



financing and
circular retail

AS DelfinGroup
Corporate Governance
Report 2025

Introduction

AS DelfinGroup (hereinafter DelfinGroup or Company) Corporate Governance Report of the year 2025 (hereinafter – the Report) is prepared on the basis of the requirements of the second paragraph of section 56.² of the Financial Instruments Market Act and Code of Corporate Governance issued by the Corporate Governance Advisory Board of the Ministry of Justice of the Republic of Latvia, developed in 2025 by applying the observe or explain principle. The Report is prepared by the Company's Management Board. The Code of Corporate Governance is available on the Ministry of Justice of the Republic of Latvia website, www.tm.gov.lv.

DelfinGroup has complied with almost all of the principles of good corporate governance contained in the Corporate Governance Code. The principles that DelfinGroup has not complied with, including partially, are included in the report, explaining the reasons for DelfinGroup actions for incomplete or non-compliance.

Didzis Ādmīdiņš
Chairman of the
Management Board

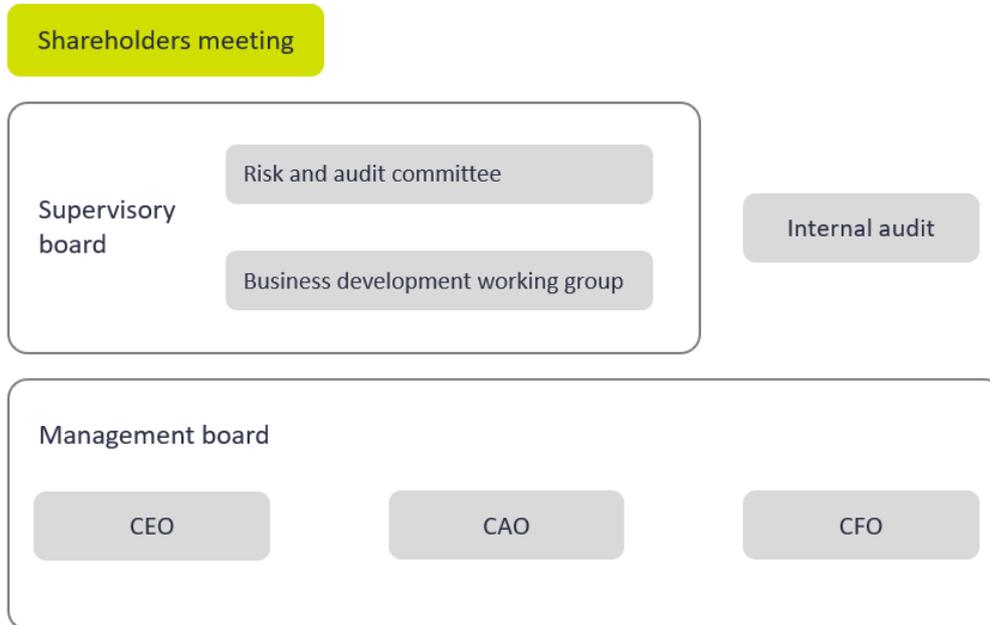
**Andrejs
Aleksandrovičs**
Member of the
Management Board

Laima Eižvertiņa
Member of the
Management Board

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GOVERNANCE STRUCTURE

DelfinGroup governance is ensured at three decision-making levels: shareholders, the Supervisory Board, and the Management Board.



SUPERVISORY BOARD

The members of the Supervisory Board shall be elected by the shareholders' meeting for a term of five years. The Supervisory Board collectively must have the composition of skills, experience, and knowledge to be able to perform its duties to the full extent.

Name, surname	Position	Term of authority	Board meeting attendance in 2025
Agris Evertovskis	Chair of the Supervisory Board	02.07.2030	13/15
Jānis Pizičs	Member of the Supervisory Board	02.07.2030	14/15
Solvīta Kurtiša	Member of the Supervisory Board	02.07.2030	From 03.07.2025 6/6
Mārtiņš Ozoliņš	Member of the Supervisory Board	02.07.2030	From 03.07.2025 6/6
Gatis Kokins	Deputy Chair of the Supervisory Board	03.07.2025	Until 03.07.2025 9/9
Mārtiņš Bičevskis	Member of the Supervisory Board	03.07.2025	Until 03.07.2025 9/9

Supervisory Board committees

Committee	Composition
Risk and Audit Committee	Solvīta Kurtiša (Chair), Agris Evertovskis, Jānis Pizičs

Supervisory Board



Agris Evertovskis Chair of the Supervisory Board.

Co-founder of DelfinGroup in 2009. BSc in Economics and Business from the Stockholm School of Economics in Riga. Previous experience in leading several commercial real estate development projects and companies.

