



annual remuneration report

2025

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chapter I

introduction

Established on February 27, 1991, by the resolution of the Constituent Assembly, BC "MAIB" S.A. (hereinafter "the Bank" or **maib**) operates as a leading financial institution within the legal framework of the Republic of Moldova. The Bank's activities are strictly governed by Law No. 202/2017 on Banking Activity and the regulatory standards set by the National Bank of Moldova.

As a joint-stock company, **maib** maintains a distinct legal identity, holding full ownership of its tangible and intangible assets. These assets remain legally separate from the patrimony of its shareholders, allowing the Bank to independently acquire rights, exercise patrimonial and non-patrimonial interests, and assume legal obligations in its own name.

As of December 31, 2025, the Bank's share capital stood at MDL 207,526,800, represented by 103,763,400 Class I ordinary nominative shares. These shares are dematerialized, freely transferable, and registered via the Unified Central Depository. With a nominal value of MDL 2 per share, **maib** maintains a transparent, single-class share structure that ensures equal rights for all shareholders in accordance with current legislation.

The Bank's core mission remains the provision of essential financial services, primarily the attraction of deposits and other repayable funds from the public, alongside the strategic granting of loans for its own account.

In a commitment to transparency and robust corporate governance, **maib** publishes an annual Remuneration Report. This document provides a comprehensive, consolidated overview of all compensation and benefits—granted or owed—during the preceding financial year. The report covers members of the management bodies, key function holders, and all Bank employees, including new hires and those whose professional relationship with the Bank has concluded. Adhering to the Bank's Remuneration Policy, the report is formally approved by the Board and remains accessible to the public on the official website (www.maib.md) for a period of 10 years from its publication date.

chapter II

regulatory framework for the bank's remuneration policy

The Bank is committed to maintaining a high-performance remuneration system designed to attract, retain, and inspire exceptional talent and leadership. Our compensation framework is fundamentally integrated with the Bank's business and risk strategies, ensuring that performance is rewarded in a manner consistent with our corporate culture, core values, and the long-term interests of our shareholders. This approach is built on a foundation of prudent risk management, deliberately structured to prevent conflicts of interest and discourage excessive risk-taking.

Transparency is a cornerstone of our philosophy; our remuneration and benefits systems are governed by clear, rigorous internal procedures and oversight.

The internal regulatory framework related to remuneration consists of the following primary normative acts, approved by the General Meeting of Shareholders, the Bank's Board, and/or the Management Committee:

- a) The Bank's Charter;
- b) The Regulation of the Board of BC "MAIB" S.A.;
- c) The Regulation of the Management Committee of BC "MAIB" S.A.;
- d) The Policy on the appointment and remuneration of the members of the Bank's management body and key function holders;
- e) The Human Resources Management Policy;
- f) The Remuneration Policy;
- g) The Regulation on the evaluation of employees' individual performance and competencies;
- h) The Procedure on calculating and paying bonuses for the performance results of BC "MAIB" S.A.

The Bank's Board retains annual oversight and approval of the staff remuneration fund, establishing the total financial allocation for employee compensation, including that of the Management Committee.

To ensure effective implementation of these standards, the Management Committee adopts specific resolutions, supported by executive orders and instructions issued by the Chairperson of the Management Committee.



chapter III

the bank's management body

The General Meeting of Shareholders represents the supreme governing body of the Bank. Meetings of the General Meeting of Shareholders may be convened in ordinary or extraordinary form and may be held with physical presence, by correspondence, by electronic means, or in a mixed format, in accordance with the applicable legislation and the Bank's Charter.

The General Meeting of Shareholders (GMS) is the Bank's supreme governing body. To ensure maximum accessibility and engagement, the GMS may be convened in either ordinary or extraordinary sessions. These meetings are conducted through various format: physical attendance, correspondence, electronic means, or mixed, fully aligned with current legislation and the Bank's Charter.

The governing bodies of the Bank are represented by:

- a) the Bank's Board;
- b) the Bank's Management Committee.

The Bank's Board serves as the primary representative of shareholder interests between General Meetings. It is responsible for high-level strategic supervision, monitoring the decision-making process, and maintaining rigorous oversight of the Bank's operations. The Board's mandate is to ensure the Bank's long-term financial soundness and stability, remaining directly accountable to the General Meeting of Shareholders.

The Board is comprised of seven members, including three independent members, all elected by the General Meeting of Shareholders for a four-year term. To ensure continuity and regulatory compliance, the mandate of outgoing Board members concludes only upon the official approval of their successors by the National Bank of Moldova.

