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circular retail

AS DelfinGroup
Remuneration Report 2025

Introduction

AS DelfinGroup (hereinafter DelfinGroup or Company) Remuneration Report of the Management Board and Supervisory Board for the year 2025 has been prepared in accordance with the requirements of Chapter III1 of Section D of the Financial Instrument Market Law of the Republic of Latvia and DelfinGroup Remuneration Policy, which is available on the Company's website www.delfingroup.lv

The DelfinGroup Remuneration Policy aims to promote the implementation of DelfinGroup strategy, sustainability, and transparency of the use of finances, as well as to retain, attract, motivate and develop professional and talented employees, Management Board and Supervisory Board members. DelfinGroup applies the following principles when determining the remuneration of the Management Board and Supervisory Board members:

1. Remuneration is commensurate with the performance and personal contribution of Management Board and Supervisory Board members;
2. Remuneration is in line with the terms of the employment or authorization relationship as well as DelfinGroup actual performance;
3. The remuneration of the Management Board and Supervisory Board members is proportional to the remuneration of employees;
4. Remuneration is competitive in the labour market;
5. The remuneration structure is balanced and does not encourage excessive risk-taking;
6. Remuneration is not contrary to the long-term interest of DelfinGroup and stakeholders;
7. To avoid conflicts of interest, DelfinGroup ensures that its employees, Management Board and Supervisory Board members do not participate in determining their remuneration (unless the shareholder is a Supervisory Board member).

The fixed and variable remuneration paid to the DelfinGroup Management Board and Supervisory Board members in 2025 complies with the provisions of the Company's remuneration policy.

The previous remuneration report for 2024 was unanimously adopted on 11.06.2025 at the Annual General Meeting without further shareholder comments.

The remuneration report is a part of the Annual Report prepared by the Company's Management Board and reviewed by the Company's Supervisory Board. A sworn auditor has reviewed the Remuneration Report and will be approved at the shareholders' meeting with other components of the Annual Report. As a separate part of the Annual Report, the Remuneration Report is available in Latvian and English on the Company's website www.delfingroup.lv and on the Nasdaq Riga website www.nasdaqbaltic.com.

Didzis Ādmīdiņš
Chairman of the
Management Board

**Andrejs
Aleksandrovičs**
Member of the
Management Board

Laima Eižvertiņa
Member of the
Management Board

This document is electronically signed with safe electronical signature and contains time stamp.

Remuneration of the Management Board

Remuneration of Management Board is determined by the Supervisory Board of DelfinGroup. Salary or time remuneration and a bonus are determined for Management Board members, and other benefits are provided. When determining time remuneration for a Management Board member various factors are taken into account, such as education, professional skills and competencies, job responsibilities, as well as the level of responsibility, the situation in the labour market, and DelfinGroup financial position.

The bonus for Management Board members shall be determined in an amount not exceeding 100% of the amount of time remuneration. The bonus amount is related to the implementation of DelfinGroup strategy, 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, and DelfinGroup financial results, including profits. The supervisory board may reduce or not pay bonuses if DelfinGroup financial results have not been achieved or if the overall financial situation of DelfinGroup does not allow it.

In addition to time remuneration, as well as the bonus, the supervisory board may set other benefits for Management Board members:

- a bonus for the successful implementation of strategically important projects determined by the Supervisory Board with the total bonus budget not exceeding 20% of the total amount of remuneration for the Management Board member in the last 12 months. If the Management Board member has been in office for 3 to 6 months, then the total bonus budget does not exceed 80% of the total remuneration of the Management Board member in the last 3 months. If the Management Board member has been in office for 6 to 12 months, then the total bonus budget does not exceed 40% of the total remuneration of the Management Board member in the last 6 months;
- the use of one non-luxury car and the payment of related expenses;
- once a year the Supervisory Board approves the package of other rational benefits with the total budget not exceeding 5% of the amount of time remuneration.
- No termination payments are set for Management Board members. However, if it is deemed necessary in specific circumstances, the amount of such payment determined by the Supervisory Board may not exceed the amount of time remuneration of the Management Board member for 6 months.