Number of AS DelfinGroup shares owned: 1 128 254 (2,482%)



Mārtiņš Ozoliņš Member of the Supervisory Board.

BSc in Economics and Business from the Stockholm School of Economics in Riga. Previous experience as CEO and Chairman of the Management Board at Eleving Consumer Finance, HUB COO / CRO at Finko, Baltic Region Business Controller at Marginalen Group.

Number of AS DelfinGroup shares owned: 0.



Jānis Pizičs Member of the Supervisory Board.

BSc in Economics and Business Administration from the Stockholm School of Economics in Riga and an MBA from the Riga Business School. He is currently a partner at Merito Partners, Member of the Management Board of SIA Merito Management AIFP, SIA BWCA, AS DBF Finance, SIA CleverMetrics. Experience includes serving as the Group CEO of Finko Group, head of Cluster Finance Partnering and Finance Improvement Lead in Nordic cluster at GlaxoSmithKline Latvia, Group head of Budgeting and Reporting at SPI Group sarl.

Number of AS DelfinGroup shares owned: 9 (0.00002%).



Solvita Kurtiņa Member of the Supervisory Board.

Master's degree in economics from the University of Latvia. Currently, CFO of AS ALPPES Capital. Previously held the positions of Management Board member and Supervisory Board member of Madara Cosmetics.

Number of AS DelfinGroup shares owned: 0.

MANAGEMENT BOARD

Candidates for the members of the Management Board are selected by the Supervisory Board based on criteria of professionalism and competence. The members of the Management Board are elected by the Supervisory Board for a term of five years.



Didzis Ādmīdiņš Chair of the Management Board

Master's in Economics and Business Administration from Riga Technical University. Joined the Company in 2010 and has held various management positions. Chief Executive Officer since 2018 and Member of the Management Board since 2014. Previously worked as CEO in several real estate companies (2008-2010) and as retail credit specialist in Swedbank (2007-2008). D. Ādmīdiņš currently does not hold any positions outside DelfinGroup.

Number of AS DelfinGroup shares owned: 12 500 (0.03%).



Andrejs Aleksandrovičs Member of the Management Board, Chief Financial Officer.

MSc in Business Administration from BA School of Business and Finance. Chief Finance Officer (CFO) of the Company since August 2024. A. Aleksandrovičs has worked as CFO of the Baltic region for Brink's Inc (2020-2024), Worldline Global (2017-2020), First Data Corporation (2008-2017) and was assistant manager at PricewaterhouseCoopers (2004-2008).

Number of AS DelfinGroup shares owned: 9 299 (0.02%).



Laima Eižvertiņa Member of the Management Board, Chief Administrative Officer.

Master of Business Administration (MBA) from SBS Swiss Business School. MSc in economics and finance from BA School of Business and Finance. BSc in economics and finance from the Stockholm School of Economics in Riga. Previous experience – Chief Executive Officer at Zorion (2022-2024), Strategic Project Manager / Investment Operations Manager at Mintos (2019-2022), Senior Economist at the Bank of Latvia (2013-2019), Consultant at Ernst & Young (2011-2013).

Number of AS DelfinGroup shares owned: 0.

HR POLICIES

DelfinGroup has implemented a Personnel policy with the purpose of establishing fair, systematic and effective principles and guidelines in personnel management. The goal of *DelfinGroup* personnel management is to attract the best specialists in their field, promote their talent development and ensure high motivation.

Personnel selection

The following principles are observed in personnel selection:

- Equality – candidates' competencies, knowledge and work experience are taken into account in the selection; no discrimination of any kind based on gender, ethnicity, skin color, age, special needs, sexual orientation, gender identity, religious or political beliefs is allowed.
- Systematic approach - the selection process is organized sequentially in stages: understanding the needs of *DelfinGroup*, creating a position profile, evaluating internal and external resource options, i.e. the relevance of the applicant's competence, education and work experience to the specific position, taking into account the common understanding of the applicant's and the Company's values.
- Long-term cooperation - developing employee talent, based on the employee's set of competences and self motivation, to sustain the working relationship for at least two years.
- Shared values - *DelfinGroup* recognizes that just having the right competencies and skills might not be enough to help a candidate succeed within the Company in the long term. The selection process focuses on the candidate's understanding of the value system as a whole, discussing the values and goals defined by *DelfinGroup* and how they might interact with the candidate's individual beliefs and goals.

Personnel evaluation

The process of evaluating the personnel's work performance is a prerequisite for the implementation of the Company's strategy and the fulfillment of individual and/or structural unit tasks. The process of personnel performance evaluation is done by defining the period, the setting of individual goals for the employees and the evaluation of the results of the employees for the corresponding period. Evaluating the employee's work performance and providing feedback on the results is the daily responsibility of the direct manager.