In 2025, the Bank's Board had the following composition:

No.	Full Name	Status M	Mandate Details
1	Plunksnis Vytautas	Chairman of the Bank's Board	Re-elected to the Bank's Board in 2024 (member of the Board since 2019)
2	Miculeț Victor	Deputy Chairman of the Bank's Board	Re-elected to the Bank's Board in 2024 (member of the Board since 2019)
3	Vrabie Natalia	Member of the Bank's Board	Re-elected to the Bank's Board in 2024 (member of the Board since 2014)
4	Tofan Vasile	Member of the Bank's Board / Chair of the Nomination and Remuneration Committee	Re-elected to the Bank's Board in 2024 (member of the Board since 2019)
5	Andreea-Marina Pipernea	Independent Member of the Bank's Board	Elected to the Bank's Board in 2024 (activity started - August 2025)
6	Madeline-Dalila Alexander	Independent Member of the Bank's Board / Chair of the Audit Committee	Elected to the Bank's Board in 2024 (activity started - August 2025)
7	Kozik Konrad Jerzy	Independent Member of the Bank's Board / Chair of the Risk Committee	Re-elected to the Bank's Board in 2024 (activity started - 2021)

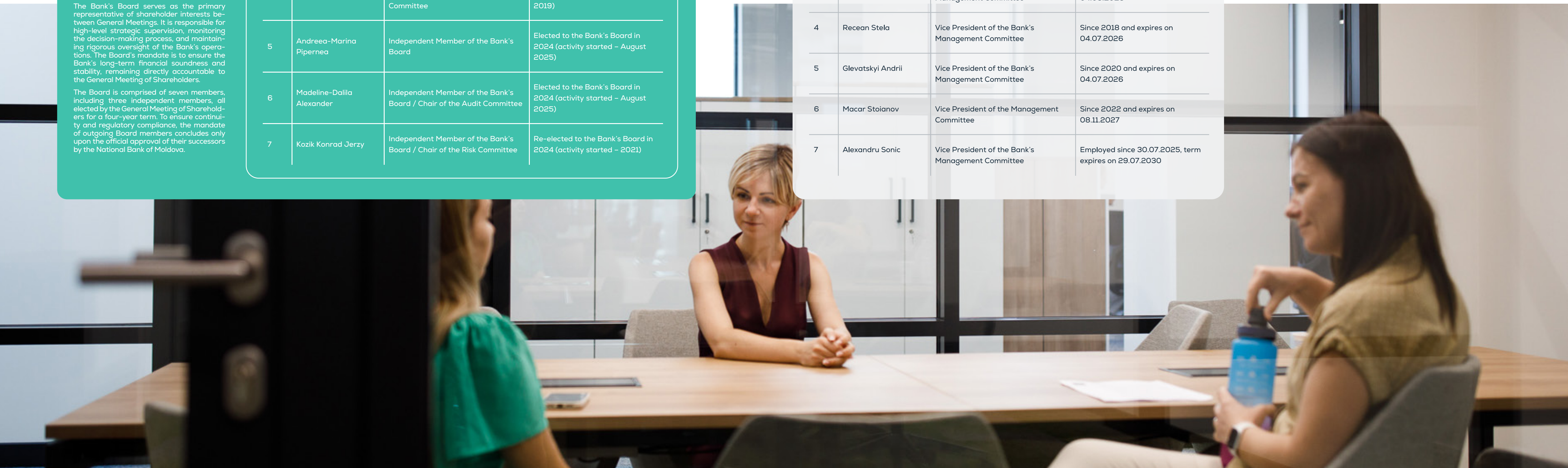
The Management Committee constitutes the Bank's collective executive body, operating in full accordance with applicable legislation, the Bank's Charter, and the Regulation of the Management Committee. It is charged with the Bank's daily operational management, the execution of institutional strategy, and the comprehensive administration of all business activities, maintaining direct accountability to the Bank's Board for its performance and results.

The Management Committee is composed of seven members: the President, the First Vice President, Vice Presidents, and/or members, with specific responsibilities established by the Bank's Board.

The President of the Committee is appointed by the Bank's Board. The First Vice President, the Vice Presidents, and the other members are appointed by the Board upon the proposal of the President of the Committee for a term of up to five years, in strict compliance with the eligibility and approval requirements set forth in the applicable legislation.

For the year 2025, the Bank's Management Committee had the following composition:

No.	Full Name	Status	Mandate Details
1	Shagidze Giorgi	President of the Bank's Management Committee	Since 2021 and expired on 31.12.2025, position vacant as of 01.01.2026
2	Stratan Aliona	First Vice President of the Bank's Management Committee	Since 2020 and expires on 12 July 2029
3	Teleucă Marcel	Vice President of the Bank's Management Committee	Since 2008 and expires on 04.08.2028
4	Recean Stela	Vice President of the Bank's Management Committee	Since 2018 and expires on 04.07.2026
5	Glevatskyi Andrii	Vice President of the Bank's Management Committee	Since 2020 and expires on 04.07.2026
6	Macar Stoianov	Vice President of the Management Committee	Since 2022 and expires on 08.11.2027
7	Alexandru Sonic	Vice President of the Bank's Management Committee	Employed since 30.07.2025, term expires on 29.07.2030



Policy of the institution regarding the term of contracts with members of the executive body

In accordance with the Charter of BC "MAIB" S.A., members of the Management Committee are appointed for a five-year term. Mandates may be extended or renewed subject to a rigorous suitability assessment and subsequent approval by the Bank's Board.