Below, in the table, the remuneration of the Management Board and other benefits paid out in 2025 are reflected in EUR:

Name, surname, position	Fixed remuneration			Variable remuneration	Total remuneration	Proportion of fixed and variable remuneration %	Notes
	Base salary	Other benefits*	Total				
Didzis Ādmīdiņš , Chairman of the Management Board	159 583	643	160 226	47 582	207 808	77 / 23	
Andrejs Aleksandrovičs Member of the Management Board, Chief Financial Officer	120 709	643	121 352	10 800	132 152	92 / 8	
Laima Eižvertiņa Member of the Management Board, Chief Administrative Officer	90 884	643	91 527	7 088	98 615	93 / 7	From 01.04.2025
Nauris Bloks , Member of the Management Board, Chief Innovation and Product Officer	34 557	643	35 200	23 145	58 345	60 / 40	Until 15.04.2025

*Other benefits include health insurance.

Remuneration of the Supervisory Board

Remuneration of Supervisory Board members is determined by the shareholders' meeting of DelfinGroup. No variable part of remuneration or bonus is determined for Supervisory Board members. Remuneration of the Chairperson of the Supervisory Board is calculated with the shareholder's meeting setting the basic remuneration of no more than 50% of the time wage of the Chairperson of the Management Board of DelfinGroup, and the shareholders' meeting may determine that the basic remuneration of a Supervisory Board member is calculated as not exceeding 50% of the basic remuneration of the Chairman of the Supervisory Board. The Supervisory Board may set bonuses for members and/or the Chairperson of the Supervisory Board for work in committees or working groups established by the Supervisory Board, the total amount of the bonuses not exceeding 50% of the basic remuneration of the member and/or the Chairperson of the Supervisory Board, respectively.

It is possible to set additional bonuses for Supervisory Board members only per decision of the shareholders' meeting.

Below, in the table, the remuneration of the Supervisory Board and other benefits paid out in 2025 are reflected in EUR:

Name, surname, position	Fixed remuneration				Variable remuneration	Total remuneration	Proportion of fixed and variable remuneration %
	Base salary	Allowances for work in Supervisory Board committees	Other benefits*	Total			
Agris Evertovskis, Chairman of the Supervisory Board	60 386	15 229	643	76 258	-	76 258	100 / 0
Jānis Pizičs, Member of the Supervisory Board	20 177	16 474	643	37 294	-	37 294	100 / 0
Mārtiņš Ozoliņš, Member of the Supervisory Board (from 04.07.2025)	5 870	11 880	643	18 393	-	18 393	100 / 0
Solvīta Kurtiņa, Member of the Supervisory Board (from 04.07.2025)	5 870	-	643	6 513	-	6 513	100 / 0
Gatis Kokins, Deputy Chairman of the Supervisory Board (until 03.07.2025)	17 680	31 929**	643	50 251	-	50 251	100 / 0
Mārtiņš Bičevskis, Member of the Supervisory Board (Until 03.07.2025)	14 308	5 194	643	20 145	-	20 145	100 / 0

*Other benefits include health insurance.

**Compensation of 6 months' salary was provided for early termination of the contract.

Changes in remuneration and Company performance results

The comparative data summarizes the remuneration of the Management Board and Supervisory Board, company performance indicators (all company performance indicators are available in the financial report), and the average full-time salary of the Company's employees, excluding Management Board and Supervisory Board members. In addition, heads of departments of DelfinGroup have been selected as the reference group for employee compensation.

In 2025, DelfinGroup achieved stable growth with increasing income and profit results. Revenues in 2025 increased by 24% compared to 2024, reaching 78.2 million euros. In addition, the Company's profit in 2025 grew along with the increase in income, which resulted in profit before taxes reaching 12.4 million euros and an increase of 35%, while net profit increased by 32% to 9.6 million euros.

Management Board remuneration, EUR	2025	2024	2023	2022
Management Board fixed remuneration	408 305	387 305	360 866	257 511
Management Board variable remuneration	88 615	223 760	55 038	115 571
Management Board total remuneration	496 920	611 065	415 905	373 082
Supervisory Board fixed remuneration	208 853	204 870	209 613	134 600
Supervisory Board variable remuneration	0	0	0	0
Supervisory Board total remuneration	208 853	204 870	209 613	134 600
Company performance, EUR				
Revenue	78 240 285	62 954 008	50 423 151	35 775 886
Profit before tax	12 412 577	9 174 170	8 289 635	7 257 561
Net profit	9 614 824	7 276 206	6 627 971	5 961 453
The annual average salary of employees for full-time work, EUR				
Remuneration of department heads	56 134	52 732	44 904	39 996

Remuneration related to stock options

The DelfinGroup employee share options program was approved by the shareholders' meeting on September 9, 2021, while the amendments to the option program were approved by the extraordinary shareholders' meeting on March 28, 2022.