At *DelfinGroup*, regular personnel evaluation is organized, including a conversation between the employee and his direct supervisor at least once a year, including a mutual assessment of work performance, work tasks and achievable goals for the next period, as well as the employee's development plan.

Personnel motivation

The purpose of personnel motivation is to attract, retain and develop professional and talented employees, Board and council members, thus ensuring the implementation of *DelfinGroup*'s strategy, sustainability and transparency of financial asset use.

Staff motivation in the Company is implemented by means of monetary and non-monetary motivation. The framework of personnel monetary motivation is determined by the *DelfinGroup* Remuneration Policy, the implementation of which is ensured by the Management Board. According to the Remuneration Policy, the remuneration evaluation takes place once a year. The evaluation is based on data obtained from an external salary study (available every two years), based on the salary market situation and/or taking into account the effect of inflation.

Staff stock options are used to reward *DelfinGroup* employees, Management and Supervisory Board members for successful work results, significant investment and loyalty to *DelfinGroup*, thereby motivating the Company's employees, increasing the interest of *DelfinGroup* employees, *DelfinGroup* Management and Supervisory Board members in effective management. In accordance with the Personnel Option Rules, the allocation of personnel options is implemented in addition to the existing *DelfinGroup* Remuneration Policy and Non-Monetary Incentive Plan, it is implemented in a planned manner in accordance with the criteria for the allocation of Personnel Option Rules.

Staff development

The professionalism of the staff is the main factor of the Company's competitiveness, the preservation of which at the necessary level requires the systematic and constant development of skills and knowledge, promoting the development of the staffs experience and competences. DelfinGroup is interested in the further development and growth of the employee as a person. Personnel development at DelfinGroup is implemented through training and an individual approach, especially considering the Company's critical business functions. Personnel training is implemented in accordance with structural management and is aimed at improving competences, which is ensured by the Board of DelfinGroup. The goal of DelfinGroup personnel development and talent management is to respect and evaluate the performance and development potential of each employee, promoting employee growth opportunities. Career development is organized according to the needs of DelfinGroup and is implemented in a planned manner.

Below, the Report provides a detailed explanation of compliance with the principles of the Corporate Governance Code.

PRINCIPLES OF GOOD CORPORATE GOVERNANCE

COMPANY STRATEGY

Company strategy is an essential tool for setting company objectives and strategic direction towards long term value creation.

Principle No 1

The company has an up-to-date strategy that sets out the Company's objectives and direction towards long-term value creation.

- The Company has an up-to-date strategy, the plan of which is developed by the Management Board.
DelfinGroup complies with this criterion. The main directions of the strategy are available on the DelfinGroup website. A sustainable development of DelfinGroup is based on the following strategic planning system: (1) DelfinGroup strategy (3 years), (2) financial plan – long-term (5 years), (3) budget – short-term (1 year).
- The Supervisory Board is involved in the strategy development process and approves the strategy at the Supervisory Board meeting.
DelfinGroup complies with this criterion.
- The Supervisory Board monitors the implementation of the strategy.
DelfinGroup complies with this criterion. The Management Board and Supervisory Board review the strategy once a year and the financial plans once every six months. If necessary, adjustments are made based on the results of the review and are approved by the Supervisory Board.
- The Company's Management Board implements the strategy and reports to the Supervisory Board on its implementation on a regular basis.
DelfinGroup complies with this criterion. The Management Board of DelfinGroup draws up an action plan to achieve strategic goals and reports to the Supervisory Board on the progress of the strategy at least every six months or upon request.

INTERNAL CULTURE AND ETHICAL BEHAVIOUR

The basic principles of the Company's internal culture and ethical behavior and the values on which they are based are a precondition for the successful long-term development of the Company.

Principle No 2

The Company develops an internal culture and ethics code which serves as a standard of conduct for the Company's management and employees.

- The Supervisory Board defines the Company's core values.
DelfinGroup complies with this criterion. Core values of DelfinGroup are defined by the Management Board and approved by the Supervisory Board.
- The Management Board prepares and the Supervisory Board approves the code of internal culture and ethics.
DelfinGroup complies with this criterion. DelfinGroup Code of Ethics is available on the DelfinGroup website.
- The Management Board ensures compliance with the Company's internal culture and ethics code on a daily basis and reacts if there is a breach of the code.
DelfinGroup complies with this criterion.

INTERNAL CONTROL SYSTEM, RISK MANAGEMENT AND INTERNAL AUDIT

The purpose of the internal control system is to ensure the efficient, sustainable and successful operation of the Company, the accuracy of the information provided and compliance with the relevant regulatory enactments and operating principles.