These terms are explicitly detailed within individual employment contracts, ensuring full compliance with internal policies and the National Bank of Moldova (NBM) regulatory framework.

The conditions governing the activity of the members of the executive body, including the notice periods applicable to the termination of the mandate or the individual employment contract, are established in the individual employment contract, in line with the Remuneration Policy and prevailing labor legislation.

The mandate of an executive body member may conclude under the following circumstances:

- expiration of the 5-year mandate;
- revocation or termination of the mandate by the Bank's Board;
- withdrawal of regulatory approval by the National Bank of Moldova;
- resignation or other grounds stipulated by legislation and internal regulations.

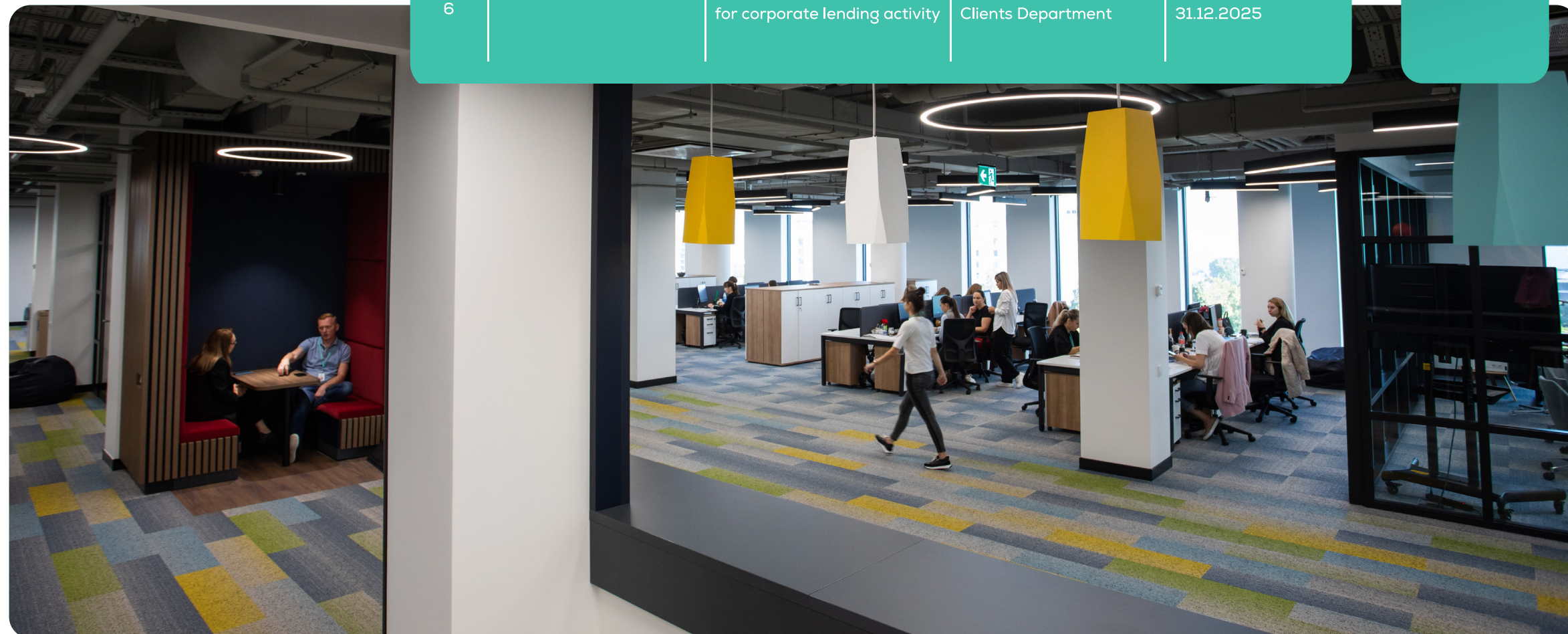
In all instances, the Bank maintains strict compliance with the reporting requirements of the National Bank of Moldova and adheres to the provisions of Law No. 202/2017 regarding the ongoing suitability of executive body members.

Key Function Holders

Key Function Holders represent the category of personnel with essential responsibilities who exert a significant influence on the Bank's strategic and operational direction, without being members of the management bodies.

For the year 2025, the individuals holding key functions were as follows:

No.	Full Name	Function		Status
1	Angela Caraman	Head of Department – Chief Accountant of the Bank	Head of the Accounting and Finance Department, Chief Accountant of the Bank	Transferred as of 01.08.2025, active
2	Oxana Tîpa	Head of the unit responsible for treasury activity	Head of the Treasury Department –	Transferred as of 01.03.2025, active
3	Oleg Cucoreanu	Head of the internal audit function	Head of the Internal Audit Department	Active as of 31.12.2025
4	Barboiani Eduard	Head of the risk management function	Risk Director	Active as of 31.12.2025
5	Svetlana Magdaliuc	Head of the compliance function	Compliance Director	Active as of 31.12.2025
6	Birsan Vladimir	Head of the unit responsible for corporate lending activity	Head of the Corporate Clients Department	Active as of 31.12.2025



chapter IV

Remuneration Of The Management Body And Key Function Holders

Remuneration of the Bank's Board Members

The remuneration of the members of the Bank's Board is established in accordance with the budget for the Board's activities, approved by the General Meeting of Shareholders, as well as the Board's resolutions adopted within its scope of competence.

