factoring, OTP Advisors and the OTP Bank Romania Foundation became part of the Banca Transilvania Financial Group, the OTP brand in Romania being used under a temporary license from this date.

As a result of the Decisions of the Extraordinary General Meeting of Banca Transilvania`s Shareholders of December 18th, 2024, it was approved the merger by absorption between Banca Transilvania S.A., and OTP Bank România S.A., as the acquired company.

- Year of establishment: 2004
- No of active employees: 1,371 (31.12.2024)
- Total assets (31.12.2024): RON 16,750 million

STRATEGY ACHIEVEMENT IN 2024

Our goals for 2024 included the following qualitative objectives:

- Supporting the lending and development of the Romanian economy in the coming period, in the volatile international context and that of internal challenges, including inflationary pressures, geopolitical tensions, the crowded electoral calendar at the local and global level. At the same time, BT will remain a reliable partner for national and European programs whose objective is to support companies and the population, access to financing, implementation of projects at national level (infrastructure, administration reforms, digitization and the transition to a more sustainable economy);
- Consolidating the position of the largest financier in Romania through organic growth and maintaining interest in acquisitions or mergers with entities that can complement the value offered to our clients;

- Consolidation of the position of a top player in all business segments: leasing, asset management, financial intermediation, etc. and increasing synergies between the companies in the group;
- Implementation of the 2024 stage of the multi-year sustainable growth plan through the continuous development of ESG skills of the BT Group team, sustainable financing products and programs for our customers and the incorporation of sustainable development principles in all our activities. A significant, complementary role to the multi-annual plan will be brought by the independent ESG assessment;
- Digital: a constant concern for automating operations and innovating interaction flows for the benefit of customers, through investments in technology, digitization initiatives and related infrastructure;
- Building the first 100% digital bank in Romania: following the completion of the rebranding stage and the implementation of renowned technical solutions, one of BT's priorities for 2024 is the market launch of the Salt Bank platform and products, the first fully digital bank designed in Romania. Salt Bank's mission is to offer the target customer segment an offer of banking products and services that can be accessed online 100%, in safe conditions;
- Updating an organizational culture characterized by values of collaboration and functional interaction, diversification and continuous adaptation to changes in the business environment through the continuous professional and personal development of employees.

Quantitative objectives

- Total assets: +10.3% growth
- Total gross loans: +6.1% growth
- Total deposits from customers: +9.1% growth
- Cost/Income ratio: 49.7%
- Loans/deposits: 55.6%

Qualitative objectives achieved

The year 2024 was marked not only by organic growth but also by consolidating the position in the financial services sector through acquisitions. Banca Transilvania, in the role of the largest financier in Romania by assets, enhanced the path assumed by continuing to invest in efficient solutions to cover the needs of its clients. The bank, as well as the Group, also continued to implement new solutions for technological development, digitalization and infrastructure improvement. The financial results for 2024 exceeded the expectations of the bank's management and show the strengthening of the position of the bank and the BT Group on the local market.

Support and active participation in programs dedicated to the development of the Romanian economy:

- BT granted loans in amount of RON 3.5 billion through governmental programs in 2024 (+5.7% vs 2023).
- With focus on programs such as IMM Invest and “The Farmer”, BT proceeded in participating by covering 59% in MEDAT (Ministry of Economy, Digitalization, Entrepreneurship and Tourism) grants program totaling RON 336 million.
- To be consistent with its vision regarding diversity and equal opportunities, BT continued joining projects such as Femeia Antreprenor, in which entrepreneurship of woman are financed.

Sustainability:

- Following the first sustainable bonds issue of EUR 500 million in November 2023, Banca Transilvania published in September 2024 its first [Impact and Allocation Report](#).
- In September 2024, BT issued its second consecutive round of sustainable bonds, a Senior Non-Preferred EUR 700 million 6NC5 MREL eligible instrument. 64% of the issuance was subscribed by investors with an ESG mandate.
- Green loans to companies in 2024 amounted to RON 1,787 million, 60% higher than in 2023. Financing for renewable energy projects increased by 76% YoY, while special climate projects, including water efficiency, increased by over 60% compared to 2023.
- 5.27% of mortgage loans granted in 2024 qualify as green (EPC grade A). RON 586 million of green mortgage loans were granted in 2024.
- Over 7.3% of the total retail loan portfolio is represented by green loans as of December 2024, amounting to RON 2.26 billion.
- 1 out of 2 financial leasing granted by BT Leasing in 2024 were for hybrid and/or electric vehicles, representing almost RON 1,230 million, 54% YoY growth.
- 48% of the total leasing portfolio is represented by hybrid and electric vehicles as of December 2024.
- For further details related to ESG developments and initiatives, please see the enclosed Sustainability Statement.

Medical Care Division (DPM – Divizia Pentru Medici):

- Market share as at December 2024 (for opened accounts): 40.06%
- No. of active clients DPM - Legal Entities, December 2024: 31,933 (including Large Corporate)
- New production DPM - Legal Entities in 2024: RON 1.2 billion (including Large Corporate)
- Deposits balance DPM - Legal Entities, December 2024: ~RON 2.9 billion (including Large Corporate)
- Loans balance DPM - Legal Entities 2024: RON 2.56 billion (including Large Corporate)

Agribusiness

- Market share: 21.28%
- No. of Agribusiness active clients: 36,319 (including Large Corporate)
- New production Agribusiness in 2024: RON 3.99 billion (including Large Corporate)
- Deposits balance Agribusiness December 2024: ~RON 2.61 billion (including Large Corporate)
- Loans balance Agribusiness December 2024: RON 5.89 billion (including Large Corporate)

Accelerating remote banking:

- Over 4.4 million digitalized unique clients, representing 96% of active clients;
- The number of cards in the portfolio reached 7 million, and the number of card transactions increased by 23% in 2024 compared to 2023;
- The number of mobile payments increased by 36% in 2024 compared to 2023;
- The number of BT PAY users increased by 27% in 2024 versus 2023 and approximately 64% of cards issued are cards enrolled in wallet-uri BT PAY, Apple Pay, Google Pay, Fitbit Pay and Garmin Pay;
- Volume of interbank transfer from BT PAY increased by 54%;
- Online non-card transactions' volume increased by 20% versus 2023;
- Over 145,000 Generation Z customers in BT PAY KIDDO;
- After integrating the investment funds in the mobile application 46,000 clients onboarded and started to invest directly from the app, in three months after launch;
- More than 207,000 customers enrolled in BT GO and payments worth over 21.7 billion;
- ~40,000 E-factura issued.

Quantitative objectives

Ratio	Proposal	Achievements
Total assets	RON 178.8 billion, increasing by 10.3% vs. 2023	RON 184.3 billion, increasing by 13.9% vs. 2023
Net profit	RON 3,001 million	RON 3,532 million, higher by 17.7% vs. budgeted value for 2024 and 41.8% higher than 2023
Deposits from customers	RON 146.6 billion, increasing by 9.1% vs. 2023	RON 150.8 billion, increasing by 12.2% vs. 2023
Loans to customers	RON 81.5 billion, increasing by 6.1% vs. 2023	RON 86.2 billion, increasing by 13.5% vs. 2023
Equity	RON 14.1 billion	RON 14.2 billion, an increase of 20.2% vs. 2023
C/I Ratio	49.7%	45.4%
Loan / Deposit ratio	55.6%	57.2%
Investment budget	RON 643 million (VAT included)	RON 539 million (VAT included)

Increasing the quality of the loan portfolio as measured by the non-performing loan rate according to the EBA (NPL rate) is at 2.07% at the end of 2024, compared to 1.98% at the end of 2023.

STRATEGIC OBJECTIVES, DEVELOPMENT PLAN AND PROPOSALS REGARDING THE FINANCIAL POSITION AND THE PROFIT AND LOSS ACCOUNT FOR 2025

Qualitative objectives

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

Quantitative objectives

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

DEVELOPMENT PLAN FOR 2025

Investment budget for 2025 (RON million)

Buildings – agencies and branches	122.74
Investments IT and cards, of which:	489.80
<i>Hardware IT</i>	47.41
<i>Software IT</i>	290.66
Retail and cards, of which:	151.72
<i>Hardware retail cards</i>	31.06
<i>Software retail cards</i>	120.67
Cars	11.86
Security	10.68
Cash processing center	10.87
Digital initiatives	162.57
OTP Integration	19.82
Other	14.65
Total Investments RON million, VAT included	842.99

PROPOSALS REGARDING THE FINANCIAL POSITION AND THE PROFIT AND LOSS ACCOUNT 2025

In projecting indicators for 2025, it has been considered an average inflation rate of 4.8% and an average exchange rate of 5.01 RON\EUR.

An increase of total assets by 13.9% was estimated compared to the level registered in 2024 (up to RON 209,936 million). In the structure of assets were considered: 49.5% weight of gross loans, 15.2% weight of immediate liquidity and 35.4% weight of investments in securities.

For the structure of debts and equity provided for 2025, was considered an increase of resources attracted from non-bank customers by 13.4% compared to 2024, which means a share of 88.2% in total debt.

The 2025 revenue and expenditure budget indicators that are subject of GSM approval are determined so that they support the business objectives and are correlated with the specific prudential and supervision legislation requirements.

The elements of the Statement of Financial Position and of the Profit and Loss Account forecasted for 2025 are presented below:

Statement of Financial Position (RON million)	Budget proposal 2025
Cash and cash equivalents	31,836
Investment securities	74,246
Loans and advances to customers (gross)	103,880
Loans provisions	(5,883)

Fixed assets	2,346
Equity investments	932
Other assets	2,579
Total assets	209,936
Deposits from customers	170,879
Loans from financial institutions	15,242
Subordinated liabilities	2,405
Other liabilities	5,149
Total liabilities	193,675
Total equity	12,343
Profit/Loss for the year	3,918
Total equity	16,261
Total liabilities and equity	209,936

Profit and Loss Account (RON million)	Budget proposal 2025
Interest income	11,331
Interest expenses	(4,533)
Net interest income	6,798
Net commission income	1,561
Net trading income	984
Contribution to the Guarantee Fund	(100)
Other income	344
Total income	9,587
Personnel expenses	(2,282)
Other operating expenses	(1,511)
Depreciation and amortization	(442)
Other expenses	(120)
Total expenses	(4,356)
Net impairment charges	(543)
Profit before tax	4,688
Income tax	(770)
Net income	3,918



MANAGEMENT REPORT

- Banca Transilvania Financial Group's Performance
- Banca Transilvania's and Banca Transilvania Financial Group's statement of financial position
- 2024 Bond programs
- Profit and Loss Account
- Banking Prudential Ratios
- Performance of the Bank's Business Lines

BANCA TRANSILVANIA FINANCIAL GROUP'S PERFORMANCE

The bank's operating efficiency was maintained at a comfortable level, thanks to the proper cost management and process streamlining through digitalization. The separate and consolidated financial statements are prepared in accordance with the International Financial Reporting Standards adopted by the European Union (NBR Order no. 27/2010, as subsequently amended and supplemented).

BANCA TRANSILVANIA'S AND BANCA TRANSILVANIA FINANCIAL GROUP'S STATEMENT OF FINANCIAL POSITION (31.12.2024 VS. 31.12.2023)

Banca Transilvania ended the year 2024 with total assets amounting to RON 207,035 million, +22.4% vs. 2023 at consolidated level and RON 184,264 million, +13.9% at the Bank level, overachieving the budget at individual level by 3.1%.

Financial position at the end of 2024:

RON Million	BANK				GROUP		
	Realized 2024	Budget 2024	Realized 2023	Δ 2024/ 2023	Realized 2024	Realized 2023	Δ2024/ 2023
	(1)	(2)	(3)	(4)=(1)/ (3)-1	(5)	(6)	(7)=(5) / (6)-1
Cash and cash equivalents with the Central Bank	16,908	15,591	22,286	-24.1%	21,950	24,253	-9.5%
Placements with banks and public institutions	13,612	24,683	12,619	7.9%	13,715	12,273	11.7%
Loans and advances to customers	86,182	81,533	75,921	13.5%	101,976	80,421	26.8%
Provisions for loans and advances to customers	(4,792)	(4,732)	(4,371)	9.6%	(5,606)	(4,850)	15.6%
Portfolio of debt instruments, equity instruments, and derivatives, net of provisions	64,717	54,816	50,076	29.2%	68,410	51,775	32.1%
Intangible assets	4,991	4,689	2,889	72.8%	3,395	2,642	28.5%
• Tangible, intangible assets and assets related to the rights of use	2,346	2,065	2,015	16.4%	3,372	2,641	27.7%
• Shareholdings	2,645	2,623	873	202.8%	23	1	
Other assets	2,645	2,211	2,365	11.9%	3,195	2,655	20.3%
Total Assets	184,264	178,789	161,785	13.9%	207,035	169,169	22.4%
Equity	14,219	14,083	11,829	20.2%	17,437	13,897	25.5%
Subordinated loans	2,405	3,412	2,404	0.1%	2,531	2,423	4.4%
Deposits from customers	150,785	146,619	134,443	12.2%	167,869	138,053	21.6%

	BANK				GROUP		
	Realized 2024	Budget 2024	Realized 2023	Δ 2024/ 2023	Realized 2024	Realized 2023	Δ 2024/ 2023
RON Million	(1)	(2)	(3)	$(4)=(1)/$ $(3)-1$	(5)	(6)	$(7)=(5)$ $/$ $(6)-1$
Deposits from banks	12,383	10,702	9,666	28.1%	13,189	10,583	24.6%
Other liabilities	4,471	3,973	3,443	29.9%	6,010	4,213	42.6%
Total Liabilities and Equity	184,264	178,789	161,785	13.9%	207,035	169,169	22.4%

Gross loans/deposits ratio (31.12.2024)

- Loan / Deposit ratio: 60.7% at Group level and 57.2% at Bank level, continuing to be below the level of the banking system (67.56%).
- Even if deposits grew at a lower pace than the loans, as a consequence of the effect of high inflation and its outcome on savings of households, the current growth still demonstrates the trust depositors have in Banca Transilvania.

Loan portfolio (31.12.2024)

- Group gross loans reached RON 101,976 million at the end of December 2024, increasing by 26.8% versus 2023. The Bank's gross loan balance: 13.5% higher than the balance at the end of 2023, although in 2024 loans amounting to RON 166.8 million were written off balance sheet, 61% higher than the amount written off balance sheet last year.
- At Group level, the gross value of credit loans and leasing receivables, at the time of acquisition, of the OTP Group companies was RON 13.02 billion.
- Non-performing exposure (according to EBA definition AQT_3.2.) ratio: 2.07% as at December 2024, slightly increasing from the last year's level of 1.98%.

Expected credit loss balance (31.12.2024)

- ECL balance at the Group level stood at RON 5,606 million, reflecting a 15.6% increase compared to 2023, while at the Bank level provisions amounted to RON 4,792 million, marking a 9.6% growth versus 2023. The main contribution to the bank increase is brought by the expected credit loss for stage 3 loans which generated 390 bps of the growth. The Bank's coverage ratio of the stage 3 provisions reached at the of 2024 a comfortable level of 69.5%.