Principle No 3

The Company has an internal control system, the effectiveness of which is monitored by the Supervisory Board.

- The Company has a documented internal control system, the establishment of which is the responsibility of the Management Board.

DelfinGroup complies with this criterion. The implementation of the internal control system is ensured by the Management Board, and is supervised by the Supervisory Board.

- The internal audit evaluates the effectiveness of the internal control system using a risk-based approach and reports the results of the assessment to the Supervisory Board.

DelfinGroup complies with this criterion. Once a year, the internal auditor prepares a report on the performed internal audits and summarizes recommendations for the improvement of DelfinGroup operations. The report shall also include an overall opinion on the effectiveness of the internal control and risk management systems. Until June 2025, the internal audit function was performed by a full time employee of the Company. Currently, in connection with the consolidation of DelfinGroup into the Indexo Group and the changes to the corporate governance process, this function is planned to be provided at the group level.

- The Supervisory Board evaluates the provided evaluation of the effectiveness of the internal control system.

DelfinGroup complies with this criterion. In accordance with the Corporate Governance policy of DelfinGroup, one of the tasks of the Supervisory Board is to monitor the internal control and risk management systems, examining their adequacy and effectiveness.

Principle No 4

The Company identifies, assesses and monitors the risks associated with its operations.

- The Management Board develops and the Supervisory Board approves the Company's risk management policy.

DelfinGroup complies with this criterion. Risk Management policy is available on the DelfinGroup website.

- The Management Board develops and the Supervisory Board approves the material risk appetite – the risks that the company is prepared to take in order to achieve its operational objectives.

DelfinGroup complies with this criterion Risk Management policy is available on the DelfinGroup website.

- Based on the identified risk assessment, the Management Board implements risk management measures.

DelfinGroup complies with this criterion. The Management Board implements risk management measures and prepares a report to the Supervisory Board every six months.

- At least once a year, the Supervisory Board reviews the Management Board's reports on risk management measures and the implementation of the risk management policy.

DelfinGroup complies with this criterion.

Principle No 5

An internal audit has been established in the Company, which evaluates the Company's operations

independently and objectively.

- The Company has an internal auditor who is functionally independent from the Management Board and reports to the Supervisory Board.

DelfinGroup complies with this criterion. DelfinGroup has an independent and objective internal audit function performed by an internal auditor. Internal auditor is functionally subordinated to the Supervisory Board. The internal auditor reports to the Supervisory Board and the Risk and Audit Committee. Until June 2025, the internal audit function was performed by a full time employee of the Company. Currently, in connection with the consolidation of DelfinGroup into the Indexo Group and the changes to the corporate governance process, this function is planned to be provided at the group level.

- The Supervisory Board approves and dismisses the internal auditor.

DelfinGroup complies with this criterion. The Supervisory Board, upon the recommendation of the Risk and Audit Committee, approves the internal auditor and decides on the termination of the employment relationship with the internal auditor. After the consolidation of DelfinGroup into the Indexo Group and the conclusion of the corporate governance change, the internal auditor will be approved and dismissed by the Supervisory Board.

- The internal auditor develops a risk-based internal audit plan, which is approved by the Supervisory Board.

DelfinGroup complies with this criterion. The internal auditor shall draw up a five-year strategic plan and an annual internal audit plan based on a risk assessment. The strategic and annual plan for internal audit is reviewed by the Management Board, the Risk and Audit Committee and approved by the Supervisory Board.

- The internal auditor informs the Management Board and Supervisory Board on the implementation of the internal audit plan, audit results and recommended actions to address deficiencies, if any.

DelfinGroup complies with this criterion. The internal auditor reports to the Management Board, the Risk and Audit Committee, and the Supervisory Board on the progress, findings, and recommendations of the annual internal audit plan.

EXTERNAL AUDITOR

The external auditor provides the Management Board and the Supervisory Board, all shareholders and investors, creditors and other stakeholders with an independent report on the Company's financial standing, reliability of financial statements and compliance with the requirements of regulatory enactments.

Principle No 6**The Company has an independent external auditor.**

- The Supervisory Board and the audit Committee, (if established), determine the selection criteria for the external auditor.

DelfinGroup complies with this criterion. The selection process of the external auditor is ensured by the Risk and Audit Committee of the Supervisory Board in accordance with its rules of procedure. The main criteria for the auditor's selection are reputation and experience.

- The Company has an independent external auditor with appropriate qualifications.

DelfinGroup complies with this criterion. The DelfinGroup external auditor is BDO ASSURANCE SIA.