The remuneration for members of the Bank's Board consists exclusively of fixed compensation.

Fixed remuneration:

- reflects the responsibilities, complexity of the mandate, professional experience, and specific duties assigned to each Board member;
- does not include variable components or performance-based mechanisms, thereby preventing potential conflicts of interest and eliminating incentives for excessive risk-taking.

Board members receive a fixed monthly remuneration, established by the General Meeting of Shareholders. Considering the additional roles and responsibilities related to coordinating the Board's activity, the Chairperson and the Deputy Chairperson receive remuneration that differs from that of the other members.

The Bank bears the costs associated with professional liability insurance policies for Board members, within the limits of the budget approved by the General Meeting of Shareholders.

Throughout 2025, Board members were also entitled to the reimbursement of travel expenses incurred in the performance of duties related to their mandate.

Remuneration of the Management Committee

The remuneration of the Management Committee is governed by the Bank's internal regulations, the Remuneration Policy approved by the Board, and individual employment contracts. All compensation components are granted within the limits of the annual staff remuneration fund and the budgetary frameworks approved by the Board.

The remuneration structure for the Management Committee is composed of fixed and variable components.

Fixed remuneration

The fixed component consists of the base salary and payments related to the exercise of executive duties, established in accordance with legislation, internal regulations, and individual contracts. Base salary represents the primary monthly monetary compensation, reflecting the complexity of the role, assigned responsibilities, required competency levels, and relevant professional experience. The fixed component may include other payments and benefits granted in the performance of the role, as established by law, Board-approved regulations, and contractual provisions.

Variable remuneration

Variable remuneration is primarily comprised of an annual performance bonus tied to the results achieved within the reference period. This structure is rigorously aligned with the Bank's risk profile to incentivize sustainable performance, purposefully eliminating any triggers for excessive risk-taking or non-compliant behavior. Furthermore, the aggregate variable remuneration is strictly capped at 100% of the total annual fixed component.

The granting of variable remuneration is fundamentally contingent upon the performance criteria defined within the Bank's internal regulations, reflecting the precise degree of achievement regarding both individual and institutional objectives. This evaluation process is conducted annually through a multi-year horizon, which strategically accounts for the Bank's business cycle, current and prospective risks, the cost of capital, and liquidity levels. Such a comprehensive assessment ensures that variable remuneration remains inherently aligned with sustainable and prudent performance standards. All bonus disbursements are finalized only after the financial statements have been verified by the independent external auditor and formally approved by the Bank's Board. Consequently, variable remuneration is strictly conditional, granted only if the Bank's financial position is robust and the payment does not compromise the institution's ability to strengthen its capital base.

The specific value of variable remuneration is determined based on individual Key Performance Indicators (KPIs) and annual objectives approved for each member of the Management Committee, with performance evaluated proportionally to the actual period served during the mandate. Our governance framework establishes a rigorous pay-for-performance structure, maintaining a minimum achievement threshold of 60%, below which no bonus is granted, and a maximum ceiling of 100%, beyond which the bonus amount remains capped regardless of further overperformance.

This annual bonus scheme is purposefully designed to foster long-term institutional sustainability, effectively neutralizing incentives focused on short-term gains or the assumption of disproportionate risks that could jeopardize the Bank's strategic stability.

Severance Payments and Termination Framework

The Bank's Remuneration Policy establishes a rigorous framework governing severance payments for members of the Management Committee in the event of a mandate's conclusion or the early termination of an individual employment contract. Such payments are granted strictly in accordance with documented professional performance, en-

suring that compensation is never utilized to reward improper conduct or instances where material or reputational damage has been inflicted upon the institution. Under current regulatory standards, severance payments are classified as a component of variable remuneration and are therefore subject to the National Bank of Moldova's mandatory requirements regarding the ratio between fixed and variable compensation.

In accordance with the Remuneration Policy, the value of such compensation is generally capped at five average monthly salaries, unless the Bank's Board approves an alternative amount in strict compliance with applicable legal and regulatory limits. The final determination regarding the exact quantum of compensation for Management Committee members rests with the Bank's Board, acting upon the formal proposal of the Nomination and Remuneration Committee. In full alignment with internal policy and National Bank of Moldova mandates, no compensation shall be granted in situations where the termination of the mandate results from a manifest failure to perform the executive role, professional misconduct, the causation of material or reputational harm to the Bank, or following the withdrawal of regulatory approval by the NBM due to non-compliance.