Cash and cash equivalents with the Central Bank (31.12.2024)

- Cash and cash equivalents with the Central Bank at Group level decreased by 9.5% versus the end of 2023, totaling RON 21,950 million. At the Bank level, the balance with the Central Bank amounted RON 16,908 million, marking a 24.1% decrease compared to 2023. Approximately 72% of the amounts in this category at the bank

level (RON 12,193 million) were represented by the minimum reserve requirement kept on the account with the NBR.

- The liquidity ratio at the Bank level was of 51.69% at the end of 2024.

Placements with banks and public institutions (31.12.2024)

- Grew at the Group level with 11.7% vs. 2023 to RON 13,715 million and at bank level with 7.9%, reaching RON 13,612 million. The Bank's increase is mainly due to the position of loans and advances granted to credit institutions. As of December 31, 2024, placements with banks include reverse-repo securities, term deposits and loans and advances granted to credit institutions with a maturity of less than 3 months, thus reverse-repo being in the amount of RON 1,001 million at the Group and Bank level.

Securities (31.12.2024)

- Portfolio of securities and derivatives: +32.1% vs. last year, amounting to RON 68,410 million at Group level, from which the Bank level increase was 29.2%, reaching RON 64,717 million. The main component of the securities portfolio is represented by securities issued by central governments, amounting to RON 41,126 million at bank level, which grew by 9% in 2024.

Fixed assets (31.12.2024)

- Group fixed assets grew by 28.5% vs 2023, to RON 3,395 million, while at the Bank level the increase was 72.8%, reaching RON 4,991 million. A significant weight is represented by the increase of investments in subsidiaries which reached RON 2,645 million at the end of 2024 from RON 873 million at the end of 2023.

Customer deposits (31.12.2024)

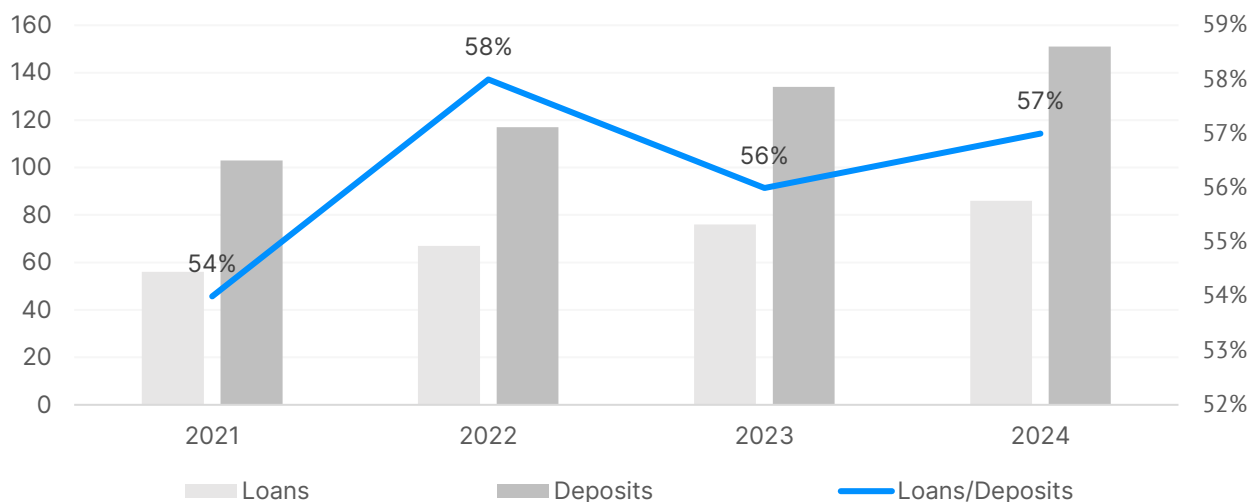
- Customer deposits increased by 21.6% vs. 2023 at Group level, out of which 12.2% at the Bank level, the pace being in line with the general growth recorded at the level of the banking system of 12.1%. Customer deposits split between current savings and term deposits is almost equal.
- 65% of the deposits from clients come from individuals and 35% from companies.
- Fair value of deposits from OTP Group's customers, at the time of the acquisition, was of RON 12.97 billion.

Subordinated loans (31.12.2024)

- As at 31 December 2024, in the balance there were subordinated bonds issued by the Bank amounting to EUR 484 million, equivalent of RON 2,405 million, containing non-convertible bonds issued in 2018 and 2023.

Loan/Deposit Ratio

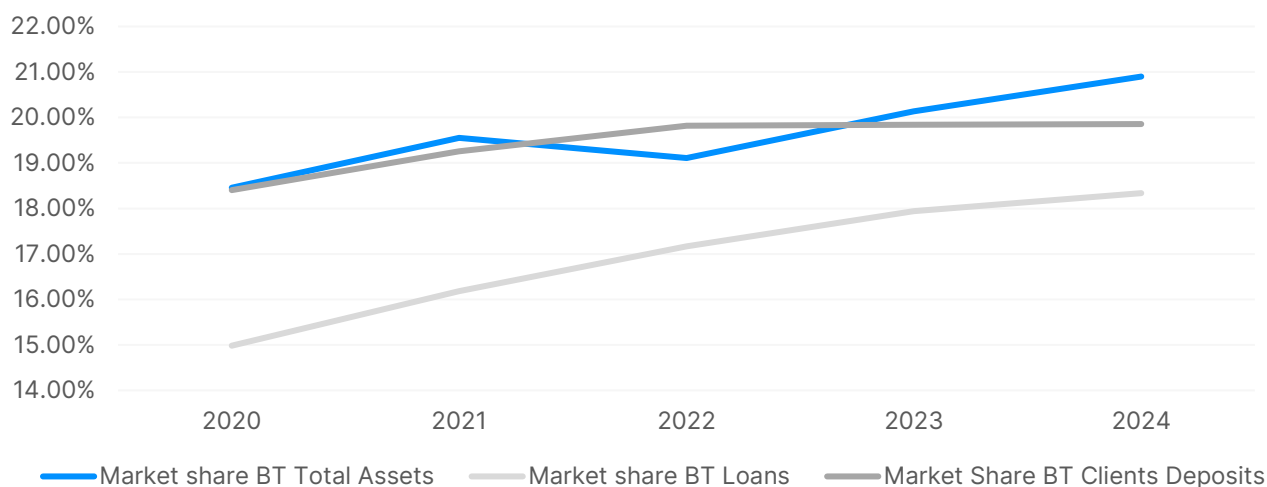
2021-2024



The Bank's market share in terms of assets is of 20.90%.

Market share

31.12.2024



As at 31.12.2024, the shareholders' equity of Banca Transilvania was in amount of RON 14,219,104,456, of which:

- The share capital registered with the Trade Register on December 31, 2024, represents 916,879,846 shares with a par value of 10 RON/share (on December 31, 2023 it consisted of 798,658,233 ordinary shares with a nominal value of RON 10 each). In the structure of the nominal capital, RON 86,501,040 were taken into account, representing the adjustment to inflation of the social capital and surplus from the revaluation of fixed assets, used for the capital increase, which was not achieved

by the date of the transition to the International Financial Reporting Standards adopted by the European Union;

- Equity premiums: RON 28,613,972;
- Legal reserves: RON 1,245,129,143;
- Reserves for bank risks: RON 77,892,714;
- Reserves from change in fair value of financial assets measured at fair value through other items of comprehensive income, net of deferred tax: RON -1,676,941,975;
- Reserves from the revaluation of tangible and intangible assets, net of deferred tax: RON 31,369,457;
- Retained earnings (without current profit and profit distribution): RON 1,958,303,780;
- Own shares: RON -24,240,874;
- Profit: RON 3,531,677,657;
- Profit allocation: RON -207,998,917.

As a result of the Decisions of the Extraordinary General Meeting of Transilvania Bank Shareholders of April 25, 2024, it was decided to increase the share capital by the amount of RON 1,182,216,130 by issuing a number of 118,221,613 new shares, with a nominal value of 10 RON/share. The increase of the share capital was achieved by incorporating the reserves constituted from the net profit of the year 2023, in the amount of RON 1,182,216,130, by issuing a number of 118,221,613 shares with a nominal value of 10 RON/share, for the benefit of the shareholders registered in the Shareholders' Register held by the Central Depository. Therefore, the new share capital is RON 9,168,798,460, respectively 916,879,846 shares with a nominal value of RON 10/share.

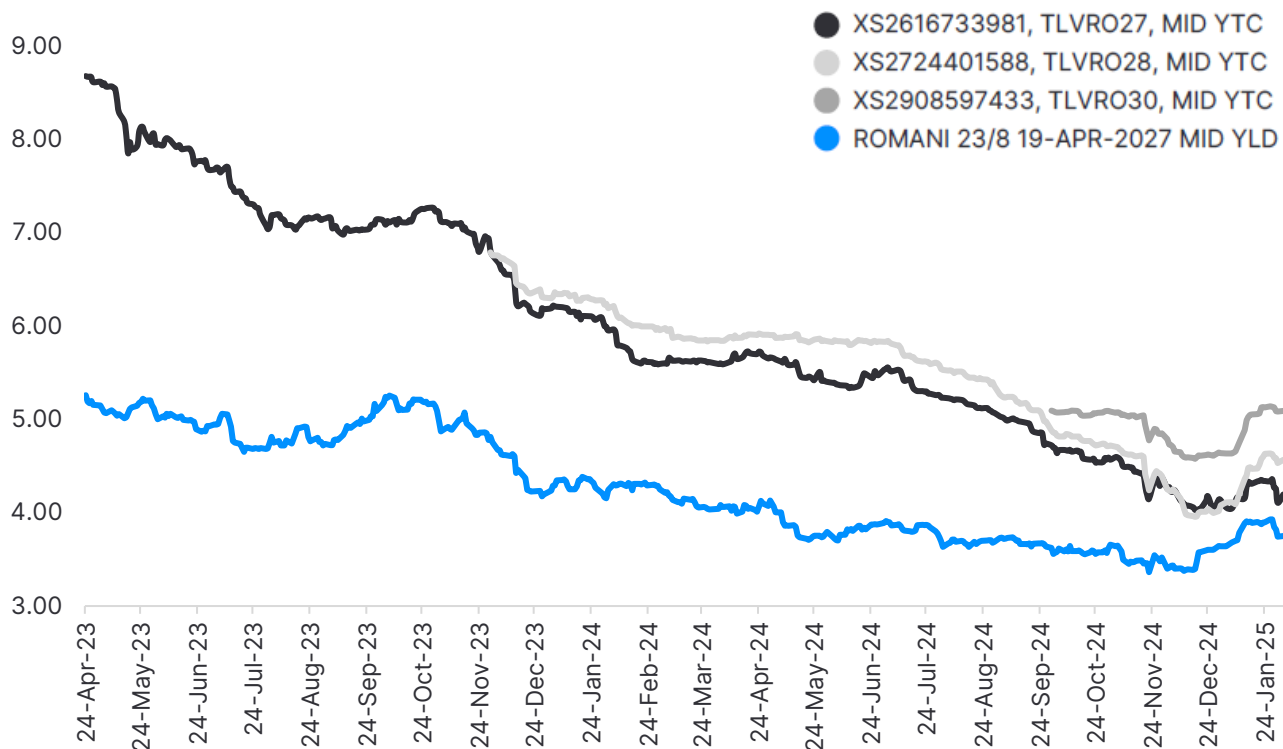
The legal procedures for registering the capital increase with ONRC, ASF and Depozitarul Central SA were completed on 22.07.2024, the date from which the capital increase became effective.

As at 31.12.2024, Banca Transilvania Financial Group has a balance of RON 39.5 million of own shares, representing 3.3 million Banca Transilvania shares, while Banca Transilvania has a balance in value of approximately RON 24,240 thousand of its own shares.

The share buybacks that took place in 2024 are approved by the Resolutions of the Ordinary and Extraordinary General Meeting of the Shareholders of Banca Transilvania S.A of 25.04.2024, when the Bank approved the buyback of up to 6,500,000 shares, within an employee stock option plan program in order to implement a remuneration system and run a staff loyalty program for a period of at least 4 years, as well as the payment of fixed remunerations, respectively the granting of a mandate to the Board of Directors.

2024 BOND PROGRAMS

- EMTN 1/ XS2616733981
- EMTN 2/ XS2724401588
- EMTN 2/ XS2908597433



Banca Transilvania becomes a regular issuance in international markets, with robust traded volumes and dispersed investors' base.

As at 31 December 2024, the outstanding issued MREL bonds amounted to EUR 2,039 million equivalent of RON 10,144 million, contributing to an optimal level of MREL-eligible funding in line with European standards.

In 2024, BT continued to be present as a bond issuer as part of the second EMTN program initiated in 2023, designed both to meet regulatory requirements and to enhance the bank's visibility and reputation in the financial markets. The second EMTN Program, with a maximum aggregate principal amount outstanding of EUR 1.5 billion, was approved at the Extraordinary General Meeting of Shareholders on 29 September 2023. Under this Program, BT has issued two consecutive sustainable bonds in accordance with the Sustainable Finance Framework, which is a premiere in CEE:

- In 2023, BT issued EUR 500 million of 5-year Senior Non-Preferred Notes, in sustainable format, with a coupon of 7.25%.
- In 2024, BT issued EUR 700 million of 6-year Senior Non-Preferred Notes, in sustainable format, with a coupon of 5.125%.

BT Group's Sustainable Finance Framework, issued in 2023, was reviewed by Sustainalytics who, pursuant to reviewing the eligibility criteria for green and social categories and assessing the estimated impact of such funding towards the sustainability objectives, provided a Second-Party Opinion for the benefit of investors. 9 months after, in September 2024, BT issued its first Allocation and Impact Report, aiming to provide our investors and broader stakeholders with a comprehensive overview of the allocation of the funds raised through the 2023 sustainable bonds issue and the positive environmental and social impact generated. Our commitment to creating an impact was appreciated by our investors' base as more than 64% of the 2024 issuance was subscribed by investors with an ESG mandate.

All MREL bonds (TLVRO30, TLVRO28 and TLVRO27) are listed on the Dublin Stock Exchange. This allowed BT to reach a wider range of investors and communicate internationally the BT's story and its financial performance, as well as the potential for growth alongside the Romanian economy. Through the confidence of investors, demonstrated by the high level of interest in all of our issuances, the bank is delivering on its commitment to shareholders by raising the capital needed to support the bank's organic growth and stability.