- The term of office of one external auditor does not exceed five years, thus ensuring the rotation of external auditor representatives.

DelfinGroup complies with this criterion. DelfinGroup has signed a three-year contract with the auditor to audit 2025, 2026, and 2027 annual reports. During the extraordinary shareholder meeting of DelfinGroup on 12 September 2025, the election of the auditor for the audits of the financial statements was approved.

ELECTION OF SUPERVISORY BOARD MEMBERS

A competent and experienced Supervisory Board is a prerequisite for the efficient operation of the Company and decision-making, which contributes to the long-term growth of the Company's value.

Principle No 7

The Company ensures transparent procedures for the election and dismissal of Supervisory Board members.

- The Company has approved the procedure for selection and removal of Supervisory Board members.

DelfinGroup complies with this criterion. Supervisory Board members are selected in accordance with the Company's binding regulations, including verification of their alignment with the criteria set out in applicable laws and regulations governing licensed consumer credit providers and companies whose shares and bonds are listed on a regulated market.

- The Company provides timely and sufficient information to the Company's shareholders on the Supervisory Board members who are nominated for election or re-election.

DelfinGroup complies with this criterion. Prior to the approval of the members of the Supervisory Board at the shareholders' meeting, DelfinGroup comprehensively and in a timely manner informs the shareholders about the suitability of the candidates for the position of the members of the Supervisory Board by announcement on the stock exchange.

- The size of the Supervisory Board corresponds to the specifics of the Company's operations.

DelfinGroup complies with this criterion. The Supervisory Board of DelfinGroup consists of four members.

- A Supervisory Board member is elected for a term not exceeding 5 years.

DelfinGroup complies with this criterion. According to DelfinGroup Articles of Association, the Supervisory Board is elected for five years.

Principle No 8

Supervisory Board members combined have sufficient experience and competence.

- The Supervisory Board as a whole has a set of skills, experience and knowledge, including on the sector concerned, to be able to perform their duties fully.

DelfinGroup complies with this criterion. The Company's Supervisory Board has in-depth experience and knowledge of the industry in which the Company operates, as well as management experience gained in other companies.

- The principles of diversity are observed when forming the Supervisory Board.

DelfinGroup complies with this criterion. The selection process follows the principle of diversity, as evidenced by the experience of the Supervisory Board members in various industries.

- Both sexes are represented in the Supervisory Board.

DelfinGroup complies with this criterion. The Supervisory Board is represented by both sexes.

- The Management Board develops an induction training programme and provides new Supervisory Board members with induction training.

DelfinGroup complies with this criterion. Upon starting work, each Supervisory Board member is introduced to the most important documents and necessary training. Also, after the start of the work of the Supervisory Board members, meetings are organized with the Management Board members, who introduce the new Supervisory Board members with the necessary information.

Principle No 9

The Company's Supervisory Board has independent Supervisory Board members.

- The Company evaluates and the shareholders determine the proportion of independent Supervisory Board members.

DelfinGroup complies with this criterion. The DelfinGroup Corporate Governance policy, approved by shareholders, determines that at least half of the members of the Supervisory Board are independent.

- At least half of the members of the Board are independent.

DelfinGroup complies with this criterion. According to the Latvian Code of Corporate Governance, 2 out of 4 DelfinGroup Supervisory Board members are considered independent. Mārtiņš Ozoliņš and Solvita Kurtiņa.

- Independent candidates for Supervisory Board membership submit a confirmation of their compliance with the independence criteria, and during their term of office a Supervisory Board member is obligated to inform of any changes to their independence status.

DelfinGroup complies with this criterion.

- Prior to the election of the Supervisory Board, the Company evaluates the independence of Supervisory Board members in accordance with the available information.

DelfinGroup complies with this criterion.

PRINCIPLES OF DETERMINING THE REMUNERATION FOR THE SUPERVISORY BOARD AND THE MANAGEMENT BOARD

Clearly defined remuneration principles for Management Board and Supervisory Board members facilitate transparency of the use of funds and effective risk management.

Principle No 10

The Company has introduced a Management Board and Supervisory Board remuneration policy.

- The Company has introduced a remuneration policy, which has been developed by the Management Board, reviewed by the Supervisory Board and approved by the shareholders' meeting.

DelfinGroup complies with this criterion. Remuneration policy is available on the DelfinGroup website.

- Once a year, the Supervisory Board determines the financial and sustainability goals to be achieved by the Management Board, including each individual member thereof, as well as their impact on the variable component of remuneration, and supervises their fulfillment.