Remuneration of key function holders

The remuneration of key function holders is conducted in strict accordance with the Bank's internal regulations, the Board-approved Remuneration Policy, and the specific provisions of their individual employment contracts. The remuneration structure is designed to uphold the core principles of prudence, transparency, and performance-based correlation, ensuring that all compensation is granted within the limits of the annual staff remuneration fund and the budgetary frameworks approved by the Board.

Fixed remuneration

The fixed component of remuneration for key function holders includes the base salary and payments associated with the exercise of duties, established in accordance with applicable legislation, internal regulations, and contractual provisions. The base salary represents the primary monthly monetary compensation and is determined by the Bank's Board, acting upon the proposal of the Nomination and Remuneration Committee. This amount is calibrated based on the complexity of the role, associated responsibilities, required competencies, and relevant professional experience.

Where applicable, the fixed component may further include other rights and benefits provided in the exercise of the function, such as holiday pay, medical insurance, or other facilities stipulated within the internal regulations approved by the Bank's Board. This comprehensive fixed structure is designed to provide competitive and stable compensation that reflects the strategic importance of these roles within the institution.

Variable remuneration

Variable remuneration for Key Function Holders primarily consists of annual or semi-annual performance bonuses, granted based on approved objectives and Key Performance Indicators (KPIs). For individuals responsible for internal control functions, KPIs are specifically structured to ensure independence from the Bank's financial results or sales targets; instead, they objectively reflect the quality of monitoring, assessment, and compliance activities, thereby safeguarding the integrity of the internal control framework.

The quantum of these bonuses is determined by the achievement level of the assigned KPIs, pro-rated to the actual period served in the respective role. Performance is evaluated against strictly defined thresholds to ensure a disciplined pay-for-performance culture. For the annual bonus, no award is granted for achievement levels below 80%, while the payout remains capped for performance exceeding 120%. Regarding the semi-annual bonus, the minimum achievement threshold is set at 75%, with a maximum payout ceiling established at 150%.

The final granting of any bonus is contingent upon the Bank's overall financial position and strict adherence to prudential requirements. Furthermore, variable remuneration may be subject to adjustment or deferral under exceptional circumstances, in full accordance with the provisions of the Remuneration Policy and the resolutions of the Bank's Board.

Structure of remuneration for the management body and key function holders

The remuneration structure for the members of the Board, the Management Committee, and Key Function Holders for the year 2025, including newly appointed individuals and those whose contractual relationships concluded during the period is as follows:

Type of Remuneration		Board (in thousand MDL)	Executive Management and Key function holders (in thousand MDL)
Total fixed remuneration (thousand MDL)		8,874	44,487
Total variable remuneration (thousand MDL)		0	25,053
Proportion (%)	Fixed	100 %	64 %
	Variable	0 %	36 %
Total remuneration		8,874	69,540

chapter V

Employee Remuneration System

The remuneration and benefits system at **maib** is founded on the core principles of internal equity, external competitiveness, transparency, and sustainability. It is rigorously aligned with corporate governance requirements, the risk management framework, and the Bank's long-term strategic objectives. The total remuneration structure comprises three primary elements:

- Fixed remuneration
- Variable remuneration
- Other incentive payments and benefits

Fixed remuneration reflects an employee's professional competencies, experience, educational background, and the responsibilities inherent to their role. It is determined in accordance with approved salary scales and the Bank's internal job classification framework.

This component includes the base salary (tariff or functional) and supplemental payments mandated by labor legislation—such as compensation for overtime, work on rest days, night shifts, dual roles, or the expansion of responsibilities. To ensure prudential compliance, fixed components must cumulatively meet the criteria established in the Remuneration Policy: they are non-discretionary, based on predetermined criteria, transparent, permanent, non-revocable, independent of performance, and devoid of risk-taking incentives.

The Remuneration and Benefits Policy is dedicated to achieving internal equity, ensuring equal pay for work of equal value. This commitment is upheld through the principles of non-discrimination, fairness, and institutional consistency, providing a stable and motivating environment for all staff.

Annual Remuneration Adjustments

The Bank's Remuneration Policy continued to be applied throughout the reference year in its existing form, with no essential modifications or interventions that would affect its fundamental

structure, principles, or mechanisms. The internal regulatory framework for remuneration remained stable, maintaining the same administrative rules, processes, and criteria in full compliance with the regulatory requirements applicable to the banking sector, as well as with **maib**'s Business and Risk Strategies.

By preserving its original architecture, the Remuneration Policy continued to provide a coherent, balanced, and sustainable framework for talent attraction, motivation, and retention. It successfully avoided creating incentives that could lead to excessive risk-taking or behaviors incompatible with the Bank's risk profile. Furthermore, the Policy remained aligned with the principles of proportionality, internal equity, and external competitiveness, thereby consolidating the Bank's position within the labor market.

Adjustments made during the reporting period were strictly technical and procedural in nature. These primarily involved the annual performance and competency evaluations, the updating of salary scales to reflect prevailing labor market conditions, and ensuring the continued balance between fixed and variable remuneration components. These adjustments did not alter the core principles or introduce substantive changes to the remuneration mechanisms established by the Policy.