PROFIT AND LOSS ACCOUNT

Items of the statement of profit or loss as of 31 December 2024, as compared to 2023 and the budgeted figures for 2024:

RON Millions	BANK				GROUP		
	Realized 2024	Budget 2024	Realized 2023	Δ 2024/2023	Realized 2024	Realized 2023	Δ 2024/2023
	(1)	(2)	(3)	(4)=(1)/(3)-1	(5)	(6)	(7)=(5)/(6)-1
Total Operating Income	8,224	7,666	6,437	27.8%	10,061	7,725	30.2%
of which							
• net interest income	5,532	5,347	4,319	28.1%	6,908	5,257	31.4%
• net commission income	1,268	1,244	1,106	14.7%	1,488	1,268	17.4%
Operating expenses	(3,732)	(3,807)	(2,935)	27.1%	(4,859)	(3,506)	38.6%
Operating	4,492	3,859	3,502	28.3%	5,202	4,219	23.3%

Income							
Bargain gain	0	0	0		816	0	
Net provisions	(332)	(329)	(373)	-11.0%	(575)	(513)	12.1%
Gross profit	4,160	3,531	3,128	33.0%	5,442	3,706	46.9%

Gross Profit (31.12.2024)

- Banca Transilvania: RON 4,160 million, +33.0% vs. 2023
- Banca Transilvania Financial Group: RON 5,442 million, +46.9% vs. 2023

Net profit (31.12.2024)

- Banca Transilvania: RON 3,532 million, +41.8% vs. 2023
- Banca Transilvania Financial Group: RON 4,731 million, +58.5% vs. 2023
- The gain from the acquisition of OTP Group is not taxable and is found on the "Bargain gain" position, in the amount of RON 683 million and represents the difference between the consideration paid (in the amount of RON 1,722 million) and the part of the fair value of the assets and liabilities of OTP Bank Romania S.A. and the other OTP subsidiaries at the date of taking control (in the amount of RON 2,405 million). The gain from the acquisition of BCR Chisinau S.A. is in amount of RON 132.8 million.
- In the period of 5 months up to December 31, 2024, the companies acquired from the OTP group, apart from OTP Asset Management SAI S.A., contributed a profit of RON 55.65 million to the Group's results. In the 3-month period up to December 31, 2024, OTP Asset Management SAI S.A. contributed a profit of RON 0.96 million to the Group's results.

Cost/Income Ratio (31.12.2024)

- The Cost/Income Ratio at the Bank level reached 45.4%, slightly decreasing as compared to 2023 (45.6%), despite 2024 was the first year in which the Turnover tax was applied. Excluding the expense with the Turnover tax, Cost/Income Ratio would have reached 42.1% at the Bank level. This ratio is closely monitored and one of the bank's objectives in increased operating efficiency. At Group level, the Cost/Income Ratio stood at 48.3%.

Operating income (31.12.2024)

Operating income amounted RON 10,061 million at Group level, compared to RON 7,725 million in 2023. At Bank level reached RON 8,224, +27.8% vs. 2023 and +7.3% vs. the budgeted level, as a result of a larger business volume, both through loans to individuals and companies and through the volume of operations performed via bank.

The most important income categories are the following:

- Net interest income: RON 5,532 million in 2024, grew by 28.1% as compared to the previous year at Bank level and at the Group level increased by 31.4%, reaching RON 6,908 million. Of this income, a significant share of 44.2% is accounted for by revenues from securities which amount to RON 2,446 million.
- BT Group fees and commission income increased strongly by 17.4% to RON 1,488 million, of which the Bank's increase was 14.7%, reaching RON 1,268 million, above the budgeted level by +2.0%. The positive evolution compared to the previous year is due to the increase in the number of card transactions by 23%.
- Net trading income: This income increased by +31.1% at bank level and +42.8% at group level due to positive net income from derivatives, higher net foreign exchange income and net revaluation income on foreign currency assets and liabilities.

Operating expenses before net expenses with impairment allowance and provisions for other risks and loan commitments amounted at Group level RON 4,859 million, vs. RON 3,506 million (2024 vs. 2023). At Bank level operating expenses increased by 27.1% reaching RON 3,732 million, from 2,935 in 2023. The evolution of operating expenses was influenced at the Bank level, besides by the business as usual, by the acquisition of OTP Group and the introduction starting 2024 of the turnover tax which amounts for the reporting year RON 269 million. 900 bps of the operating expenses growth is due to turnover tax.

Personnel expenses: +32.1% at BT Group and +20.5% at bank level (2024 vs 2023), due to the expansion of the employee base by over 2% and of the related benefits. The Bank continued the Stock Option Plan, rewarding the performance of the employees, whereby performing employees can exercise their right and option to purchase a number of shares issued by the bank, generating expenses at bank level of RON 121 million in 2024, an increase of 88% compared to 2023.

Pre-provision operating profit increased by 23.3% in 2024 vs. previous year, reaching RON 5,202 million RON at Group level and 4,492 million at BT level, marking an increase of 28.3% due to higher operating income generated by the Bank's organic growth and the initiative to consolidate its position in the banking sector through acquisitions.

Net Provision Expenses: RON 575 million at Group level (including recoveries from off-balance sheet loans), higher by 12.1% vs. 2023, while at Bank level were lower by 11.0%, reaching RON 332 million, maintaining a prudent risk approach.

BANKING PRUDENTIAL RATIOS

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

Ratio	Level	BT level 31.12.2024	BT level 31.12.2023
CAR	> 8%	23.49%	21.97%

The capital adequacy ratio is at a comfortable level of 23.49%, without the profit of the second half of the year 2024 included. An adequate level of the capital and the general financial ratios was maintained, in accordance with the prudent banking practices.

PERFORMANCE OF THE BANK'S BUSINESS LINES

In 2024, BT continued to support stakeholders anywhere and anytime, maintaining its commitment to contribute to supporting the Romanian economy and offering solutions and support to all business segments.

Client base evolution: +7.8% in 2024 vs. 2023

Number of active clients per business lines, for whom Banca Transilvania is the main bank, +7.8% in 2024 vs. 2023, with the following structure:

BT Active clients*	31.12.2024	31.12.2023	2024/2023
Large Corporate Clients	1,509	1,517	-0.5%
Medium Corporate Clients	8,761	11,197	-21.8%
SME Clients	25,002	25,358	-1.4%
Micro Business Clients	448,472	415,679	+7.9%
Retail Clients	4,088,127	3,785,742	+8.0%
TOTAL	4,571,871	4,239,493	+7.8%

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

The entire Corporate loan portfolio at the Bank level is about 60% of total gross loans, with an almost equal split between local currency and foreign currency.

The new production of corporate loans amounted to RON 26.6 billion in 2024.

Large Corporate Clients

- Gross loans balance of Large Corporate business line at Group level reached RON 31.9 billion (+30.4% versus December 2023), while at Bank level it reached RON 29.4 billion at the end of 2024, 20% higher than the end of 2023;
- Sectors like sustainable agriculture, IT&C, infrastructure, industry, education and health care services remain of interest for BT, reconfirming the engagement mentioned in the sustainable finance framework, while maintaining the position of leader in offering financial solutions and banking services in a professional and efficient manner for its Corporate clients.

- Banca Transilvania collaborated with European Bank for Reconstruction and Development (EBRD) in a program like Risk Sharing Framework for financing large companies in the local market such as Omnia Europe and Profi.
- On Large Corporate segment, BT focused on capitalizing on cross-sell with main lending relationships, while managing a loan portfolio almost double than 3 years ago.

Mid Corporate and SME Clients

- +14.5% gross loan balance at Bank level and 26.1% at Group level, reaching RON 22.9 billion (2024 vs 2023) at Bank level and RON 27.5 billion at Group level, influenced at Bank level by:
 - RON 3.5 billion total amount financed through government programs in 2024 (+5.7% compared to 2023)
 - Focus on programs such as IMM Invest and "Farmer's Credit"; BT's participation in MEDAT (Ministry of Economy, Digitalization, Entrepreneurship and Tourism) grants program totaling RON 336 MN. BT covered 59%.
 - The amount of new loans granted to Micro and SME customers which is RON 2 billion higher compared to the 2023 level.

Persisting in the efforts of sustaining the SME sector, BT devoted time and resources in efficiently enhancing the all-in-one banking platform for entrepreneurs, BT Go, which became an adaptable business ecosystem with more than 207,000 users and more than RON 21.7 billion value of transactions, offering a useful set of features:

- Easy Payment Transfer
- Standard and negotiated FX
- Open and Close Classic and Negotiated Deposits
- View/Limits' management and Block/Unblock Cards
- Bulk Download Statement
- FGO Integration and RO e-Factura

Micro Business Clients, part of the Mid Corporate & SME segment, increased its number of clients in the last 5 years with 50%, reaching almost 450,000 clients (+7.9% vs. 2023). The growth of number of clients impacted also the number of loans granted in 2024, which reached 18,000, +15% versus 2023.

At the Group level, RON 6.6 billion loans were granted. Contributing to this result, BT Mic (BT Microfinanțare) supports the access to financing, Micro business clients enjoying the Stup initiative (Hive), which reached 33,000 members. The Stup, initiated 2 and a half years ago, has engaged over 7,500 entrepreneurs who have established over 630 new businesses that support the economy.

Micro Business Clients have also an important role in the liabilities side, with a growth in the deposit balance of 13.6% in 2024 vs. 2023.

Retail Clients

At Group level, Retail customers exceeded the threshold of RON 40 billion, up 24.9% compared to 2023, as result of both the integration of portfolios belonging to new acquisitions and organic growth.

Retail clients presents significant changes in 2024, such as:

- +8.0% number of active clients (2024 vs 2023), reaching almost 4.1 million
- +29.4% number of unique digitalized clients, reaching above 4.4 million
- 7 million cards, including the cards issued for acquired OTP clients, which led to an increase of 23% in number of transactions (2024 vs 2023)
- 4.5 million unique cards in the BT Pay, Apple Pay, Google Pay, Fitbit Pay and Garmin Pay wallets
- +36% number of mobile payments in 2024 compared to 2023. At the same time, transfers initiated from BT Pay became more popular, their volumes increasing by 54% compared to 2023.
- network of 1,937 ATMs (compared to 1,865 at the end of 2023), of which 651 are multifunctional and 502 BT Express Plus ATMs and above 148,000 POS terminals available for merchants

On the lending side:

- More than 15,000 Romanians bought a house with the help of BT, the amount granted exceeding RON 4.5 billion. The balance of mortgage loans reached RON 19.3 billion and increased by 3.2% compared to December 2023, accounting for 22% of the loan portfolio.
- More than 135,000 consumer loans were granted
- +15% interactions in BT Visual Help, which is the digital platform where clients contacting the call center are directed. On this platform, clients have access to account information, credit card information, transactions and can perform card-specific operations over their phone.

Treasury

The bank's treasury activities complement other products and services offered to customers through the five business lines. Some of the main principles and strategic objectives related to the treasury activity are:

- Prudence - managing BT's liquidity surplus, the maturity of assets and liabilities, the interest rate structure and the market risks to which the bank is exposed, in line with the risk limits established in BT's Risk Strategy and/or the regulations governing the Romanian banking sector;

- Dispersion: limits on counterparty exposures resulting from all types of treasury products;
- Maximizing revenues, prudently and considering the estimated multi-annual evolution of various cyclical macroeconomic indicators.
- Develop strategies and pricing structures to help increase commercial lending as part of the balance sheet management / Asset and Liabilities Management process
- And last but not least, developing hedging products and strategies for bank's customers, including market access and price distribution through digital solutions.

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

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



THE PEOPLE OF BT. MANAGEMENT OF HUMAN RESOURCES

- Figures mean people
- Organizational culture and climate
- Personal development
- Performance evaluation
- Benefits
- Recruitment
- Remuneration policy
- Employees' health, protection and safety

Banca Transilvania means people first and foremost. Therefore, BT's priorities in 2024 continued to be: ensuring a constructive performance-boosting working environment, health, protection and safety of employees and their families, quality selection and recruitment, with a focus on attracting talent for the Bank's current and future needs, continuous professional and personal development of the bank's team.

Employee retention and long-term performance are an ongoing priority. Thus, the Career Plan was implemented for the network and certain departments in the Bank's Head Office, the development of management and leadership skills for all the management levels aiming at supporting and sustaining the activities of the people in the coordinated teams. All this had a significant impact on the bank's performance, translated into increased employee retention and commitment of team members to the bank.

FIGURES MEAN PEOPLE

- Total number of BT employees: 10,423
- No of active employees of the bank: 9,744
- Average age: 39 years
- 71% women and 29% men
- Staff turnover (2024 vs 2023): 9.06% in 2024 compared to 9.9% in 2023
- Almost 50% of Banca Transilvania Group employees are mothers with children up to 18 years old.

ORGANIZATIONAL CULTURE AND CLIMATE. BT EMPLOYEE EXPERIENCE INDEX

The bank is furthermore concerned with developing a constructive organizational culture, in which employees work together to achieve goals and are involved in their own professional development and in making Banca Transilvania a workplace where employees come to enjoy working.

For the second year in a row, as part of the internal BT Employee Experience Index, the BT team has nominated colleagues who they consider to be role models of collegiality, collaboration and support. Also in this iteration, the departments/departments with which the employees interact most often in their daily work and whose speed of response and resolution of requests they particularly appreciate were assessed.

BT Employee Experience Index (BT EEI) survey is held twice a year and has the following main objectives:

- measuring the Net Promoter Employer Score (eNPS);
- measuring the quality of the interaction between managers and members of the teams they coordinate;
- the extent to which Banca Transilvania's strategy is known by the entire bank team;

- collecting proposals / recommendations that can increase the employees' satisfaction level.
- measuring the quality of collaboration with other colleagues from other departments, based on frequent professional interactions;
- evaluating the degree of collaboration with departments within the organization, depending on the interaction had during the year.

Based on the information collected after analyzing the data, specific initiatives and actions for the employees were implemented. Over 8,052 suggestions were received, which were analyzed and supported the decisions to improve the organizational climate. The participation rate of the employees from Banca Transilvania Group was 87% in the study carried out in July-August 2024.

PERSONAL DEVELOPMENT

Banca Transilvania has maintained its commitment to invest in the professional development of its employees, with a focus on increasing performance. Record figures of nearly 291,866 hours of participation in training programs were recorded through a variety of formats: classroom trainings, webinars and e-learning. 96% of these programs aimed at strengthening technical and specialized skills in areas such as banking products and services, operational flows, financial analysis, project management, legal, IT, etc.

Development programs for employees

To support the continuous development of its employees, Banca Transilvania has structured its training programs in two main academies:

Leadership and Management Academy

- **Be the Manager** - Program for entry and mid-level managers focused on strengthening essential management and leadership skills.
- **Leadership Program** - Developed in collaboration with professors from Harvard Business School. This program is designed for senior managers in the BT Group, aiming to develop strategic leadership skills.
- **Smart Relationships** - A program aimed at senior and mid-level managers in the BT Group designed to improve collaboration and effectiveness of professional relationships within the organization.
- **Sales Academy**
- **Entrepreneurship** - Program dedicated to entrepreneurship development, based on modern methods, including Business Model Canvas and GROW, providing participants with practical and applied experiences.
- **SME Business School** - Intended for teams from the SME and Microbusiness segment, this program focuses on sales skills and identifying customer needs, helping to build sustainable business relationships.

- **Sales Caravan** - A project specifically designed for customer relationship specialists to develop sales skills in a flexible and accessible format, with adaptability to local realities.

Through these initiatives, Banca Transilvania consolidates its position as a promoter of performance and professional development, providing employees with the necessary resources to excel in their roles.

Learn from Home

Intended for network employees, the benefit was accessed by 851 colleagues in 2024.

PERFORMANCE EVALUATION

In 2024, the individual criteria assessing the individual contribution of each employee were updated. For this purpose, nine competencies were defined for each role in the organization and each BT employee has set together with the direct manager a minimum of 2 individual SMART objectives (specific, measurable, attainable, relevant and time-bound).

Individual competences are grouped into 3 categories:

- **3 CORE competencies** - are those competencies common to all BT employees
- **3 competencies common** to each job 'family' - those competencies common to a group of BT employees (members of a BT department/division)
- **3 job-specific competences** - those competences needed by each employee to be able to perform their specific duties.