DelfinGroup complies with this criterion. The Management Board member variable part of remuneration is related to (1) The implementation of DelfinGroup strategy, (2) The fulfilment of the overall objectives set by the Supervisory Board, as well as the objectives and key performance indicators (KPIs) of individual members of the Management Board as defined by the Supervisory Board, (3) DelfinGroup's financial results, including profits.

- No variable part of remuneration is determined for Supervisory Board members, and no compensation is paid in case of removal or resignation from office.

DelfinGroup complies with this criterion. The rules are defined in the DelfinGroup remuneration policy.

- Once a year, the Management Board prepares a report on the remuneration granted to each current and former Management Board and Supervisory Board member.

DelfinGroup complies with this criterion. DelfinGroup has prepared a report on the remuneration for 2025.

ORGANISATION OF THE SUPERVISORY BOARD'S WORK AND DECISION-MAKING

A clear and understandable organization of the work of the Supervisory Board and the availability of timely, high-quality and relevant information facilitates the effective performance of the Supervisory Board's tasks and full involvement of Supervisory Board members in decision-making. The Supervisory Board acts in the interest of all shareholders and the Company, while also taking into consideration the interests of stakeholders.

Principle No 11

The Company's Supervisory Board work organization is clear and understandable.

- The Supervisory Board organizes its work in accordance with regulations of the Supervisory Board and the work calendar.
DelfinGroup complies with this criterion. The Charter of the Supervisory Board is available on the DelfinGroup website.
- The Supervisory Board holds at least one separate Supervisory Board meeting per year to discuss the Company's strategy and its implementation.
DelfinGroup complies with this criterion. The Supervisory Board of DelfinGroup approves the strategy once a year and organizes a separate meeting to evaluate the implementation of the strategy.
- The Company's budget provides the financing necessary to ensure the operation of the Supervisory Board.
DelfinGroup complies with this criterion.
- Once a year the Supervisory Board conducts a self-assessment of the work of the Supervisory Board and reviews its results at the Supervisory Board meeting.
DelfinGroup complies with this criterion.
- The Supervisory Board annually assesses whether its composition possesses appropriate experience and competence, including whether it has sufficient capacity and complies with diversity principles.
DelfinGroup complies with this criterion.
- The Supervisory Board has evaluated the need to set up committees (if a committee has been set up, see principle No 12.1.).
DelfinGroup complies with this criterion. The Company has established a Risk and Audit Committee.

Principle No 12

The Supervisory Board takes informed and considered decisions.

- The Supervisory Board has access to information prepared by the Management Board necessary for decision-making in a timely manner and in sufficient amount.
DelfinGroup complies with this criterion.
- The Supervisory Board determines the procedure for the circulation of information, including the right of the Supervisory Board to request from the Management Board information, which the Supervisory Board requires to make decisions.
DelfinGroup complies with this criterion. The Supervisory Board has the right to request information from the Management Board necessary for the Supervisory Board to make decisions. The Supervisory Board communicates with the Management Board through the Chair of the Supervisory Board and the Chair of the Management Board. The Supervisory Board determines the procedure of circulating information within the Supervisory Board and between the Supervisory Board members, Management Board and employees of DelfinGroup related to the work of the Supervisory Board.
- A Supervisory Board member analyses the information and prepares proposals for decisions to be adopted by the Supervisory Board.

DelfinGroup complies with this criterion.

- When making decisions, the Supervisory Board assesses the risks, short-term and long-term impact on the Company's value, sustainability and responsible development.

DelfinGroup complies with this criterion.

Principle No 12.1

The committee prepares proposals for Supervisory Board decision making.

- The Supervisory Board determines the tasks and the procedures for organization of work of the committee.

DelfinGroup complies with this criterion. The charter of the committee is available on the DelfinGroup website.

- The Supervisory Board establishes a committee of at least 3 Supervisory Board members with appropriate experience and expertise in the field of work of the committee (remuneration, nomination, audit or other field).

DelfinGroup complies with this criterion. During the changes in corporate governance, since July 2025, one committee has been actively operating, consisting of three Supervisory Board members with appropriate experience and knowledge in the committee's designated field of activity.

Risk and Audit Committee: Solvita Kurtiša (Chair), Agris Evertovskis, Jānis Pizičs.

In place of the Business Development Committee, a Business Development Working Group has been operating since July 2025, which performs the functions of the Business Development Committee. It consists of Jānis Pizičs, Agris Evertovskis and Mārtiņš Ozoliņš.

- The committee analyses the information and prepares proposals for decisions by the Supervisory Board, as well as informs the Supervisory Board of the work of the committee.

DelfinGroup complies with this criterion. The established committee examines the issues within their competence and prepares draft decisions for consideration at the Supervisory Board meeting.

