

Banca Transilvania Financial Group

**Commitment on  
Stewardship and  
Engagement addressing  
stakeholders**

Banca Transilvania places great value on **stakeholder engagement**, as a crucial component of the bank, to establish meaningful relationships with both internal and external stakeholders. We are therefore committed to fostering strong and sustainable relationships with our stakeholders, which include our customers, employees, shareholders, suppliers, regulators, and the wider community. We believe that we have a moral and strategic obligation at the level of the financial sector in Romania to promote and create positive change together with our customers, suppliers, colleagues and all our stakeholders.

We recognize the significant role that **engagement** plays in our universe, as it creates an active interaction with all categories of stakeholders with a specific purpose, i.e. to assess, understand and discuss the issues that affect the long-term value of the bank, such as strategy, capital structure, operational performance and delivery, risk management and corporate governance.

As one of the largest players in the Romanian banking sector, we are constantly faced with the challenge of addressing a wide range of **external and internal stakeholders**.

We consider **internal stakeholders** the individuals directly associated with the bank, such as employees, managers, and shareholders. BT engages with internal stakeholders to promote a shared sense of purpose, alignment, and cooperation in achieving the bank's objectives. In terms of stewardship and engagement with internal stakeholders, we focus on managing and protecting their interests, actively involving internal stakeholders in decision-making processes, and continually seeking their input.

**External stakeholders** include customers, investors, regulators, members of the community and other entities that interact with the bank without a formal employment relationship. Engagement with external stakeholders is essential for maintaining a positive relationship, building trust, and aligning strategic interests. Stewardship in the context of external stakeholders refers to the responsible management of their concerns and interests, while engagement involves actively their input, decision-making, and addressing their needs.

To ensure effective stakeholder engagement, BT uses a **top-down approach to engagement** (with a focus on the governance team), **mixed** with a **bottom-up approach** (with a focus on the environmental and social team). This mix of strategies creates a culture of stakeholder engagement and provides resources and support for effective engagement practices.

Effective stakeholder engagement is important to BT because aligning the interests of all stakeholders is a key aspect of our day-to-day work. Transparency about our strategic direction, objectives and risk management is therefore fundamental.

## **1 Legal applicable framework**

- GEO 99/2006 on credit institutions and capital adequacy, with subsequent amendments and additions;
- Regulation No 575/2013 of the European Parliament and of the Council on prudential requirements for credit institutions and investment companies;
- Regulation No 5/2013 of the National Bank of Romania on prudential requirements for credit institutions;
- Regulation of the National Bank of Romania no. 12/2020 on the authorization of credit institutions and amendments pertaining to the same;
- Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013 on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings;
- Law 31/1990 on companies, as amended and supplemented and also the legislation in force applicable from the perspective of the issuer on the Bucharest Stock Exchange;
- The Bucharest Stock Exchange Code of Corporate Governance.

## **2 Internal framework**

The Code of Ethics and Business Conduct communicates to all our stakeholders the values and principles to which our employees and members of the Board of Directors adhere.

We take responsibility for creating a sustainable business and maintaining a positive impact on society by **communicating** consistently and effectively with all categories of stakeholder. We provide stakeholders with numerous channels through which they can contact us and provide suggestions, feedback or recommendations to maintain an active dialogue and to constantly comply with international sustainability regulations and standards. We deliver transparent financial results, organize conferences, meet with investors at various international conferences and publish regular financial updates.

## **3 Communication with internal stakeholders**

### **Shareholders**

As a company listed on the Bucharest Stock Exchange, we consider our shareholders to be one of our most important stakeholders. We communicate with them every year based on the financial communication calendar, which is published in January both on the BT website and the Bucharest Stock Exchange website. The calendar includes the dates on which the bank publishes the financial results (quarterly, half-yearly and annual) and holds general meetings and investor conference calls. We also publish the Report of the Board of Directors, where shareholders' rights are mentioned, Transparency Reports or various periodic or annual information reports on the Bank's organization and functioning.

We believe that the most important way of communicating with shareholders is through the General Meetings. Any shareholder may attend the General Meetings either in person or by special proxy in original for another person, whether or not a BT shareholder, subject to the conditions of the law. In accordance with the provisions of the Articles of Association, the power of

attorney must be submitted to Banca Transilvania 5 days prior to the date of the General Meeting. Legal entities are represented at General Meetings by legal representatives or other proxies appointed in accordance with the provisions of their articles of association.

In addition, following the Annual General Meetings, we analyze the negative votes to see to what extent we need to improve on the issues that have been raised. In situations where we receive negative votes and the vote is not secret, we initiate a dialogue with the shareholder concerned to understand the context to the extent to which we can identify the shareholder (we encourage shareholders to actively engage with BT). If the situation is partially remedied, we present it in the Board of Director`s Report in a special dedicated section. We also mention here the situation of proxy voting where intermediary companies are involved, where we intervene within the limits allowed by transparency legislation and within the parameters of confidentiality, providing them only with information that is public and available at any time on BT's website.

Shareholders can contact the bank by email at [Actionariat@btrl.ro](mailto:Actionariat@btrl.ro) including for the submission of complaints, grievances and claims as well as the alternative channels available on the bank's website.

## **Employees**

Good communication comes from good employee engagement. The BT Employee Experience Index (BT EEI) and Employer Net Promoter Score (eNPS) measurement was introduced by BT, as the largest surveys carried out at Banca Transilvania to assess employees' perceptions in terms of a pleasant working environment. The project was based on one objective: to make Banca Transilvania a place of work and professional and personal development. As a result, several concrete measures were implemented in a short period of time, from the introduction of flexible working hours to new dress code, day off for birthdays and training for managers.

We have created MyAlert application for our employees, a dedicated e-mail address [myalert@btrl.ro](mailto:myalert@btrl.ro) for the confidential reporting of legitimate concerns regarding violations of internal regulations/legal provisions or any irregularities within the Bank and its subsidiaries.

## **4 Communication with external stakeholders**

### **Customers**

We communicate with our customers on a number of levels to get as much constructive feedback as possible. Customers receive information and feedback through social media channels, the BT Talks podcast, the BT blog, Net Promoter Score (NPS) surveys and various reports available on the BT website. At the same time, they have access to nearly 50 Dialogue Agencies set up to facilitate direct communication, the Contact Us section of the BT website and the MyAlert channel.

### **Regulatory authorities**

We maintain an open and transparent dialogue through our Sustainable Corporate Governance and International Financial Markets Department whereby we constantly notify changes as required by the applicable law.

### **Investors, analysts, financial institutions**

The main way we communicate with investors, analysts or financial institutions is through financial reports from which they can select the information they require. They can also participate in conference calls, video-conferences, international conferences, roadshows and presentations, which are available on the BT website. They can also view regular information reports and financial results, newsletters, the Annual Report or the Sustainability Report, all of which are available on the dedicated [Investor Relations](#) page.

This Stakeholder Commitment serves as our guide in building and maintaining strong relationships with all our stakeholders. We regularly review and update our commitment to ensure its relevance and effectiveness in a rapidly changing business landscape. We strive to consistently exceed the expectations of our stakeholders and build a sustainable future together.

**Disclaimer:**

We undertake to fully respect and comply with the provisions of this commitment, which we will periodically update. This statement is the minimum level of commitment that we will continue to comply with in accordance with the applicable legal provisions (where needed).