The employee performance review process continued to be improved and updated to support the Bank's culture of sustainable performance orientation and high ethical standards. The objective was to build a more agile and valuable performance management process for colleagues. To this end, new functionalities have been developed in the existing specific platform.

BENEFITS

At Banca Transilvania, employee motivation mechanisms are permanently built, to become the place where people can learn, grow and feel as good as possible in the team. The most important programs taking place in 2024 are:

- From 01.01.2024 the value of meal vouchers has increased by 33%
- In February 2024, BT indexed the salaries of all the bank's employees to the 2023 Inflation Index. This measure provides financial security for employees, which will be reflected in long-term performance and loyalty. Ensuring a positive organizational climate increases job satisfaction and motivation. In order to ensure a more equitable and sustainable salary structure and to be able to bring salaries in line with market levels, a process of Re-grading of internal positions was carried out between January

and June 2024. By creating a fair and benchmarked salary system, we expect to increase employee motivation and aim to attract the best professionals to strengthen the existing team.

- Between February 2024 and September 2024, BT participated in the Visa Facilitation Program, in partnership with the Chamber of Commerce of the US Embassy in Romania, benefiting 239 employees. The implemented benefit supports international mobility, helping to enhance the employer brand and increase the company's competitiveness in the labor market.

RECRUITMENT

Bringing in new people, trained and suited to the BT's organizational culture and needs was also a priority for the bank in 2024. Matching profile: good collaboration skills, autonomy, customer care and adaptability.

In 2024, we continued a series of projects with an impact in recruitment / retention / engagement:

The BT career plan

It is developed to ensure predictability and transparency of the promotion and career development opportunities in BT. This program is active in BT's network and in the relevant Directorates at Head Office, with around 800 employees benefiting from it in 2024.

BT Internship

- In the year 2024 Banca Transilvania submitted and won for implementation 3 practice projects funded by the European Social Fund:
 - **Two internship projects for students:** "Good experiences keep us together" and "From the bench to the Bank - the first steps towards discovering your career". In both projects, 800 students from business and technical faculties from all over the country will be practicing in BT's premises for 2 years.
 - **An internship project for students:** "Internship and training for valuable professionals", where, in a partnership with the "Costin Kiritescu" Economic College in Bucharest, 268 students will intern in BT for a period of 3 years.
 - **FutureUP:** a program organized in collaboration with the Babeş-Bolyai University and the UBB Students' Organization from Cluj-Napoca, through which 5 technical students, out of the 30 who applied for the program, joined BT teams, being employees of the bank.
- **Programs for students:** Engineering Summer University, in collaboration with the Technical University of Cluj Napoca, which was attended by over 100 students interested in technical programs and projects; Junior Summer University in collaboration with Babes-Bolyai University, which was attended by over 100 students interested in the financial-banking field and in collaboration with the County School

Inspectorate, which was attended by over 120 students interested in economic development;

- **BT Bridge:** we bring together new employees from Head Office with colleagues from the network to learn from them about BT customers, how to serve them, products, challenges, etc. and collect ideas for improvement;
- **BT Primul Pass:** internship program organized for the operations team of the Cluj Branch and the assigned agencies.
- **Internship in the technical area:** 10 participants from a single traineeship in the Application Administration area, of which 4 stayed within BT.
- In 2024, other **Internship programs** were carried out within the Bank's Departments. About 80 students practiced in Banca Transilvania's agencies in Cluj-Napoca and 66 students practiced in the operations team of the agencies in Bucharest. A significant number of them became BT employees after their internship.

A Different Kind of School in BT

In 2024 we partnered with 7 schools in Cluj-Napoca. During the A Different Week, we invited an external trainer who organized workshops, by age groups, with topics in the area of financial analysis. 140 students participated, from preparatory classes up to 8th grade.

REMUNERATION POLICY

The Remuneration Policy is approved by the Board of Directors. The Bank ensures a fair and competitive remuneration, strictly respecting the skills and performance, with two components, properly balanced: the fixed component and the variable component.

The fixed remuneration reflects relevant professional experience and organizational responsibility as set out in the employee's job description, as part of the terms of employment. The fixed remuneration is sufficiently consistent and represents a sufficiently large proportion of the total remuneration so as to allow the application of a fully flexible policy on variable remuneration components, including the possibility of not paying any of its components.

The variable remuneration reflects a sustainable and risk-adjusted performance, as well as a result that exceeds the performance required to meet the employee's job description as part of the employment terms. The variable remuneration is not automatically guaranteed or carried over from one year to the next. The distribution mechanism of the variable remuneration component does not guarantee amounts to be paid over several years. Thus, the variable remuneration is subject to an annual, fair, review process.

EMPLOYEES' HEALTH, PROTECTION AND SAFETY

In order to increase the level of motivation, commitment, retention rate, improve the working atmosphere, increase loyalty, health and productivity, several projects in the area of Health & Wellbeing were implemented at BT.

In 2024, already known projects were continued and new ones were implemented:

- **The “Screening Saves Lives” Program** - developed and run with our partner: Regina Maria Clinics Network, is a program to prevent the most common types of cancer. Banca Transilvania is the only company in Romania that carries out such a program available to all its employees, and all investigations within the program are carried out free of charge. In 2024, 2,241 screening packages were implemented, and in cases where cell changes were detected, prompt treatment saved lives.
- **The voluntary health insurance** for BT employees who opted for this benefit was extended and the additional option of second medical opinion as well as post-hospitalization convalescence from accident or illness was added. Additional packages have been added that can be purchased at a preferential price of Telemedicine and Top Up Protect (which includes the settlement of expenses for 10 serious diseases), both for employees and for the family.
- **The refund of the anti-influenza vaccine and additional benefits in the co-payment system:** complex imaging investigations (MRI and CT) and kinetic and physiotherapy medical services, within the Kinetic medical clinics. Information and awareness campaign regarding the importance of donating blood by organizing voluntary actions, together with the Blood Transfusion Center Cluj-Napoca and Arad. We organized a blood donation campaign where 136 employees from Cluj-Napoca and Arad donated blood.
- **Medical Advisor** visits at the bank headquarters.
- **#SafePeopleofBT** was a project that was born in the pandemic and has since been developed through podcasts on various health-related topics, relevant for employees.
- **Wellbeing program** for awareness and prevention on mind and body health, with various topics, which were selected based on the most common diseases identified at the annual occupational health check-up. The program was developed based on a report that highlighted the most common risk factors by gender, age and related medical conditions, so that we can address employees' needs in the most personalized way possible.
 - Regina Maria podcast: Taste of health - nutrition for a balanced life;
 - Regina Maria podcast: Oral health - a fundamental pillar of overall wellbeing;
 - Regina Maria podcast: Hormonal health for all - Addressing endocrinologic disorders;
 - Regina Maria podcast: Prevention, testing and vaccination - The complete HPV approach;

- Regina Maria podcast: Healthy bones and muscles - a guide to prevention and care;
- Regina Maria podcast: Longevity and wellbeing - Strategies for a healthy future;
- Regina Maria podcast: Education and eye health;
- Regina Maria podcast: About the joy of movement;
- Regina Maria podcast: How to protect our children in summertime;
- Regina Maria podcast: How to keep your heart healthy;
- Nutrition podcast: Cheers to good health on the feast day!;
- Podcast: Men's Health.
- **Workshops for parents and children:** in partnership with an external trainer specialized in parenting, workshops were organized for BT parents on various topics of interest to them: Getting children settled at school, Building healthy family relationships, Managing stress in the family. At the same time, for employees' children, aged 10-15, we organized workshops on topics such as: Trusting myself, What I do on the internet - online safety, Body science, Public speaking.
- **Schedule for parents returning from maternity leave:** This program supports the gradual integration of the employee after an absence of approximately 2 years. Parents have a flexible schedule during the first month after returning to the office. Based on the positive feedback received after the launch of this program, this gradual accommodation approach was maintained when mothers returned to work.
- The **"Raising Healthy Generations"** project focuses on lifestyle education. Through an integrated approach, it offers educational, innovative, interactive, creative, educational resources, creating a strong educational community where parents, teachers, physicians and students learn how to adopt a balanced lifestyle, contributing to the harmonious development of each generation. The sessions held throughout 2024 by Dr. Alina Epure, in many cities in Romania, were attended by colleagues from BT, along with experts from various fields who approached from different perspectives the 6 essential pillars of health: nutrition, sleep, movement, positive social connections, eliminating addictions, stress resilience.

Program designed to maintain the emotional balance

It started in 2020, after the COVID-19 pandemic brought to the HR agenda several topics, including how it can help or intervene to reduce ambiguity, anxiety, stress and identify effective ways to manage problems.

The following benefits were added:

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

A series of articles and advice in the field of psychology, under the "**Wellbeing**" umbrella, which can be accessed on the bank's intranet (BT Hub)



RISK MANAGEMENT

- Credit ratings
- Credit risk
- Liquidity and credit risk
- Operational risk
- Market risk
- Interest rate risk from activities outside the trading book
- Reputational risk
- Risk of excessive leverage
- Strategic risk
- Systemic risk
- Compliance risk
- Capital adequacy
- Internal and external audit

CREDIT RATINGS

In 2024, Banca Transilvania was rated for the second time by **Moody's Ratings**. The agency confirmed the ratings of Banca Transilvania issued for the first time in 2023 and improved the outlook from stable to positive, for the long-term deposit rating (Baa2) and the issuer rating (Baa3).

The confirmation of the basic rating (Ba1) reflects BT's solid capitalization and robust profitability, supported by its leading position in the Romanian banking market and operational efficiency. The rating also reflects the impact of the acquisition of OTP Group companies in Romania by Banca Transilvania.

The positive perspective of the bank's ratings for long-term deposits and for the issuer rating shows the strengthening of depositor protection, against the background of significant volumes of senior non-preferred bonds, issued in September 2024.

The rating agency's accreditation supports BT's efforts to maintain an efficient cost of capital.

The Fitch rating agency upgraded the long-term rating of Banca Transilvania in November 2024, from "BB+" with a stable perspective to "BBB-" (Investment grade) with a stable perspective. During December 2024, the outlook was revised to "negative" in line with that of Romania's sovereign rating.

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

The objective of Banca Transilvania Financial Group in terms of risk management is the integration of the assumed *medium-low* risk appetite within the bank's decision-making process, by promoting the adequate balance between the assumed risks, the available capital and the performance targets, considering at the same time the tolerance to financial and non-financial risks. In determining its appetite, capacity and risk tolerance, the BT Financial Group shall take into account all material risks to which it is exposed taking into consideration the specificity of its activity, business model, strategic and operational objectives, and applicable capital and liquidity requirements, its own risk management and control capacities, as well as the regulatory constraints, being mainly influenced by the credit risk.

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

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

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

- Continuously assesses the risks likely to affect the bank's business and goals and takes actions whenever any changes appear in its business conditions.
- Ensures the existence of an adequate activity management framework within the Group, considering both internal factors (the complexity of the organizational structure, the nature of the activity, staff quality and fluctuation) and external factors (macroeconomic factors, legislation changes, competition changes in the banking sector, technological progress);
- Identified the risks: The Group's exposure to inherent risks through day-to-day operations and transactions (including lending, dealing, capital market activity, asset management and other specific activities) is identified and aggregated through the risk management infrastructure implemented at the Group Level;
- Assesses/measures risks: An evaluation of the identified risks is carried out through specific models and calculation methods: a system of ratios with related limits, a methodology for assessing the risk events likely to generate losses, calculation

methodology for specific credit risk provisions, assumptions regarding the future evolution of assets' value, etc.;

- Monitors and controls risks: The policy and the procedures implemented for an effective risk management are meant to mitigate risks inherent to the bank's business. The bank implemented procedures for the supervision and approval of decision and trading limits per person/ unit/ product etc. Such limits are monitored daily/ weekly/ monthly depending on operations.
- Reports the risks: Periodic and transparent reporting mechanisms have been established for specific risk categories so that the management body and all relevant structures benefit in a timely manner from accurate, concise, intelligible and meaningful reporting, but can also exchange relevant information on the identification, measurement or assessment and monitoring of risks;

Calculates and evaluates internal capital and internal capital requirements: In order to assess the adequacy of the internal **capital** to risks at Group level, all the significant risks to which the Group is or may be exposed are identified and assessed, by a continuous evaluation of the internal capital and internal capital requirements, to cover the bank's business needs and of the related risks, including through stress tests.

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

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

- Credit risk;
- Liquidity and credit risk;
- Operational risk;
- Market risk;
- Interest rate risk from activities outside the trading book;
- Reputation risk;
- The risk associated with excessive usage of leverage;
- Strategic risk;
- System risk;
- Compliance risk.

CREDIT RISK

The credit risk management framework is regularly updated and improved, being designed to cover all credit exposures in the banking activity and includes, among others, the following basic components:

- A risk assessment system for new credit products / significant changes in the existing products;
- Lending methodology to ensure a healthy loan book, respectively lending standards and terms;
- Integrated IT systems for the client relationships and loan origination management, both for companies and individuals.
- An efficient credit risk rating process capable of rendering the variable level, nature and determining factors related to credit risk, which could occur in time, so as to ensure in a reasonable manner that all the credit exposures are properly monitored and the ECL-related (Expected Credit Loss) allowances are properly measured;
- A model validation process, the related framework defining: the structure of the model validation process in terms of responsibility and reporting, internal regulations on the evaluation and approval of the changes brought to the models, and reporting the results of the model validation;
- A system for assessing the risk exposure through transactions;
- Pricing methodology based on risks;
- An efficient process of Active management of the loan portfolio, that includes an adequate reporting system;
- Concentration limits per client / group of clients / products / regions /sectors/ guarantee suppliers / guarantee types;
- Proactive management of fraud risk mechanism;
- Elaborating the methodology for the early identification of higher real or potential credit risks;
- Methodology for loan monitoring / review after granting;
- Processes systematically and consistently applied in order to establish proper allowances for the loss in accordance with the applicable accounting regulations in the field of credit risk;
- Continuous improvement of the overdue credit collection process;
- Back-testing methodology regarding the adequacy of the default probability parameter, the non-repayment status and the provision level related to the Bank's loan portfolio;

The methodologies used to assess credit risk and to determine the level of loss adjustments according to the type of exposure particularly seek to:

- include a robust process designed to increase the BT's ability to identify the level, nature and factors of the credit risk at the time of the credit exposure initial

recognition, but also to ensure that the subsequent changes in the credit risk can be identified and quantified ;

- include criteria that take into account the impact of forward-looking information, including macroeconomic factors;
- include a process for assessing the adequacy of the significant inputs and assumptions related to the chosen method of establishing the ECL level, including an effective model validation process that ensures that credit risk assessment and measurement models are capable of generating accurate, consistent and unbiased predictive estimates at all times;
- take into account relevant internal and external factors that may affect the ECL estimates;
- ensure that the ECL estimates incorporate forward-looking information, including macroeconomic factors, that have not already been taken into account in the calculation of adjustments for individual exposure-measured losses;
- involve a process for assessing the overall adequacy of loss adjustments in accordance with the relevant accounting regulations, including a regular review of the ECL models.