PREVENTION OF THE CONFLICT OF INTERESTS

Identification and management of potential conflict of interest situations reduces a company's financial and reputational risks.

Principle No 13

Management Board and Supervisory Board members are clearly aware of the manifestations of conflicts of interest and are informed of the action to be taken in the event of a conflict of interest.

- The Supervisory Board defines the indications of a conflict of interest and identifies the conflict-of-interest prevention and management procedures.

DelfinGroup complies with this criterion. DelfinGroup has established a Policy for Prevention and Management of Conflict of Interest that defines conflict of interest, its management principles, prevention, and responsibility and control. The Supervisory Board approves the policy, which is available on the DelfinGroup website.

- Supervisory Board or Management Board members do not participate in decision-making on matters in which the Company's interests conflict with the interests of the Supervisory Board, Management Board members or persons related to them.

DelfinGroup complies with this criterion. Members of the Management and Supervisory Board when in conflict of interest, including potential conflict of interest, shall have no voting rights in the relevant decision and shall be prohibited from influencing other members of the Supervisory Board or Management Board to decide in their favour.

- Persons subject to the conflict-of-interest obligation participate in training on dealing with conflicts of interest on a regular basis.

DelfinGroup partially complies with this criterion. DelfinGroup has implemented a Policy for the Prevention and Management of Conflicts of Interest that is binding on the Company's Management, Supervisory Board, and employees. Conflict of interest training is planned to start in 2026.

SHAREHOLDERS' MEETING

Effective involvement of shareholders in decision-making helps to achieve the Company's financial and non-financial goals, as well as ensures the Company's sustainable operation.

Principle No 14

The Company provides shareholders with timely information on conduction of shareholders' meetings providing all the information necessary for decision-making.

- The Company informs shareholders in a timely manner about the agenda, course and voting procedures of the shareholders' meeting, as well as about any related changes.

DelfinGroup complies with this criterion. Information about the shareholder's meeting agenda, application, voting procedure, and proceedings are published at least twenty-one day before the meeting.

- The Company ensures that shareholders have the opportunity to familiarize themselves with the planned decisions and accompanying documents in a timely manner, including by using digital tools.

DelfinGroup complies with this criterion. Simultaneously with the announcement of the shareholders' meeting, DelfinGroup informs the shareholders about the draft decisions included in the agenda of the meeting. Information regarding draft decisions of the shareholders' meeting and the documents attached to them is distributed in a digital environment.

- The Company provides shareholders with an opportunity to submit questions on the matters included in the agenda and draft decisions before the shareholders' meeting.

DelfinGroup complies with this criterion. Shareholders are provided with contact information through which questions can be submitted.

- The draft decisions and the documents attached to them provide detailed, clear and complete information on the matter under consideration.

DelfinGroup complies with this criterion.

Principle No 15

The Company promotes effective shareholder involvement in decision-making and participation in shareholders' meetings.

- The Company provides shareholders with the opportunity to participate in the shareholders' meeting in person or remotely, taking into account the necessary security and technical measures.

DelfinGroup complies with this criterion. It is possible to participate in shareholder meetings both in person and remotely, as well as to cast your vote before the shareholder meeting.

- The Company determines the appropriate duration of the shareholders' meeting and provides the shareholders with the opportunity to express their opinions during the meeting and obtain the information necessary for decision-making.

DelfinGroup complies with this criterion. The duration of the shareholders' meeting depends on the number of agenda items. During the meeting, shareholders can ask questions and express their opinion on each decision.

- The Company invites Management Board and Supervisory Board members, candidates for Supervisory Board members, auditors and internal auditors, as well as other persons to participate in the shareholders' meeting in accordance with the matters to be considered at the meeting.

DelfinGroup complies with this criterion. The Management Board attends DelfinGroup shareholders' meetings. In addition, the Chairman of the Supervisory Board and/or the Deputy Chairman of the

Supervisory Board, the auditor, and other persons related by the issues on the agenda participate in shareholders' meetings.

- The shareholders' meeting makes decisions in accordance with the previously announced draft decision.

DelfinGroup complies with this criterion.

Principle No 16

The Company develops and discusses dividend policy with the shareholders.

- The Company has developed and published an up-to-date dividend policy.

DelfinGroup complies with this criterion. Dividend policy is available on the DelfinGroup website.

- The dividend policy has been discussed with the shareholders during the shareholders' meeting.

DelfinGroup complies with this criterion. The dividend policy has been approved by the DelfinGroup shareholders' meeting.

TRANSPARENCY OF COMPANY OPERATIONS

Transparency of company operations is the basis for effective investor relations and successful communication with shareholders and other stakeholders.