The criteria and conditions for granting variable remuneration were maintained in their regulated form. Variable pay was awarded exclusively to the extent that individual performance, business unit performance, and the Bank's overall financial and operational results justified such disbursements, always respecting the requirements for financial sustainability and alignment with the risk profile. Data regarding the evolution of average remuneration within the Bank, institutional performance, and relevant variations in the remuneration structure over the last five years are presented in the table below, formatted to facilitate a comparative analysis and a coherent interpretation of multi-year trends.

Evolution of the Bank's average salary in recent years:



Variable remuneration

Variable remuneration reflects an employee's individual performance, the results of their specific operational unit, and the Bank's overall institutional success. This component is designed to reward sustainable, risk-adjusted results that exceed the core requirements of the individual's employment contract. Under its internal policy, the Bank provides short-term incentives, including monthly, quarterly, semi-annual, and annual bonuses, as well as rewards for high-impact projects, exceptional achievements, and specific milestone completions.

The disbursement of variable remuneration is strictly conditional, requiring a robust financial position and performance justification at the individual, unit, and institutional levels. These variable components do not constitute a guaranteed right; their granting, reduction, or cancellation remains at the Bank's discretion, conducted in accordance with the principles of prudent governance and the risk management framework.

Furthermore, the awarding of variable pay is predicated on the Bank's capacity to maintain a sustainable remuneration policy that remains consistent with the performance and risk criteria established by internal regulations.

In accordance with internal provisions, the Bank reserves the right to request the partial or total restitution of previously paid variable remuneration (Clawback). Exercised with respect to the principles of proportionality and transparency, this measure applies if remuneration was granted based on erroneous or incomplete information, in cases of severe professional misconduct, or violations of internal control and risk policies. Furthermore, restitution may be sought if an individual's actions or decisions resulted in significant losses or negatively impacted the institution's risk profile.

Complementing these structures, **maib** provides a supplementary benefits program as an integral part of the total compensation package. These benefits are administered transparently and equitably based on role and responsibility, and are appropriately integrated into either the fixed or variable remuneration components.

The structure of the Bank's staff remuneration in 2025 (including members of the Management Committee and key function holders) is as follows:

Type of remuneration	Thousand MDL	% of total remuneration
I. Fixed remuneration		
1.1. Base salary and salary-related payments (allowances, business trips, substitution, etc.)	729,284	70.35%
1.2. Overtime, night shifts	11,054	1.07%
1.3. Annual and additional paid leave	80,923	7.81%
1.4. Meal tickets	40,598	3.92%
1.5. Benefits (medical insurance, sports)	4,838	0.47%
1.6. Other incentive and compensatory payments (sick leave, material aid for marriage, birth of a child, retirement, etc.)	412	0.40%
Total I	870,808	84.00%
II. Variable remuneration		
2.1. Bonuses	165,630	15.98%
2.2. Severance allowance	201	0.02%
Total II	165,831	16.00%
Total I + II	1,036,639	100.00%

The fixed and variable components of total remuneration are appropriately balanced, with the fixed portion representing a sufficiently high proportion of the total package. This structural design allows for the application of a fully flexible policy regarding variable components, including the possibility of zero payout should performance or financial conditions dictate. **Maib's** remuneration architecture is founded on the principles of prudence, proportionality, and sustainability, ensuring consistent alignment between compensation practices and the Bank's risk profile. The predominance of the fixed component and the stability of the fixed-to-variable ratio in recent years reflect the maturity of the internal framework, providing predictability for personnel costs and a solid foundation for financial stability.

In accordance with the principle of proportionality and effective governance, the Bank maintains a balanced relationship between total remuneration components, ensuring that an employee's variable remuneration cannot exceed 100% of their annual fixed salary. This ceiling is a cornerstone of the salary architecture, designed to neutralize incentives that might encourage risk-taking incompatible with the Bank's strategic objectives. The granting of variable remuneration follows a clearly defined framework with objective, verifiable criteria, including individual performance assessments, contributions to the Bank's overall results, and the long-term sustainability of those achievements. Consequently, variable remuneration functions as a responsible motivational tool oriented toward genuine, durable performance rather than behavioral distortion.

Furthermore, maintaining a moderate and controlled weight for the variable component mitigates exposure to risks associated with short-term rewards, reduces labor cost volatility, and strengthens organizational risk discipline. The current structure demonstrates full compliance with sound governance, decisional transparency, and institutional accountability. Importantly, the variable remuneration for all staff, including the Management Committee and Key function holders, does not create premises for excessive short-term risk-taking, such as the aggressive misselling of products and services, particularly in scenarios where the Bank's or the individual's underlying performance would otherwise not justify a bonus.