In order to ensure a responsible lending in the financing process within Banca Transilvania, the following will be taken into account:

- strictly financing of those activities that comply with the national environmental, health and safety laws and regulations in force;
- financing only those activities that do not appear in the Bank's Exclusion List;
- appropriate documentation and appropriate assessment of ESG risks related to each activity / financed project;
- the ESG risks associated with the financed activities are permanently monitored.

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

- The organization of an internal system of norms and procedures in this field, establishing the regulatory framework for the lending process in order to avoid or to mitigate the risks occurrence; development / improvement of the credit risk management procedures (strategy, policies, norms related to credit risk management); ongoing improvement of the credit approval / loans granting process;
- Maintaining an adequate process for credit management, control and monitoring;
- Organizational structure of the bank – there are departments and committees with responsibilities in the credit risk supervision and management.

The credit risk appetite determined *a priori* for 2024 was *medium-low*.

LIQUIDITY AND CREDIT RISK

The liquidity risk appetite for 2024 was set as low, taking into account the structural correlation of the bank's assets and liabilities. The purpose of liquidity risk management is to obtain the expected returns on assets by taking advantage of temporary excess liquidity and through an efficient allocation of the resources attracted from customers, in the context of a proper management, consciously assumed and adapted to the Romanian and international financial-banking market conditions, as well as the general economic context, the current legal framework and the development targets of the BT Financial Group. Liquidity management is realized centrally and aims to combine prudential requirements with profitability requirements.

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

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

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

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

During 2024, the bank recorded very good levels of liquidity indicators thus demonstrating a solid position, registering a more than comfortable liquidity level in a fragile overall economic context.

As well, attention is given to:

- correlation of the growth rate of resources/loans;
- diversification of the range of instruments used and of the IT systems, correlated with the institution's risk appetite;
- monitoring of liquidity coverage ratio (LCR – Liquidity Coverage Ratio)
- adequate capital allocation;

OPERATIONAL RISK

Operational risk is the risk that considers those inadequate practices, policies and systems unable to prevent a loss due to market conditions or operational difficulties.

The objective of the operational risk management is to ensure the general framework and action directions for establishing a complete risk management in BT Group, by integrating a specific management system in the current risk management processes. The Group aims to continuously improve the risk management processes by working towards an integrated risk management system to support the decision-making process.

The operational risk management framework implemented at the level of the entire group is in accordance with the established business objectives and the assumed risk appetite, as well as with the observance with the provisions of the legislation in the field and of the internal regulations in force.

In order to identify, evaluate, monitor and reduce the operational risk, BT Financial Group:

- continuously assesses exposures to operational risk, based on historical data, monitoring and managing **the conduct risk**, as a subcategory of the operational risk, as well as the risk determinants associated with this subcategory, paying particular attention to its scope, relevance and the possible prudential impact;
- evaluates and monitors products, processes and systems aimed for developing new markets, **products and services**, as well as significant changes to existing ones and the conduct of exceptional transactions, from the perspective of product consistency and changes in line with the risk strategy;
- identifies, assesses, monitors and manages the **risks associated with information technology (ICT)**, the bank has appropriate processes and controls in place to ensure that all risks are identified, analyzed, measured, monitored, managed, reported and maintained within the risk appetite and that the projects and systems they deliver and the activities they perform are in line with the external and internal requirements; The Bank also defines and assigns relevant roles, key responsibilities and reporting lines to ensure the effectiveness of the ICT and Security Risk Management Framework, which is integrated into its own regulatory framework, operational framework for ICT security and into the risk management framework.

In order to reduce the risks inherent in the Group's operational activity, it is necessary to constantly monitor the controls implemented at different levels, to evaluate their efficiency, as well as to introduce methods to reduce the effects of the operational risk events.

The strategy of Banca Transilvania to diminish the exposure to operational risks is mainly based on:

- constant compliance of the normative documents with the legal applicable legal provisions and adaptation to the market conditions;
- personnel training;
- efficiency of the internal control systems (organization and implementation);
- continuous improvement of the IT solutions and strengthening of the Group information security systems;
- enhance and streamline antifraud architecture and processes;
- using complementary means to reduce risks: concluding specific insurance policies against risks, outsourcing activities;
- the implementation of the measures for the limitation and reduction of the effects of the identified operational risk incidents, such as: standardization of the current activity, automation of most processes with permanently monitored control points; reduction of redundant data volumes collected at the level of different entities of the Group;
- assessment of the products, processes and systems in order to determine the associated risks and measures to eliminate / mitigate them;
- the application of the recommendation and conclusions resulting from on-going supervision;
- the update, evaluation and testing of business continuity plans on a regular basis, in particular of those systems that support the critical operational processes of the Group;

The operational risk assessment process is closely correlated with the overall risk management process. Its outcome is part of the operational risk monitoring and control processes and is constantly compared to the risk appetite established by the risk management strategy.

The operational risk appetite of Banca Transilvania, set *a priori* for 2024, was *medium-low*.

MARKET RISK

In 2024, Banca Transilvania's market risk appetite was set as *medium-low* due to the structure and the size of the portfolio of financial instruments, the prudential approach of all operations subject to such a risk and the numerous limits implemented and daily monitored within the bank's current business activity. In order to reduce the market risk, the bank adopted a prudential approach to protect its profits from fluctuations in prices, interest rates and exchange rates on the market, which all represent exogenous, external, independent factors. The Bank implements a series of principles in terms of quality, maturity, diversity and risk degree of the constitutive elements of the financial instruments portfolio (primary instruments, derivative instruments).

Banca Transilvania performs a daily evaluation of all banking positions, marking to market its portfolio of financial instruments, of the positions at the directly available closing prices, coming from independent sources, such as: prices on the stock exchange, electronic quotations, quotations from several independent, well-known brokers, in accordance with the applicable internal regulations and monitors the “warning” or “alert” levels, using backup plans, immediately applicable, in case of unstable market conditions.

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

- **Interest rate and pricing risk:** The management of this type of risk is adapted and permanently adjusted to the Romanian and international financial-banking market conditions and the general economic background. The interest rate risk is monitored daily and tested in crisis simulations performed for the bank's securities portfolio, and the price risk is also monitored daily and tested in crisis simulations related to the portfolios of shares and funds units held by the bank.
- **FX Risk:** It represents the risk of recording losses related to the on-balance sheet and off-balance sheet positions due to unfavorable market fluctuations in the exchange rates. The Bank applies a series of rules with regard to operations/positions sensitive to exchange rate fluctuations, the realization, registration and mark-to-market thereof, as well as the impact of exchange rates on the bank's assets and liabilities.
- **Counterparty credit risk and settlement risk from exposures resulting from derivative financial instruments and from transactions with financial instruments:** Represents a possible loss that may occur due to improper settlement of the treasury operations, the objective of Banca Transilvania regarding the management of the counterparty credit risk and the settlement risk being the adoption of a prudent policy regarding the selection of counterparties, custodians, management of the counterparty operations and of the maturities of the related operations.

INTEREST RATE RISK FROM ACTIVITIES OUTSIDE THE TRADING BOOK

The appetite for the interest rate risk from activities outside the trading book in Banca Transilvania was set in 2024 as medium-low. The Bank has established a set of strict principles for managing and monitoring this type of risk, based on a risk management process that keeps interest rates within the prudential limits. The interest rate risk management is to minimize the possible negative impact on the net income, as well as to preserve the economic value of the equity under the conditions of adverse fluctuations of the interest rates.

The bank uses management tools such as GAP static analysis as well as the economic value of the assets, forecasts regarding the interest rate trends, the interest types and levels of the bank's products, depending on currency and maturity, the volumes of different balance-sheet items sensitive to interest rates, fees and commissions, directly or indirectly influenced by interest rate changes, limits recommended and periodically updated in the interest rate management.

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

REPUTATIONAL RISK

The reputation risk represents the current or future risk that the profit and capital may be negatively affected by the clients'/counterparties'/ shareholders'/investors'/supervisory authorities' unfavorable perception of the BT Financial Group's image. The appetite for the reputation risk in Banca Transilvania Financial Group was set in 2024 as low. Reputational risk management is performed through the ongoing monitoring of internal and external threats in terms of reputation, through efforts to attract the best partners, both in terms of customers and suppliers, recruiting and retaining the best employees, minimizing disputes, rigorous regulation of the activity, prevention of crisis situations, respectively permanent consolidation of the credibility of BT Financial Group and the trust of the shareholders, the permanent improvement of the relations with the shareholders, the creation of a favorable environment for investments and access to capital, continuous and open communication with shareholders (shareholders, media, clients, partners, employees, authorities, etc.).

RISK OF EXCESSIVE LEVERAGE

The leverage concept represents the relative dimension of assets, off balance-sheet commitments and contingent obligations to pay, to render a service or to grant real guarantees, including the obligation resulting from the financing received, assumed commitments, derivative instruments or repo transactions, excluding the obligations that can only be performed during the liquidation of an institution, in relation to the institution's own funds.

Banca Transilvania treats cautiously the issue of leverage related risk, taking into consideration the potential increases of this risk as a result of own funds deterioration due to expected or incurred losses in accordance with applicable accounting regulations. The risk appetite associated with the risk associated with the excessive use of leverage in BT, established a priori, was set as low in 2024, by using quantitative methods of assessment and mitigation. Banca Transilvania has implemented a risk management framework

associated with the excessive use of leverage, the main objectives of which are to protect the financial stability of the bank, limit excessive risk-taking, limit concentrations and diversify the portfolio, as well as ensuring a solid and sustainable capital and financing base.

STRATEGIC RISK

The Strategic risk is the current or future risk for profits and capital to be negatively affected by changes in the business environment, by unfavorable business decisions, improper implementation of decisions or the low adaptability to changes in the business environment. During 2024 the strategic risk appetite has been established as low based on the following aspects: risk management practices are part of the Group's strategic planning, the exposure to strategic risk reflects strategic goals that are not excessively "aggressive" and are compatible with the developed business strategies, the business initiatives are well designed and supported by communication channels, operating systems and adequate delivery networks for services.

In order to ensure sound strategic risk management, the BT Group conducts regular reassessments of its business strategy, draws up plans for the introduction of new business lines, products and services, for the expansion of existing services and for the infrastructure consolidation. The Group also performs analysis of the business environment in which it operates in order to highlight the strategic risk factors to which it is exposed.

SYSTEMIC RISK

The system risk is the risk of disrupting the financial system, which can have very serious negative consequences for the financial system and the real economy.

Banca Transilvania's objective is to ensure the general framework for establishing an adequate management of the systemic risk, in the sense of preventing and protecting the bank both against possible negative effects that the system may have on the institution, and vice versa. In this respect, BT has comprehensive regulations on risk management, which include, in addition to the general risk management policy and strategy, financing plans in crisis and recovery conditions, which aim to control risks, and in case of special situations can stabilize the institution and restore its financial position as soon as possible, without adversely affecting the market.

At the same time, in order to protect itself from the system risk generated by the other market participants, the bank has established exposure limits towards its counterparties and constantly monitors the exposure towards them.

COMPLIANCE RISK

The BT Financial Group's objective regarding the compliance risk management is to avoid the current or future risk of affecting profits and capital, which may lead to fines, damages

and / or termination of contracts or which may damage the Group's reputation as a result of violations or non-compliance with the legal and regulatory framework, agreements, best practices or applicable ethical standards.

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

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

The appetite for compliance risk in Banca Transilvania was set in 2024 as *low*.

CAPITAL ADEQUACY

Capital adequacy means the process of identifying, measuring, managing and monitoring of the internal capital, so as to ensure the permanent maintenance of an appropriate level of capital to cover all the risks to which the Group is or may be exposed.

The objective of the internal capital adequacy assessment process is to establish the action lines to ensure:

- the necessary capital for an efficient performance of activities;
- that own funds are permanently maintained at least at the level of regulatory capital requirements (established by EU/national regulations/ internal standards) to cover risks.

The internal capital adequacy assessment process is a component of the administration and management process of Banca Transilvania and its decision-making culture, according to which the management body must ensure the proper identification, measurement, aggregation and monitoring of risks, the preservation of internal capital levels adjusted to the bank's risk profile, as well as the use and development of sound risk management systems.

Also, the internal capital adequacy assessment process is integrated in the general practices of risk management, by its usage in:

- the strategic planning process at group level;

- ensuring continuous framework efficiency for the risk appetite;
- the process of risk management, capital management, including the forward-looking financing strategies;
- monitoring capital adequacy ratios to identify and assess potential threats in due time;
- obtaining practical conclusions and interpreting prevention actions.

In order to determine and monitor capital requirements for the coverage of significant risks, Banca Transilvania and Banca Transilvania Financial Group selected the following approaches:

- Credit risk: risk-weighted assets are determined based on the standardized approach;
- Market risk: capital requirements with respect to the exchange risk and the trading portfolio are determined according to the standardized approach;
- Operational risk: the basic approach is used to determine the capital requirement to cover the operational risk.

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

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

INTERNAL AND EXTERNAL AUDIT

The general objectives of the 2024 audit focused mainly on risk management, as well as on the assessment of the overall control system implemented on transactions and / or processes / flows, covering the entire range of risks. The control system assessment was carried out in line with the internal audit methodology, one of the main objectives being that of ensuring the reliability and integrity of financial and operational data, as a result of an independent and objective evaluation of the internal control system and of the risk management systems in connection with the financial reporting process.

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

- functions that hold and manage risks (operational units);
- risk supervisory functions (risk management function and compliance function);
- the function that ensures an independent examination, namely the internal audit function.

Thus, the 1st control level is realized by the operational units, which are responsible for ensuring an appropriate risk control and prevention environment within each operational

structure/activity, as part of their daily operations; the 2nd and 3rd control levels are associated with the three independent control functions, as follows:

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

The external auditor of the bank - Deloitte Audit S.R.L. - has audited the individual and consolidated financial statements of the bank as of December 31, 2024.

CORPORATE GOVERNANCE

- General Meeting of Shareholders
- Board of Directors
- Committees reporting to the Board of Directors
- Audit Committee
- Remuneration Committee
- Nomination Committee
- Risk Management Committee
- Leaders' Committee
- Assets and Liabilities Management Committee
- Procurement Committee
- Human Resources Committee
- Committee for Credit Policy and Approval from BT Headquarters
- Credit Risk Committees from the BT Headquarters
- Committees Specific to the Activity of the Credit Recovery Department and the Workout, Insolvency and Bankruptcy Department
- Committee for Monitoring Debt Enforcement and Realization of Assets
- Special Committee for Approval of Legal Enforcement / Litigation Status
- Financial Institutions Credit Committee
- Branch Credit and Risk Committee
- Factoring Committee
- Data Management Steering Committee
- Operational Risk Committee
- ESG Committee
- The Group's Policy regarding Diversity and Equal Opportunities
- Human Rights Principles
- Policy regarding the prevention of corruption and bribery
- Protection against anti-money laundering



Governance plays an essential role in increasing Banca Transilvania's performance, providing a strategic direction, ensuring that goals are met, risks are properly managed and resources are responsibly employed.