The purpose of issuing the Company's share options is to reward the Company's employees, Management Board, and Supervisory Board members for successful work results, significant investment in the Company, and loyalty to the Company. Also, to motivate the Company's employees and management to take care of the development of the Company's activities in the long term, as well as to increase the number of employees of the Company and to increase the interest of the Management and Supervisory board members in the effective management of the Company.

The main, but not only, terms of the employee share option program are as follows:

1. The company issues 450 000 employee options.
2. 450 000 dematerialized bearer shares of the same category with a nominal value of EUR 0.10 per share, which does not exceed 10% of the Company's paid-up share capital at the time when the decision of the Management or Supervisory Board on granting staff options, is intended to cover all personnel options.
3. Each share of the new issue of the Company obtained as a result of the conversion of the personnel option gives the shareholder the same rights as the existing shares of the Company, i.e., equal rights to receive dividends, liquidation quota, and voting rights in the Company.
4. The right to receive employee options belongs to those members of the Company's Management Board and Supervisory Board members who meet the following conditions:
 - 4.1. The Management Board member has been a member of the Company's Management or Supervisory Board for at least 3 of the last calendar months;
 - 4.2. The Management or Supervisory Board member has achieved the individual goals set for him by the Supervisory Board, and the Management / Supervisory Board member has contributed to achieving the common business goals.
5. Upon exercising their personnel options, option holders are entitled to receive the Company's newly issued shares for a fee. The price of one bearer share of the Company's new issue is EUR 0.10 (10 cents).
6. The minimum term of holding employee options from their allocation to the day the option holder is entitled to exercise the option rights is 12 months.

Below, in the table, the number of granted and realized options, price, and grant date in 2025 are indicated:

Name, surname, position	Option grant date	Effective date of the conversion right	Conversion price of the share, EUR	Exercise period	Information about the financial year			
					Opening balance	During the year		Closing balance
					Share options at the beginning of the year	Share options granted	Share options converted	Share options granted but not converted
Didzis Ādmīdiņš , Chairman of the Management Board	30.06.2025 31.12.2025	30.06.2026 31.12.2026	0.1	30.06.2026- 31.07.2026 31.12.2026- 31.01.2025	5 000	5 000	5 000	5 000
Andrejs Aleksandrovičs Member of the Management Board, Chief Financial Officer	31.12.2025	31.12.2026	0.1	30.06.2026- 31.07.2026 31.12.2026- 31.01.2025	0	5 000	0	5 000
Laima Eišvertiņa Member of the Management Board, Chief Administrative Officer	31.12.2025	31.12.2026	0.1	30.06.2026- 31.07.2026 31.12.2026- 31.01.2025	0	5 000	0	5 000
Nauris Bloks , Member of the Management Board, Chief Innovation and Product Officer	-	-	0.1	30.06.2026- 31.07.2026 31.12.2026- 31.01.2025	5 000	0	2 500	0
Agris Evertovskis , Chairman of the Supervisory Board	30.06.2025 31.12.2025	30.06.2026 31.12.2026	0.1	30.06.2026- 31.07.2026 31.12.2026- 31.01.2025	1 250	1 250	1 250	1 250
Jānis Pizičs , Member of the Supervisory Board	30.06.2025 31.12.2025	30.06.2026 31.12.2026	0.1	30.06.2026- 31.07.2026 31.12.2026- 31.01.2025	1 250	1 250	1 250	1 250
Mārtiņš Ozoliņš , Member of the Supervisory Board	-	-	-	-	-	-	-	-
Solvīta Kurtiņa , Member of the Supervisory Board	-	-	-	-	-	-	-	-
Gatis Kokins , Deputy Chairman of the Supervisory Board	30.06.2025	Options are lost	0.1	-	1 250	625	1 250	0
Mārtiņš Bičevskis , Member of the Supervisory Board	30.06.2025	Options are lost	0.1	-	1 250	625	1 250	0

The remuneration received from another company which is part of the same group of companies within the meaning of the Law on the Annual Financial Statements and Consolidated Financial Statements.

None.

Information on cases when the variable part of the remuneration has been reclaimed.

None.

The applied temporary derogations, inter alia, an explanation of the nature of the exceptional case and a reference to specific components of the remuneration policy to which a temporary derogation has been applied.

None.