Principle No 17

The Company informs shareholders and other stakeholders on a regular basis and in a timely manner of business operations, financial results, management and other relevant issues of the Company.

- The Company discloses complete, accurate, objective, up-to-date and true information in a timely manner.

DelfinGroup complies with this criterion. Information for interested parties is published on the Nasdaq Riga stock exchange website, as well as on the DelfinGroup website.

- The Company discloses information to all shareholders at the same time and to the same extent, and for this purpose uses previously agreed means of communication, taking into account both technological capabilities and shareholder needs.

DelfinGroup complies with this criterion. The information is simultaneously disclosed on the Nasdaq Riga stock exchange, in the Official Centralized Storage System for Regulated Information, on the DelfinGroup website, and in the media.

- The Company discloses information about the Company's management, strategy or lines of business on the website and publishes financial statements as well as other information in accordance with Annex No. 1.

DelfinGroup complies with this criterion. See Annex No 1 Information to be Published on the Company Website.

- The Company provides information both in Latvian and in at least one other language that is understandable to most of the Company's foreign shareholders and other stakeholders.

DelfinGroup complies with this criterion. Information is provided in Latvian and English.

GROUP COMPANY MANAGEMENT

Organized and publicly explained relationships between companies within a group help prevent governance risks and enable the full operational potential of the group. In company groups, both the parent company and its subsidiaries are subject to the same corporate governance principles that apply to individual companies.

Principle No 18

Company groups have established a transparent governance system that ensures the implementation of corporate governance principles in subsidiary companies.

- Members of the Management Board and Supervisory Board of a subsidiary within a company group act primarily in the interests of the subsidiary.

DelfinGroup complies with this criterion.

- The company group has introduced a transparent procedure for implementing group-level strategy, financial targets and policies.

DelfinGroup complies with this criterion. The DelfinGroup strategy is developed at the group level.

- The Company provides complete and transparent information about its activities within the company group.

DelfinGroup complies with this criterion.

Annex No 1**INFORMATION TO BE PUBLISHED ON THE COMPANY WEBSITE**

Company			
Criterion	Complied with	Not complied with	Explanation
Information about the Company	X		
Information about the Company's strategic objectives	X		
Articles of association of the Company	X		
Information on the corporate governance structure of the Company	X		
Company Code of Internal Culture and Ethics	X		
Information regarding the Company's compliance with current standards of good business practice	x		
Key Company policies according to Latvian Code of Corporate Governance annex No 2	X		Dividend policy, Risk Management policy, Internal Audit policy, Equality, Diversity and Inclusivity policy, Public tender policy, Corporate Social Responsibility guidelines, Whistleblowing policy, Remuneration policy, Market Abuse Prevention policy, Personnel policy, Procurement policy, Customer Service policy, Information Security policy, Conflict of interest prevention and Management policy, Credit Risk management policy, AML/CTF and risk management policy, Code of Ethics, Corporate Governance policy, Charter of the Supervisory Board, Charter of the Risk and Audit Committee, Charter of the Remuneration and Nomination Committee, Charter of the Business Development Committee.
Shareholders and beneficial owners			
Information on the Company's shareholders holding at least 5% of the Company's share capital	X		
Information on the beneficial owners of the Company	X		
Number of the Company's issued, paid-up and voting shares, bonds or other financial instruments	X		Other relevant information is indicated for the issued bonds: ISIN, the issue volume, term, coupon rate, list, and prospectus.

Supervisory Board and Management Board			
Regulations of the Management Board and the Supervisory Board or another similar document	X		
Information on each Supervisory Board and Management Board member	X		
Information on independent Supervisory Board members	X		
Remuneration policy of the Management Board and the Supervisory Board and remuneration report.	X		
Information on the selection (nomination) and dismissal process of the Management Board and the Supervisory Board	X		
Information on Supervisory Board committees and the audit committee	X		
Financial and non-financial reports and information			
Company's financial statements and reports for at least 3 previous financial years	X		
The Company's Sustainability reports for at least 3 previous financial years	X		
Corporate governance statements for at least 3 previous financial years, if any	X		
Company's financial calendar or other calendar of significant and planned communication events	X		
Information for shareholders and investors			
Information on the planned shareholders' meetings	X		
Information on held shareholders' meetings	X		
Company's dividend policy and information on dividends paid (on at least 10 previous years of the Company's operations)	X		The website provides information on dividends paid since <i>DelfinGroup</i> shares. were listed on Nasdaq Riga regulated market in 2021
Announcements published by the Company and relevant information for investors, including presentations for investors, videos of events for investors, forecasts, if any, etc.	X		
Contacts of the investor relations officer (if any)	X		