Within this framework, variable remuneration is never considered a guaranteed right. Its granting remains subject to internal discretionary decisions, strictly adhering to regulatory requirements and the institution's capacity to maintain a sustainable payout policy. Variable awards are fundamentally contingent upon the Bank's financial health, its risk profile, and the performance evaluation of the recipient. To ensure accountability, the Bank utilizes ex-post adjustment mechanisms, including Malus (the reduction of awarded but unvested variable remuneration) and Clawback (the recovery of already paid variable remuneration).

The Bank reserves the right to demand the partial or total restitution of paid variable remuneration, applied proportionally and transparently, in the following circumstances:

- when it is determined that the remuneration was granted based on erroneous, incomplete, or subsequently invalidated information;
- in cases of severe professional misconduct or breaches of internal control and risk policies;
- where the decisions or actions of the remunerated individual generated significant losses or negatively impacted the Bank's risk profile.

The application of these measures ensures a balanced remuneration policy that remains steadfastly aligned with the Bank's long-term interests, financial stability, and ethical conduct.

Long-Term Incentive Plan: Performance Criteria and Key Conditions

In 2021, the Bank implemented a Long-Term Incentive Plan (LTIP) designed for senior management, middle management, and other key employees. The primary objective of the LTIP is to align executive compensation with sustainable performance and **maib's** strategic long-term goals. As a core component of variable remuneration, the Plan is built upon the principles of prudence, proportionality, and sustainability, thereby supporting the institution's long-term development and effective risk management.

To facilitate the implementation of the Plan, the General Meeting of Shareholders approved the Bank's repurchase of its own shares (share buyback) from shareholders. This buyback was capped at 5% of the total issued shares, specifically designated for transfer to employees participating in the LTIP under the established terms and conditions. The exercise of these options was permitted only to the extent that this remuneration component remained justified by the performance criteria defined within the LTIP, which are based on the Bank's overall results and associated risk profiles.

In the absence of a Liquidity Event by the end of 2025, the granted options were exercised on December 31, 2025, representing the "Long Stop Date" stipulated by the Plan. The fulfillment of the exercise conditions was predicated on the beneficiaries maintaining Continuous Status (uninterrupted employment) until December 31, 2025, and the absence of any circumstances requiring the adjustment or cancellation of rights through Malus or Clawback mechanisms.

The Bank's Board holds the sole competence to confirm the fulfillment of the exercise conditions as of December 31, 2025. Until such formal confirmation is issued, the restricted shares may not be transferred, pledged, assigned, or alienated in any manner, nor do they confer economic or voting rights. Beneficiaries will acquire full rights over the shares, including the possibility of divestment, only after the expiration of the mandatory holding period (December 31, 2026) and the adoption of a formal Board decision to lift the restrictions.

Share Retention Policy and Variable Remuneration Recovery Mechanisms

In accordance with the provisions of the LTIP, **maib** enforces a strict policy regarding the retention and, where applicable, the recovery of variable remuneration granted in the form of Options or the resulting shares. The Bank's Board reserves the right to cancel, reduce, or recover, in whole or in part, the instruments granted to a Beneficiary if circumstances justify the application of Malus or Clawback adjustments, pursuant to the regulatory framework and LTIP clauses.

Specifically, the Bank may intervene regarding variable remuneration if it is determined that a Beneficiary received Options or Shares based on substantially inaccurate information concerning their professional conduct, or if the individual failed to uphold fit and proper standards (honesty, integrity, and professional competence) through the date of exercise or settlement. Furthermore, adjustments are applicable if a Beneficiary significantly breached legal obligations, the Bank's Articles of Association, or internal regulations relevant to their role, or if they engaged in gross misconduct resulting in significant prejudice or material loss for **maib**.

Restricted shares remain subject to adjustment or cancellation should circumstances arise that necessitate the enforcement of the control mechanisms defined within the LTIP. The recovery of unjustified benefits may be executed by requiring a cash restitution of the corresponding market value, in accordance with LTIP procedures. A Beneficiary acquires full rights over the shares only upon completion of the mandatory holding period and the formal lifting of restrictions, at which point the instruments are no longer subject to LTIP conditions.

The **maib** Remuneration Policy ensures the rigorous application of prudential principles, accountability, and corporate governance. It empowers the Bank to recover variable remuneration in any instance where a Beneficiary's behavior or actions are found to be incompatible with the institution's standards for integrity, compliance, and risk management.

Identification of Material Risk Takers for the 2025 Financial Year

Throughout the reporting year, the Bank adhered to the provisions of Law No. 202/2017 on Banking Activity and NBM Regulation No. 322/2018 regarding the governance framework for banking institutions. Pursuant to these regulatory acts, the Bank was mandated to conduct an annual internal assessment to identify employees whose professional activities, responsibilities, or remuneration levels placed them within the category of Identified Staff (Material Risk Takers).

The assessment process was designed to ensure that any employee who, during the course of 2025 or for at least three consecutive months within the financial year, met or could have met the criteria for this category was treated accordingly. In line with NBM regulations, Identified Staff is defined as a category encompassing members of the Management Committee, Key Function Holders, and any other employees whose total remuneration is comparable to that of these two groups.