Being an issuer on the capital market, Banca Transilvania committed to comply with the Code of Corporate Governance of the Bucharest Stock Exchange and to enforce the defined principles of such market. Both the previous form of the BVB's Corporate Governance Code and the updated form that came into force on January 1, 2025, can be consulted on the BVB's [website](#). The first year of reporting compliance with the new Code is 2026, for the 2025 financial year, and we are currently endeavoring to ensure that there will be no provisions of the Code for which BT will not ensure compliance. At the same time, the bank has taken the necessary steps to verify on a continuous basis the compliance of the shareholders with the legal and regulatory requirements regarding their financial integrity and soundness, together with the requirements regarding the influence they can exert on the bank's management, no aspects being identified that may contravene these requirements.

GENERAL MEETING OF SHAREHOLDERS

The General Meeting of Shareholders (GMS) is the authority that ensures the bank's strategic management, being responsible for the definition of the strategic organizational objectives and the allocation of the resources required for the achievement thereof.

The General Meeting of Shareholders represents all the shareholders, whereby its decisions made in accordance with the applicable law and the provisions in the bank's Articles of Association are mandatory for all the shareholders, including for the ones that have not taken part in the meetings.

Every shareholder can participate in the General Meetings, either personally or by special letter of attorney for another person, whether that person is a BT shareholder or not, in accordance with the applicable legal provisions. In accordance with the provisions laid down in the Articles of Association, the letter of attorney must be provided to Banca Transilvania 5 days before the meeting date (GMS). Legal entities are represented in the General Meetings by their legal representatives or other authorized representatives, appointed in accordance with the provisions in their statutory documents.

The General Meetings shall be held at the headquarters of the Bank or at another venue, made known in time through a convening notice.

The General Meetings can be Ordinary and Extraordinary and shall be convened by the Board of Directors, according to the law.

The GMS convening notice shall be published in the Official Gazette, in one of the newspapers with national coverage and shall contain information about the place and date of the Meeting,

as well as the agenda. The meeting date shall not be earlier than 30 days as of the convening date.

The General Meetings take place at least once a year and the annual Ordinary General Meeting is held not later than four months as of the end of the financial year. In addition to the topics in the agenda, these Meetings must:

- discuss, approve or amend the annual financial statements, based on the reports presented by the Board of Directors, or, as applicable, the financial auditor, as well as establish the dividend;
- elect and revoke the members of the Board of Directors;
- establish the minimum duration of the financial audit agreement, as well as revoke the financial auditor;
- establish the remuneration of the Board members for the current financial year, unless it is established through the Articles of Association;
- decide on the management of the Board of Directors;
- establish the Budget and the Activity Plan for the following financial year;
- decide on the pledge, opening or dissolution of one or several bank units.

With regard to the redemption of own shares, the Board of Directors can initiate the redemption procedure only subject to the decision of the Extraordinary General Meeting of Shareholders, under Law No. 31/1990, as well as the legislation governing the capital market. For the decisions to be valid, the Ordinary General Meetings require the presence of shareholders representing at least 35 % of the share capital. The decisions shall be taken with the majority of votes. On the date set for the second convening, the meeting can take place irrespective of the percentage of share capital represented by the attending shareholders and the decisions shall be taken with the majority of the present votes.

The BoD members may not vote at the Ordinary General Meetings, either personally or by a power of attorney, in respect of their discharge or any issue relating to their personal or management performance.

In order for the Extraordinary General Meeting to be valid, the presence of the shareholders representing at least 35% of the share capital is required, whereby the decisions are to be made with the majority of votes held by the present or represented shareholders (in accordance with Article 115(2) of Law No. 31/1990). If, upon the first convening, the above quorum is not met, a second meeting shall be held where the presence of the shareholders representing at least the fifth part of the share capital is required and the decisions on the issues included in the agenda of the previous Extraordinary General Meeting shall be taken with the majority of votes held by the attending or represented shareholders (under Article 115 (2) of Law no.31/1990). The Board of Directors must convene the Ordinary or Extraordinary General Meeting upon the request of the shareholders representing at least 5% of the share

capital, request that must be submitted in writing and justified. If the Board of Directors does not convene a general meeting, the competent court in the area of the bank headquarters will be able to order the convening, by appointing a person from among the shareholders to chair the meeting.

The decisions of the General Meeting shall be taken by open vote. Secret voting is obligatory for the election or the dismissal of any BoD members as well as to adopt decisions about the accountability of the members in the governing, management, or control bodies of Banca Transilvania.

The General Meetings of Shareholders are chaired by the chairman of the Board of Directors or a representative appointed by the chairman from among the BoD Members. One to three secretaries from the attendees are also designated to verify the attendance, to indicate the share capital represented by each attending or represented shareholder, to verify the minutes prepared by the technical secretary concerning the number of shares represented at the meeting and compliance with all formalities required by the law and the Articles of Association in respect of the Meeting.

Banca Transilvania's shareholders have all the rights conferred by the law and the Articles of Association of BT, including Law no. 31/1990, the banking and capital market laws, within the limits established by the law and the Articles of Association.

Such rights include without limitation:

- The right to be informed on the GMS - conferred to every shareholder. It implies access to the annual financial statements, BoD/auditor/censor reports;
- The right to address written questions prior to the GMS;
- The right to ongoing information - conferred to every shareholder. It implies access to the Register of GMS Decisions, as well as to other company enrollment documents, within the limits of the law;
- The right to vote of any shareholders, based on the one share principle - one vote;
- The right to dividends if the legal requirements are met;
- The right to bring an action for the cancellation of the decision of the General Meeting of Shareholders - conferred to the shareholder who has voted against or has abstained during the GMS, within the limits of the law;
- The right to convene the GMS - shareholder holding at least 5%;
- The right to add new topic on the GMS agenda - shareholder holding at least 5%;
- The right to complain about censurable deeds - only at the request of the shareholder holding at least 5%, whereby the auditors are obliged to undertake the appropriate verifications.

Banca Transilvania's shareholders can exercise all the rights conferred by the law and the Articles of Association of BT, including Law no. 31/1990, the banking and capital market laws.

Additional details about the General Meeting of Shareholders, as well as about the shareholders' rights are available in Banca Transilvania's Articles of Association, available on the Bank's website, under the Investor Relations section, in the Corporate Governance category.

Details about the GMS procedure are available in the Convening Notice, on BT's website, under the Investor Relations section, in the GMS category.

BOARD OF DIRECTORS

The management body of Banca Transilvania includes the management team responsible for the supervision, the Board of Directors and the top management - the Leaders' Committee.

The top management of the bank is ensured by the individuals who are entrusted with the current management of the credit institution and who are liable for the fulfillment thereof before the management body, based on the management agreements, the relevant NBR regulations, the provisions of Law No. 31/1990 and the internal rules.

The management of Banca Transilvania is entrusted by the General Meeting of Shareholders to a Board of Directors elected for a four-year term of office, consisting of 7 directors elected by the shareholders at the GSM, either on the expiry of the mandate or specifically, in the event of one or more vacancies. In accordance with the provisions of the applicable regulations issued by the NBR, the Board of Directors is the body in charge of the steering, coordination, supervision and control. Its structure within Banca Transilvania is:

- Chairman of the Board of Directors;
- 6 directors - members of the Board of Directors;

The eligibility criteria for the Board of Directors are those stipulated in the specific legislation (law no. 31/1990 - the Company Law, GEO no. 99/2006 and the specific regulations of the NBR), as well as those stipulated in the Articles of Incorporation of Banca Transilvania.

After the approval of the shareholders within the GMS and before the actual exercise of the mandate, the new Board members must obtain the prior approval of the National Bank of Romania.

The Board members are not involved in the fulfillment of the operational tasks - as they are exclusively the responsibility of the Leaders' Committee.

Responsibilities of the Board of Directors:

- To ensure the achievement of the strategy and of the objectives laid down in the policy statement adopted by the General Meeting of Shareholders, and of the medium-term Strategic Plan, to approve and review the general strategies and policies of the bank at least once a year;
- To adopt the Activity Plan and the Budget, the Investment Program and the Profit And Loss Account, to prepare the Report regarding the bank's activity, which are all presented for approval in the General Meeting of Shareholders, to prepare proposals for the distribution of the net profit, to be submitted for approval to the General Meeting of Shareholders;
- To approve and to implement a strategic plan for a minimum period of two years which is to be reviewed at least annually;
- To approve the Rules of Organization and Administration, the Code of Ethics and Conduct, the organizational structure, as well as the salary and employee loyalty principles, to approve individual exposures to a related party of the bank, within the limits established by the Board of Directors;
- To supervise the management of the compliance risk;
- To create the necessary conditions for an independent, permanent and efficient compliance function;
- Ongoing review of the capital adequacy, with capital allocations in line with the risks assumed both for the credit institution and for the subsidiaries;
- To approve the accounting policies, the financial control policies, as well as the significant risk management policies;
- To approve other internal policies and norms, in accordance with the bank's Rules of Organization and Administration.

The Board of Directors shall meet once a quarter or any time it is considered necessary, with an attendance of at least half of the number of its members and can exercise its specific responsibilities via certain committees created at BoD level and consisting of 3-4 members based on the awarded mandates and in line with the applicable legal provisions. The committees created at the level of the Board of Directors are: The Risk Audit Committee, the Remuneration Committee, the Nomination Committee, the Risk Management Committee. The Board of Directors and its committees are governed by the reference terms on corporate governance published on BT's website.

In 2024, the Board of Directors held 8 physical meetings. In determining the attendance degree of the meetings presented below, one has taken into account both the physical presence and the reasonably justified absences, in accordance with the bank's practices.

The structure of Banca Transilvania's Board of Directors and their professional expertise as at December 31, 2024, is:

MEMBER	POSITION	PERSONAL DATA
HORIA CIORCILĂ		
Date of first election: April 2002		
Duration of the current mandate: April 2022- April 2026	Chairman	Technical University of Cluj-Napoca, The Faculty of Automatic Control and Computers. The CV including information about other current positions held is available here .
Non-executive director		
BoD attendance in 2024: 8 out of 8 meetings		
THOMAS GRASSE		
Date of first election: April 2014		
Duration of the current mandate: April 2022- April 2026 –	Vice-Chairman	Bankakademie Frankfurt-Business School of Finance and Management and HYPO-Bank Mannheim Branch, Apprenticeship in Banking. The CV including information about other current positions held is available here .
Independent non-executive director		
BoD attendance in 2024: 8 out of 8 meetings		
IVO GUEORGUIEV		
Date of first election: April 2014		
Duration of the current mandate: April 2022- April 2026	Member	Alberta University, Edmonton, Canada. The CV including information about other current positions held is available here .
Non-executive director independent.		
BoD attendance in 2024: 8 out of 8 meetings		

VASILE PUȘCAȘ

Date of first election:
April 2012

Duration of the current
mandate: April 2022- April 2026

Member

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

Non-executive director
independent.

BoD attendance in 2024: 8 out of
8 meetings

MIRELA BORDEA

Date of first election:
April 2017

Duration of the current
mandate: April 2022- April 2026

Member

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

Independent non-executive
director

BoD attendance in 2024: 8 out of
8 meetings

**LUCYNA STANCZAK
WUCZYNSKA**

Date of first election:
April 2022,

Duration of the current
mandate: April 2022- April
2026

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](#).

Independent non-executive
director

BoD attendance in 2024: 8 out of
8 meetings

FLORIN PREDESCU VASVARI

Date of first election:
April 2022

Member

Graduated of Quantitative Economic
Sciences, Faculty of Economic
Cybernetics, Statistics and Informatics,
University of Economic Studies,
Bucharest, Romania, and PhD in

Duration of the current mandate: April 2022- April 2026

Non-executive director

BoD attendance in 2024: 8 out of 8 meetings

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](#).

COMMITTEES REPORTING TO THE BOARD OF DIRECTORS

Audit Committee

Ivo Gueorguiev – Chairman, Thomas Grasse – Member; Mirela Bordea –Member

Remuneration Committee

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

Nomination Committee

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

Risk Management Committee

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

The secretariat of the Board of Directors, as well as of the Board Committees is ensured by a secretary, i.e. Ms. Ioana Olanescu, Senior Executive Manager - Corporate Governance and Contentious Department.

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

In 2024, the Nomination Committee assessed the suitability of the Board of Directors and of its committees and did not identify any significant problems.

Banca Transilvania has implemented a policy for the assessment of the suitability of the supervisory and management body, which can be accessed on BT's website, under the Investor Relations section, [Corporate Governance, Declaration of Conformity](#) category. There, you can also find information about the [remuneration policy of BT](#).

AUDIT COMMITTEE

Audit Committee at the level of the Board of Directors, carries out its activity according to the applicable legal framework, notably: the Company law - Law 31/1990 and Banca Transilvania's

Rules of organization and administration. The number of the members and their competences are approved by the Board of Directors.

Audit Committee supervises the performance of the external auditors, makes recommendations with regard to their appointment and remuneration, assesses the internal audit system developed by the head of the internal audit, who is responsible for this system in front of the Board of Directors. The committee has the right to make recommendations to the Board of Directors regarding the efficiency of the internal audit department, as well as regarding the remuneration of the head of this department.

The members have regular meetings with the bank's external auditor and discuss every topic concerning the audit activities, as well as the approaches of BT's executive management, and assess the degree of objectivity and independence of the opinions expressed by the external auditors. The committee monitors the compliance with the Romanian legal provisions regarding the financial statements and accounting principles, the compliance with the provisions of the National Bank of Romania, assesses the report of the external auditor regarding the IFRS statements, reviews and pre-approves the bank's IFRS financial statements. The full list of the committee's responsibilities is available in the Rules of Operation of the Audit Committee, published on the bank's website.

Audit Committee's Report 2024

The Audit Committee consisting of 3 independent non-executive members, held 8 physical meetings in 2024, and had a series of the phone conferences and non-physical meetings to review, discuss and approve numerous ad-hoc topics. The attendance degree of the meetings presented below has taken into account both the physical presence and the reasonably justified absences, in accordance with the bank's practices.

Structure of the Committee in 2024:

- **Ivo Gueorguiev** – Chairman of the Audit Committee; Independent non-executive director with extensive audit experience, attending 8 out of 8 meetings;
- **Thomas Grasse** – Member; Independent non-executive director with extensive audit experience, attending 8 out of 8 meetings;
- **Mirela Bordea** – Member; Independent non-executive director with extensive audit experience, attending 8 out of 8 meetings.

During the meetings of 2024, the Audit Committee had in view the following aspects:

- Analysis of the financial statements and the report prepared by the external auditor for the year 2023, focusing on the significant accounting and reporting aspects and the impact thereof on the financial statements;

- Monitoring the efficiency of the internal control, internal audit and risk management by analyzing the specific reports prepared by the Bank's control functions and other relevant reports;
- Analysis of the specific aspects in NBR's reports and follow-up the implementation of the related recommendations;
- Follow-up the implementation of the significant recommendations in the external auditor's management letter.

The Audit Committee met with the bank's external auditor and worked together with the Deputy CFO regarding the bank's financial results, audited and revised by the financial auditor, and prepared recommendations for the Board of Directors regarding the approval thereof.

Meetings for audit planning and reporting took place with the external auditor and without the presence of the management team. The committee also discussed the updated information received from the external auditor and the bank's management regarding the amendments of the Romanian legislation impacting credit institutions, particularly the present and future amendments of the IFRS accounting standards and the adoption of IFRS.

Likewise, the committee examined the efficiency of the bank's internal controls, working together with the external and internal auditors in order to closely monitor every identified deficiencies and to control the remediation thereof, by attentive analyses. Additionally, the Audit Committee obtained information about the regulatory external controls (of the competent authorities).