In analyzing the remuneration data for the period from January 1 to December 31, 2025, the Bank established the total remuneration levels for Key Function Holders and proceeded to identify all employees meeting the aforementioned criteria. The Bank ensured a comprehensive, transparent, and rigorous identification of the relevant personnel, in accordance with the principles of proportionality, internal control, and effective supervision. This process further strengthens the alignment between the remuneration structure and **maib's** strategic and risk objectives.

chapter VI

Remuneration received from any entity belonging to the same group or affiliated with the company.

During the reporting period, three of the five Board members of O.C.N. **MAIB**-Leasing S.A., a subsidiary included within the Group's consolidation perimeter, also served as members of the Bank's Management Committee. For the exercise of their duties within this subsidiary, these members were compensated based on the budget approved by the General Meeting of Shareholders of **MAIB**-Leasing. The total remuneration granted to these three members for their board activity at O.C.N. **MAIB**-Leasing S.A. in 2025 amounted to 204 thousand MDL annually. These remuneration arrangements are aligned with the prudential principles established by the applicable regulatory framework, best practices in corporate governance, and the Group's strategic objectives.

During the same period, three of the six Board members of the card processing company "Moldmediacard" S.R.L., a subsidiary within the Group's consolidation perimeter, were representatives of **maib**. Of these, one member is part of the Bank's Management Committee, while the other two hold other senior management positions within the Bank. For the exercise of their duties within this subsidiary, the Board members receive no remuneration.

In the reporting period, one of the three members of the Board of Directors of **MAIB** IFN S.A., a subsidiary within the Group's consolidation perimeter, concurrently served as a member of the **maib** Management Committee. This member did not receive any fixed remuneration for their activities within the subsidiary entity.

During the reporting period, **MAIB** TECH S.R.L., a subsidiary within the Group's consolidation perimeter, had a sole founder who also holds a position within the Bank. For the activities carried out within this subsidiary, the founder received remuneration in the amount of 1,708 MDL.





chapter VII

Final Provisions

Overview of the implementation of the remuneration policy in the previous financial year

The Bank's Board evaluated the effectiveness of the Remuneration Policy during 2025 and confirmed that it actively contributes to effective governance and has been applied consistently across the organization.

In the preceding financial year, the remuneration policy was implemented in strict accordance with the principles of transparency, internal equity, gender neutrality, and alignment with the Bank's strategic objectives. The remuneration system was applied to all **maib** employees, ensuring full compliance with internal and external regulatory frameworks, as well as the results of local market salary benchmarking studies.

Fixed remuneration was established based on professional experience, competence levels, functional responsibilities, and the structure of approved salary scales. Salary reviews were conducted based on competency assessments, annual performance evaluations, and labor market competitiveness analyses.

Variable remuneration was awarded based on individual, operational unit, and institutional performance. Prudent governance mechanisms were applied throughout the process, including adjustments resulting from disciplinary sanctions and the potential for ex-post mechanisms (malus/clawback), as stipulated by internal policy.

The benefits system was implemented according to approved programs, including meal tickets, medical insurance, educational support, material aid, holiday allowances, transportation facilities, and other benefits structured according to role, responsibility, and defined policy criteria.

Remuneration Policy directions for the upcoming financial year and beyond

The Bank's Remuneration Policy remains a fundamental strategic instrument for attracting, motivating, and retaining highly qualified professionals, sustaining a performance-driven organizational culture, and promoting an equitable, accountable work environment focused on sustainable results.

For the upcoming financial year and the subsequent period, the primary strategic directions for the remuneration policy are as follows:

The Bank will continue to maintain the external competitiveness of its compensation system by periodically updating salary scales based on benchmarking studies conducted by specialized third-party firms, ensuring the salary structure accurately reflects labor market evolutions. Simultaneously, internal equity will be strengthened through the consistent application of competency and performance evaluation mechanisms, annual salary reviews, and the rigorous monitoring of gender pay gaps.

The Bank remains committed to a gender-neutral remuneration policy, preventing and correcting any unjustified discrepancies. This includes the annual reporting of pay differentials in full alignment with corporate governance standards and the institution's commitment to diversity, equity, and inclusion.

The "Pay-for-Performance" philosophy will remain a cornerstone of the remuneration policy. Variable remuneration will continue to be strictly linked to individual, business unit, and institutional results, in compliance with internal procedures and prudential requirements. The Bank will maintain a disciplined balance between fixed and variable pay, ensuring strict adherence to the regulatory cap, whereby the variable component shall not exceed 100% of the annual fixed remuneration.

Regarding prudential governance, **maib** will continue to apply ex-post adjustment mechanisms, including malus and clawback, to ensure that variable remuneration reflects sustainable performance, ethical conduct, and full compliance with internal risk management policies.

Finally, the benefits program will be further developed and diversified based on employee needs and market trends. This includes the potential adjustment of existing programs or the introduction of supplementary benefits within approved budgetary limits, always in alignment with the Bank's strategic objectives.