During 2023, the Audit Committee selected the external auditor of Banca Transilvania for the audit of the financial statements for the financial years 2023-2027, prepared in accordance with International Financial Reporting Standards, as required by NBR Order No. 27/2010. At that time, Deloitte Audit SRL was chosen by the Ordinary General Meeting of Shareholders of Banca Transilvania on April 26, 2023 on the basis of the declaration of independence obtained by the Audit Committee and its own assessment of the auditor. The Committee concluded that the external auditor is independent in the provision of audit services to Banca Transilvania and that it may also undertake the performance of non-audit services within the limits imposed by the specific regulatory framework. During 2024, there were no situations or reasons concerning independence in the work performed by the external auditor that could impact Banca Transilvania.

REMUNERATION COMMITTEE

The Remuneration Committee is a consultative body subordinated to the Board of Directors and issues competent and independent opinions on the remuneration policies and practices, on the incentives for risk management, capital adequacy and liquidity management, on the

nomination policies and to exercise the powers mandated by the Board of Directors in this field of activity.

The Remuneration Committee consists of the:

- Chairman of the Board of Directors;
- maximum 2 Board of Directors members.

This Committee analyzes and ensures that the general principles, remuneration policies and staff benefits are in line with the Bank's business strategy, long-term values and objectives of Banca Transilvania. The Remuneration Committee meets at least twice a year or anytime this is necessary, upon the request of one of its members or of the bank's leaders.

Remuneration Committee's Report 2024

As at 31.12.2024, the Remuneration Committee consists of:

- Horia Ciorcilă
- Ivo Gueorguiev
- Vasile Pușcaș

The percentage of independent members is 66.66%.

In 2024, the Remuneration Committee met (physically or via electronic means) 11 times with the attendance of all its members. The attendance degree of the meetings presented below has considered both the physical presence and the reasonably justified absences, in accordance with the bank's practices. The Chairman of the Risk Committee was invited to the meetings to make sure that the remuneration practices are in line with the bank's risk management requirements.

During the meetings of 2024, the Remuneration Committee had in view the following aspects:

- The committee analyzed and made sure that the general remuneration and incentive principles and policies are in line with the long-term business strategy, values and objectives of the BT Financial Group. In this respect:
 - They analyzed and endorsed the staff remuneration policy;
 - Ensured the compliance with the legal requirements on:
 - the involvement of the internal control functions (audit, risk and compliance) and of the HR Department in the preparation of the remuneration policy;
 - ensuring that the bank's staff has access to the remuneration policy, and that the performance review process is properly and transparently formalized for the employees;
 - promoting a remuneration policy that ensures sound and efficient risk management;

- correlating the remuneration policy with the long-term business strategy, objectives, values and interests of the bank, including the implementation of measures to prevent the conflict of interests.
 - assessing the mechanisms and systems implemented in order to make sure that the remuneration system takes into account all the risk types, the liquidity and capital level and that the general remuneration policy is in line with the bank's strategy and promotes sound and efficient risk management and complies with the institution's long-term business strategy, objectives, culture and corporate values and the long term interests of the institution.
- The committee analyzed the general principles of the Remuneration policy and informed the Board of Directors about the implementation method; it also ensured the centralized independent internal evaluation of the compliance with the Remuneration policy;
 - It directly supervised the remuneration level of the coordinators of the risk management, compliance and audit functions (managers and deputy managers of the risk management, internal audit and compliance departments);
 - It prepared the remuneration decisions, including the decisions that impact the risk management within BT;
 - Supervised the process of drafting, internal approval and submission for approval of the Extraordinary General Meeting of the remuneration policy regarding the bank's governing body;
 - It revised the 2023 remuneration report, the total annual remuneration of the Leaders' Committee members and approved the remuneration of the executive managers.

NOMINATION COMMITTEE

The Nomination Committee is a consultative body subordinated to the Board of Directors, created to issue independent opinions on the nomination policies and to exercise the powers mandated by the Board of Directors in this field of activity.

The Nomination Committee consists of the:

- Chairman of the Board of Directors;
- maximum 2 Board of Directors members.

This committee reviews and ensures that the general principles and policies of suitability and nomination, ensuring that they are consistent with the governing body structure, business strategy, values and long-term objectives of Banca Transilvania. The Nomination Committee meets at least twice a year or anytime this is necessary, upon the request of one of its members or of the bank's leaders.

Nomination Committee's Report 2024

As at 31.12.2024, the Nomination Committee consists of:

- Horia Ciorcilă
- Ivo Gueorguiev
- Florin Predescu Vasvari

The percentage of independent members is 66.66%.

In 2024, the Nomination Committee met (physically or via electronic means) 11 times with the attendance of all its members. The attendance degree of the meetings presented below has taken into account both the physical presence and the reasonably justified absences, in accordance with the bank's practices.

During the meetings of 2024, the Nomination Committee had in view the following aspects:

- The committee analyzed and made sure that the general principles and personnel nomination policies are in line with the long-term business strategy, values and objectives of the BT Financial Group. In this respect:
 - identified and recommended for approval by the Board of Directors the extension of the mandates of the management body members that would expire (including in terms of the new durations of their mandates), assessed the balance of knowledge, competences, diversity and experience within the management body;
 - assessed the structure, size, structure and performance of the management body and made modification recommendations to the management body;
 - assesses the knowledge, competences and the experience of every management body member and reported the results to the competent bodies as well as the supervisory authority. The knowledge of sound ESG (Environmental, Social and Corporate Governance) principles and practices was also considered in the suitability assessment process.
 - monitored and reviewed the process of selection and succession planning of key functions and members of the management body.

RISK MANAGEMENT COMMITTEE

Purpose, responsibilities and principal duties

The Risk Management Committee is a governing body subordinated to the Board of Directors. It acts independently of executive management to fulfil its duties to stakeholders.

The Committee's responsibility is to support the Board of Directors in its oversight of the Group's risk management framework, the risk appetite and risk tolerance for each business line. It is tasked to oversee and monitor the alignment of the overall risk framework to the Group business strategy, while supporting a risk taking culture within sound risk governance principles.

Its oversight duties include:

- a robust assessment of principal and emerging risks facing the Group, with emphasis on those that would threaten the capital adequacy and solvency, the business model and financial performance,
- provision of oversight of the bank, and its subsidiaries, enterprise-wide risk management framework, risk appetite and risk tolerance as appropriate for the Group's business activities,
- monitoring the risk framework alignment to Group's growth strategy, supporting a prudent risk culture and reaching a reasoned consensus with executive management on the Group's strategic risk positions.

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

Risk Management Committee's Report 2024

Last year, the Committee continued with its proactive oversight approach, dealing intensively with the Bank's risk situation and risk management, against the backdrop of the prevailing risk environment in which the Group operates. It focused its activities on risk management priorities arising from the Bank's strategy and the prevailing business and operating environment.

The Committee maintains specific focus on the Group's operational resilience and received regular updates from the Deputy CEO in charge of risk management. As part of this work, the Committee continued to monitor throughout the year the management of financial and non-financial risks.

During the year, the Committee attentively considered the Integrated Risk Management project design and oversaw its implementation. Integrated Risk Management is a key pillar in Bank's non-financial risk management activities across different areas, including conduct, climate, cyber, information security, financial crime and reputation risks.

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

The Committee held 7 physical meetings in 2024, several phone conferences to review and decide on ad-hoc issues as well had a number of meetings by correspondence. Committee

reports including findings and recommendations are regularly delivered to the Board of Directors in each of its meetings by the Chairman of the Risk Management Committee.

In 2024, Risk Management Committee consisted of:

- **Thomas Grasse:** Chairman; Independent non-executive director with extensive risk management experience, attending 7 out of 7 meetings;
- **Ivo Gueorguiev:** member; Independent non-executive director with extensive risk management experience, attending 7 out of 7 meetings;
- **Lucyna Stanczak-Wuczynska** (from April 2024): Independent non-executive director with extensive risk management experience, attending all 5 meetings held since her appointment;
- **Florin Predescu Vasvari:** member; Independent non-executive director with extensive risk management experience, attending 7 out of 7 meetings.

As in previous years, the Risk Committee focused on periodically recurring topics such as the annual Group risk appetite statement, resolution and recovery, as well as the internal processes to ensure capital adequacy and an appropriate liquidity position, based on the financial plan, to ensure the Bank holds sufficient capital to stay within risk appetite limits and regulatory requirements.

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

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

The following section provides detail on how the Committee discharged its responsibilities within an ongoing complex environment during 2024 alongside principal activities and priorities:

- it reviewed and assessed the robustness, adequacy and efficiency of the risk management system in Banca Transilvania and BT Group, focusing on the risk management strategies and policies, based on the reports prepared by the functions in charge of the bank's risk management;
- it examined the overall risk management strategy and policy 2024 for credit, market, liquidity, interest rate and non-financial risk proposed by the Leaders Committee;

- it analyzed the risk management reports for credit risk, market risk, liquidity risk, ESG risk, strategic risk and non-financial risks (operational-, compliance-, regulatory-, cyber-, reputation risk);
- other topics of reporting and discussion were non-financial risks including IT security, cybersecurity, financial crime and related risk mitigation strategies and initiatives;
- it analyzed the reports on non-performing and restructured loans, as well as the results obtained by the departments in charge of recovery and debt collection;
- the Committee oversaw the Bank's recovery planning process and recommended Board approval for its submission to the National Bank of Romania;
- considering uncertainties from continued adverse macroeconomic effects given high energy and other commodity prices, sustained inflationary pressure, elevated interest rates and geopolitical risks, the Committee focused on reviewing model risk management, assumptions, back testing and model validation results and discussed post model adjustments for estimate of collective impairment allowances;
- further, deep dives were requested by the Committee for specific topics in order to assess their inherent potential risks and the quantitative and qualitative risk management approach, e.g. ESG portfolio, Banca Transilvania Group companies financing, structured bonds and equity holdings portfolio, Bail-in Playbook and testing, critical outsourcings/third party vendors, International sanctions / Anti Money Laundering / Terrorist Financing, Anti Financial Crime complex;
- in close cooperation with the Remuneration Committee of the Board of Directors, it addressed the impacts of the compensation framework on the bank's capital and liquidity position and made sure that the remuneration policy promotes sound and efficient risk management;
- it attentively assessed the business continuity management;
- it oversaw the further development of bank's Sustainability roadmap 2024 and Sustainability strategy 2024-2026 with a specific focus on climate related risks and ESG risk management, key strategic objectives, ESG key performance indicators and non-financial ESG reporting.

The committee reviewed the performance of BT Financial Group's loan portfolio in every meeting in 2024, based on the reports about the structure of the portfolio and sub-portfolios of the Group, in particular of the non-performing or restructured ones. Likewise, it received a detailed update from the CRO and the Corporate business line regarding the individual significant exposures, as well the transactions with related parties.

The regular risk reports also contain regulatory reports and the Committee continued in 2024 to monitor implementation of recommendations issued by the National Bank of Romania. The Committee also oversaw the bank's recovery and resolution capabilities plan update and recommended Board of Directors' approval for its submission to the National Bank of Romania.

Particular emphasis was placed on emerging risks arising from BTs expanded business model, and information derived from forward looking / early warning risk indicators.

Both the Risk Management Committee and the Audit Committee invited to its meetings the CFO and CRO, the specialized teams in the risk and financing areas, as well as external consultants to provide updates and support materials.

The Internal Audit Chief Executive is a permanent invitee to Risk Management Committee meetings.

The risk management departments subordinated to the Risk Management Coordinating Manager operate as an independent entity within the bank, supporting a wide range of controls that cover the risk identification and management process. The committee reviewed the main documents that cover the risk policies and procedures and monitored the observance thereof. The communication lines with the executive management are open for constructive and permanent dialogue. There were no significant divergent opinions between the Risk Management Committee and the Board of Directors or the Leaders' Committee in 2024.

The chairman of the committee is invited to every meeting of the Remuneration Committee and the Nomination Committee, which enables the Risk Management Committee to follow the remuneration policies and to make sure that there are no incentives that could weaken the risk management decisions, the monitoring and control of the credit portfolio.

2025's outlook

Elevated geopolitical risks are expected to persist throughout the coming year. Similar to the previous year, the Committee will continue to focus its work on overseeing compliance of the Bank's activities with the Risk Appetite Framework for both the parent bank and the Group, monitoring implementation of CRO Risk Management strategy 2025 building blocks, with ongoing attention to emerging risks and regulatory developments both at national and European level, impacting our banking group. In this context, the Committee will oversee and closely monitor Banca Transilvania S.A. participation in the EU-wide Banking Stress Test 2025, conducted by the European Banking Authority in close cooperation with the European Central Bank, Single Supervisory Mechanism SSM and the European Systemic Risk Board ESRB, to assess the solvency of EU banks in a hypothetical macroeconomic scenario over a three-year horizon (2025-27).

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

LEADERS' COMMITTEE

The Bank's leaders are appointed by the Board of Directors and are required to meet the legal conditions in force and to be approved by the NBR prior to starting their mandate according to their position. Under the relevant legal provisions, the Board of Directors mandated the Bank Leaders jointly (and with some exceptions, individually) with the exercise of the Bank's organizational and steering duties. The Rules and procedures of the Leaders' Committee are approved by the Board of Directors. Any amendment to this document must be adopted by the Board of Directors and will operate after approval.

The structure of Banca Transilvania's Leaders Committee and their professional expertise as of December 31, 2024, is:

MEMBER	POSITION	PERSONAL DATA
ÖMER TETIK Since June 2013	Chief Executive Officer	Middle East Technical University, Ankara, The Faculty of Economic Sciences, Honor Student. CV and bio: here .
<i>Alphabetical order</i>		
CĂTĂLIN CARAGEA Since July 2024	Deputy Chief Executive Officer Risk (CRO)	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 PLEȘUVEȘCU	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	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 .

The Leaders' Committee analyzes, endorses, approves or submits to the Board of Directors for approval the following: internal regulations, cost monitoring reports, project of the budget of revenues and expenses, project of investment program, balance sheet, profit and loss account, report on the Bank's activity.

ASSETS AND LIABILITIES MANAGEMENT COMMITTEE

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

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

The Assets and Liabilities Committee receives informative materials and reports from the specialized departments within the Bank, it analyzes them and adopts decisions with respect to the management of the interest risk/FX risk/liquidity risk/price risk and the related activity segments, for the purpose of an adequate management of the Bank's assets and liabilities.

PROCUREMENT COMMITTEE

The main objective of the Procurement Committee is to decide the procurement policy in BT and to approve all investments involving costs outside the contractual framework or exceeding the cost limits stipulated by contract, according to the competence limits established through internal norms.

HUMAN RESOURCES COMMITTEE

Contributes to the development and increase of efficiency in decision-making regarding BT employees.

COMMITTEE FOR CREDIT POLICY AND APPROVAL (CPAC) FROM BT HEADQUARTERS

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

CREDIT RISK COMMITTEES FROM THE BT HEADQUARTERS (MEDIATION COMMITTEE, CCR1 AND CCR2)

Their main objective is the analysis and approval of loans, respectively the restructuring of loans according to the competencies granted. The Committee for Credit Policy and Approval authorizes CCR1, CCR2 and Mediation Committee (CM) to approve loans (the competence is established by specific internal regulations).

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

Its main objective is the analysis and decision-making regarding the implementation of the remediation/workout solutions proposed by the Credit Recovery Department (CRD) and the Workout, Insolvency and Bankruptcy Department (WIBD). The remedy solutions aim in particular to address the situation of customers in difficulty, in order to maximize their ability to repay the exposures granted by the bank, while the workout solutions aim to increase the recovery level of the bank's exposure. CW1, CW2, CRS, CR1 and CR2 manage the activities established by the internal regulations.

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

It is appointed by the Leaders' Committee and has as its main responsibility to supervise the entire management function of real estate assets under enforcement procedures or resulting from the execution of guarantees established for loans granted to individuals or legal entities.

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

Its main objective is to analyze and make decisions regarding the initiation of enforcement procedures for customers proposed by debt collection officers within the Debt Collection Department.

FINANCIAL INSTITUTIONS CREDIT COMMITTEE (CCIF)

Supervises the activities involving the credit exposure of Banca Transilvania to financial institutions in Romania and abroad. CCIF approves all derogations from the internal regulations

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

BRANCH CREDIT AND RISK COMMITTEE (CCRS)

Their main objective is the analysis and approval of legal entity loans, the restructuring of legal entity loans (the notion of loan approval will be used generically) according to the competencies granted, respectively the management and monitoring of the individual loan portfolio.

FACTORING COMMITTEE

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

DATA MANAGEMENT STEERING COMMITTEE

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

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

OPERATIONAL RISK COMMITTEE

Assists in assessing the operational risk resulting from the Bank's activities, ensuring that each organizational structure implements specific operational risk control policies and procedures and takes remedial action whenever a high-risk level area is identified and then monitors their implementation.

It ensures that the formalization and complexity of operational risk and information technology risks are appropriate to the bank's risk profile and business strategy and examines future technology trends that may affect the bank's strategic plans, including monitoring emerging technologies and how to mitigate the risks in the field of IT security associated with them.

ESG COMITTEE

The committee works towards establishing a solid framework that integrates ESG (Environmental, Social, Governance) factors in risk management, financing practices, and client engagement strategies. The main goal is to develop and oversee the implementation of the bank's sustainability strategy, ensuring proper integration of sustainability risks and opportunities into the business model.

The committee will oversee the bank's ESG reporting activities, ensuring the accurate and transparent publication of ESG performance to stakeholders, regulatory authorities, and relevant reporting frameworks.

THE GROUP'S POLICY REGARDING DIVERSITY AND EQUAL CHANCES

This policy aims to promote diversity within Banca Transilvania Financial Group's management body (Board of Directors and Leaders' Committee). The Banca Transilvania Financial Group recognizes and embraces the benefits of a diversified management body as a pathway to improve the quality of its performance. The BT principles also apply to the entities within the BT Financial Group. Since 2023, the BT Group is one of the signatories of the Charter of Diversity in Romania.

The management of Banca Transilvania is entrusted by the General Meeting of Shareholders to a Board of Directors elected for a four-year term of office, consisting of 7 directors elected by the shareholders at the GMS, either on the expiry of the mandate or specifically, in the event of one or more vacancies. The eligibility criteria in the Board of Directors are those stipulated in the specific legislation, as well as those stipulated in the Articles of Incorporation of Banca Transilvania.

The Board of Directors shall designate the members of the Steering Committee, taking into account the recommendations of the Remuneration and Nomination Committee. At the BT Level, the management body is represented by the members of the Board of Directors and the Leaders' Committee.

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

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

Banca Transilvania points out that, although the diversity and variety of experiences and views represented in the management body should always be taken into account, a candidate should not be selected or excluded, either exclusively or largely, on the grounds of race, color, gender, national origin or sexual orientation. In selecting a candidate, the Remuneration and Nomination Committee shall prioritize the skills, national and international experience or cultural profile that

would complement the existing governing body, recognizing that the Bank's activities and operations are diverse and of a national nature with a global impact.

Reflecting the international nature of banking, Banca Transilvania's directors and Executive Officers are citizens of Romania as well as citizens and residents of other Member States. Most BT directors and managers come from domestic and international banking environments.

For Banca Transilvania, while the governing body should not adhere to a fixed number of directors, a governing body of 6-14 members, generally, provides a large and diverse group to address the important issues faced by the bank, being at the same time small enough to encourage personal involvement and constructive discussion.

The current directors and managers of Banca Transilvania have been in management positions in various organizations or within Banca Transilvania, demonstrating their ability to exercise top management responsibilities and to steer the Bank. They were senior executives in the prestigious international institutions, where they developed skills and experience in terms of strategy and business development, innovation, operations, brand management, finance, compliance, decision-making and risk management. These skills, as well as the accumulated experience, enable them to provide a sound judgment of the problems faced by an international company in today's environment, by ensuring that these areas are supervised in the Bank and thus assessing BT's performance.

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

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

Measurable objectives concerning the maintenance of the standards of diversity in the management body of Banca Transilvania

The selection of candidates will be based on a range of diversity perspectives, including, but not limited to, gender, age, cultural and educational profile, ethnicity, professional experience, skills, knowledge and seniority. The final decision will be based on the merit and contribution that the selected candidates will bring to the governing body. The composition of the

governing body (including gender, ethnicity, age, seniority) will be communicated periodically through the Banca Transilvania's website.

The Board of Directors and the Executive Committee of Banca Transilvania perceive diversity as a factor in choosing members of the management body, acknowledging that the diversity promoted in its composition provides significant benefits to the Bank. The Remuneration and Nomination Committee uses several criteria in selecting candidates for the position of an administrator, director or manager, including background diversity.

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

Banca Transilvania also encourages the presence of women members within the governing body to ensure the balance and high performance of society. However, Banca Transilvania believes that the appointment of a member within the governing body cannot be done solely based on gender, as such practices lead to the discrediting of its competence and independence. Therefore, we believe that the efficient and sustainable development of the Bank can be achieved by providing a framework for personal growth and development of women employees (under the same conditions as men).

During 2024, the number of women employees attending trainings for professional development was over 71% of the total number of employees. At the level of hiring/promotions that have been made at director level, approximately 32% of those appointed to these positions are women. Thus, the goal of Banca Transilvania to increase the representation of women in the BT governing body is considered fulfilled.

Banca Transilvania considered that the Board of Directors, in its current composition, meets the diversity requirements as a whole, in accordance with the diversity practices at the bank level.

Banca Transilvania already ensures a space of sustainable growth of its employees through professional courses that are offered without discrimination of any kind based on: the needs of its employees, the types of work performed and the functions exercised.

Monitoring and reporting

The Nomination Committee will regularly monitor the European requirements related to the composition of the management body from a diversity perspective. In order to maintain and develop a balanced, functional and efficient management body, the Nominalization Committee (when appointing a candidate) may, from time to time, consider other attributes, experiences

or competences it considers relevant at the time of the decision. Thus, the Nomination Committee may consider diversity in the evaluation of candidates for membership in the governing body. Banca Transilvania S.A. considers that diversity in terms of cultural profile, experience, abilities, race, gender and national origin is an important element in the composition of the management body. The Remuneration and Nomination Committee discusses diversity considerations regarding each candidate, as well as, periodically, with regard to the composition of the management body as a whole.

The Nomination Committee outlines a pattern of proper abilities and characteristics required by members of the governing body, in light of its current composition. This assessment includes expertise (including international and financial/banking experience), independence, integrity, diversity and age, as well as technical abilities linked to banking, production, finance, marketing, technology and public politics. The main eligibility criteria considered are those arising from legal requirements, with the Committee ensuring that part of the management body remains independent.

HUMAN RIGHTS PRINCIPLES

These principles lay down guidelines on the observance of human rights in the activities carried out by Banca Transilvania, as well as by the companies within the Financial Group Banca Transilvania

The Bank supports, through social responsibility practices, the Romanian entrepreneurial spirit, responsible business, sustainable growth, quality, solidarity, responsibility, involvement and building positive relationships with stakeholders, other than banking. In implementing social responsibility policies, Banca Transilvania makes the best of its efforts to ensure a continued respect for fundamental human rights by encouraging and developing good practices in this area.

Banca Transilvania is a credit institution registered in Romania, operating in Romania and Italy. Subsidiaries of Banca Transilvania operate in Romania, as well as in the Republic of Moldova. (Victoriabank, BT Leasing Moldova, BCR Chişinău – the latter, purchased by Victoriabank in January 2024.) In this context, Banca Transilvania and its subsidiaries reaffirm their commitment to compliance with European and national requirements on the protection of human rights, including but not limited to the rights set forth in the European Convention on Human Rights.

In this respect, Banca Transilvania and the companies within the BT Financial Group meet:

- In connection with the employees of the Financial Group Banca Transilvania, Banca Transilvania and its subsidiaries respect all the requirements for the protection of human rights, discourage any internal practice that might affect and/or damage the fundamental rights of its employees. Also, Banca Transilvania encourages its

employees to develop their knowledge on the human rights, so as to ensure compliance with these requirements in their relationships with customers and beyond. Any violation of the fundamental human rights by the BT Financial Group employees is sanctioned in accordance with the legal provisions and the internal rules of the Bank.

- In relation to the community, Banca Transilvania and its subsidiaries make every effort to ensure a high standard of respect for human rights. Moreover, through the activity of its foundations (Clujul are Suflet, BT Charity, etc.), Banca Transilvania supports the community to achieve the values supported by the bank.
- In relation to the companies with which they enter into business relations, in the process of selecting third parties, the maximum attention is paid to initiating collaborations only with those entities that assume compliance with the human rights principles mentioned above, their activities being adequately monitored, in compliance with the applicable legal provisions.

PRACTICES FOR THE PREVENTION OF CORRUPTION AND BRIBERY

Companies within the Financial Group Banca Transilvania do not tolerate any form of bribery and /or corruption. No employee/member of the governing body of any company within the Financial Group Banca Transilvania will accept or grant any inappropriate advantage of any kind (incentives), regardless of whether the person providing or requesting such an advantage works in the public sector or private sector. It is also forbidden to offer or receive any form of bribe, or to practice traffic of influence, either directly or through intermediaries.

Therefore, any of the following activities are strictly forbidden:

- Receiving money or other benefits from clients or third parties to perform their duties or to intervene to an employee/manager to do or not to do anything in their job duties;
- Payment or offering a benefit that violates domestic laws or regulations;
- Payment or offering a benefit to „getting” a business.

Employees/members of the governing bodies of any of the companies with the Financial Group Banca Transilvania will not make any kind of facilitation payments; Facilitated payments are „payments performed to accelerate things” or „additional fees”, usually small amounts of money, unofficial, handed over to civil servants or government officials in order to obtain, urgent or postpone a routine action to which someone has access under a legal right (e.g. issuing a permit, a license, an agreement or an immigration visa, scheduling an inspection associated with the execution of the contract, the provision of services or the release of products withheld in customs).

Companies within the Financial Group Banca Transilvania have designed a fair and formal framework for selecting suppliers, collaborators, brokers, consultants, intermediaries and all other third parties acting on behalf of group companies or are supporting group companies in the conduct of their business.

In relation to the companies with which they enter into business relations, in the process of selecting third parties, the maximum attention is paid to initiating collaborations only with those entities that assume compliance with the human rights principles mentioned above, their activities being adequately monitored, in compliance with the applicable legal provisions.

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

PROTECTION AGAINST ANTI-MONEY LAUNDERING

For protection against money laundering activities, starting December 2020 the bank has implemented the monitoring application Siron AML, provider of Fico Tombeller solution through Printec Romania. The AML activity is also supervised through an internal control process applied to the client portfolio, based on pre-defined criteria.

In view of the facts herein, we call under discussion the activity carried out by Banca Transilvania in 2024 and propose the approval of the following statements by the General Meeting of Shareholders:

- Notes to the separate and consolidated financial statements:
 - Separate and consolidated profit and loss account;
 - Consolidated and separate statement of other comprehensive income
 - Separate and consolidated statement of financial position;
 - Separate and consolidated Statement of Changes in Equity;
 - Separate and consolidated statement of cash flows, prepared in accordance NBR's Order 27/2010 approving the accounting rules under International Financial Reporting Standards adopted by the European Union, applicable to credit institutions, republished, as further amended and supplemented, Accounting Law No. 82/1991, as republished and Emergency Government Ordinance 99/2006, accompanied by the Report of the Board of Directors and the Independent Auditor's Report;
- Proposal for the Income and Expenses Budget and the Development Plan for 2025.
- Further topics on the agenda, according to the GMS Convening Notice.

The information in this report have been audited and reviewed by the external auditor of our bank, Deloitte Audit S.R.L. The Report was approved by the Board of Directors of Banca Transilvania on March, 2025.

HOW BT STARTED 2025

BT GROUP STARTED THE YEAR WITH THREE SUCCESSFUL INTEGRATIONS IN ONE WEEKEND

Starting 28 of February 2025, Banca Transilvania and OTP Bank Romania become one bank

Banca Transilvania successfully completed the merger with OTP Bank Romania. BT consolidated its leading position targeting 23% market share following the integration of OTP Bank. The merger also meant for BT increases of 9% in assets and 13% of the loan portfolio as well as a larger presence in Bucharest and the central region of the country.

On 28th February 2025, BT absorbed as well BT Building

For an increased efficiency and for a better management, BT merged with BT Building S.R.L..

Victoriabank (Republic of Moldova) on the 28 of February 2025, successfully completes merger with BCR Chişinău

With the acquisition of BCR Chisinau, announced in 2024, Victoriabank marked a first in the Moldovan market, with a local bank fully acquiring another Moldovan banking institution. Financial impact of the acquisition of BCR Chisinau:

- Victoriabank's consolidated net profit for 2024 exceeded RON 1.1 billion, up more than 70% compared to 2023
- The volume of loans increased by over RON 900 million
- At the date of the merger, assets increased by RON 2 billion.

Victoriabank is increasing its presence in two areas, Chisinau and Balti, and the team has expanded. Over 50% of BCR Chişinău employees are part of the Victoriabank team, and every fourth one is in management positions.

BT Pensii Societate de Administrare a Fondurilor de Pensii Facultative S.A

Until January 31, 2025, all data, records and documents related to Fondul de Pensii Facultative BRD Medio were transferred from BRD Societate de Administrare a Fondurilor de Pensii Private S.A. to BT Pensii Societate de Administrare a Fondurilor de Pensii Facultative S.A., and on February 7, 2025, the request for definitive authorization to take over the management of Fondul de Pensii Facultative BRD Medio was sent to Autoritatea de Supraveghere Financiara.

BT PAY FOR INDIVIDUALS AND BT GO FOR COMPANIES, THE MAIN APPLICATIONS IN THE INTERACTION WITH THE BANK

The two applications are constantly changing, incorporating customers' need for new products and services and features that are as easy as possible.

ADDITIONAL RESOURCES

- [BT's platform for investors and shareholders communication](#)
- [General Meeting of Shareholders 2024](#)
- [Financial results 2024](#)
- [Filings](#)
- [ESG & Sustainability](#)
- [BT Research](#)
- [Newsroom](#)

APPENDIX 1

- [Sustainability Statement](#)

APPENDIX 2

- [Remuneration Report of Banca Transilvania's Management Body in 2024](#)

2024

