

# 6 Remuneration Report

This remuneration report has been prepared in accordance with the Estonian Securities Market Act and provides an overview of the remuneration paid to the Management Board of AS LHV Group (LHV Group) according to the remuneration principles approved by the 2022 General Meeting. In the context of the Estonian Securities Market Act, the managers of LHV Group are Mihkel Torim, the chairman of the Management Board, and Meelis Paakspuu, Kadri Haldre and Jüri Heero, the members of the Management Board. Until 21 July 2025, Madis Toomsalu served in place of Mihkel Torim. The remuneration principles of LHV Group are described in the internal remuneration policy of LHV Group, in the section Corporate governance report above and in the remuneration principles approved by the General Meeting.

## 6.1 Remuneration of members of Management Board

### 6.6.1 Overview

Under the terms of the contract of Management Board member concluded with LHV Group, Madis Toomsalu, the Chairman of the Management Board, was paid a monthly basic remuneration of EUR 19 thousand until his resignation on 21 July 2025. Under the terms of the contract of Management Board member concluded with LHV Group, Mihkel Torim, the Chairman of the Management Board, was paid a monthly basic remuneration of EUR 16 thousand starting from his appointment on 22 July 2025. The Management Board member Meelis Paakspuu was paid a monthly basic remuneration of EUR 15 thousand under his contract of Management Board member concluded with LHV Pank. The Management Board member Jüri Heero was paid a monthly basic remuneration of EUR 14 thousand under his contract of Management Board member concluded with LHV Pank. The Management Board member Kadri Haldre was paid a monthly remuneration of EUR 12 thousand from January until June 2025 and EUR 14 thousand from July 2025 under her Management Board member contract concluded with LHV Pank.

The amounts and payment procedure of the basic remuneration to the members of the Management Board were determined by resolutions of the Supervisory Board of LHV Group. According to the Management Board member contracts concluded with LHV Group and Meelis Paakspuu, Kadri Haldre and Jüri Heero), they do not receive any basic remuneration for the performance of duties of the Management Board members of LHV Group, as their performance is remunerated at the level of LHV Pank and when evaluating the performance of the members of the Management Board, the Remuneration Committee, which makes the associated suggestions to the Supervisory Board, considers among other factors the tasks and activities of

each member of the Management Board as a whole on the entire LHV Group level on a consolidated basis.

LHV Group implements a long-term incentive plan (LTI plan) for the payment of performance fees, i.e., the option programme, which has been approved by the Annual General Meeting of the shareholders. Mihkel Torim, Meelis Paakspuu, Kadri Haldre and Jüri Heero (and until 21 July 2025 Madis Toomsalu) are subject to the option programme approved by the resolution of the General Meeting of LHV Group of 13 March 2020. On 26 March 2025, this programme was amended and a new programme for the years 2025–2029 was established by the General Meeting. This option programme also sets out the conditions for reducing or cancelling options. In accordance with the resolutions of the Supervisory Board adopted on the basis of the above-mentioned option programme and the option contracts concluded with the Management Board members the Management Board members are entitled to subscribe shares of LHV Group.

As a result of the option programme, the Management Board members are subject to a retention period of at least one year from the date of exercise of the options, during which all of them undertake to hold the shares of LHV Group underlying the options in their ownership and not to transfer or encumber them in any form.

As options are granted for the results of the previous financial year, in 2025 options were granted for the results of 2024. Since the vesting period of options is at least three years from the grant date, the options granted in 2022 for the 2021 results were exercised in 2025. In 2025, the right to reduce or cancel options granted to the Management Board members under the option programme established by the shareholders was not exercised.



An overview of the key performance indicators, the remuneration paid to Madis Toomsalu, Meelis Paakspuu, Jüri Heero, Kadri Haldre and Martti Singi on a consolidated basis and the performance indicators of LHV Group over the last five financial years is presented in the table below, while other performance indicators are disclosed in the consolidated accounts of LHV Group:

<b>Remuneration of the Management Board and employees of LHV Group</b>						
<i>(EUR thousand)</i>		2021	2022	2023	2024	2025
Annual basic remuneration of the Management Board (gross)	Madis Toomsalu (until 21 July 2025)	156	189	192	222	127
	Mihkel Torim (from 22 July 2025)	-	-	-	-	86
	Meelis Paakspuu	120	153	156	176	180
	Kadri Haldre (from 18 November 2024)	-	-	-	18	156
	Jüri Heero	120	153	156	166	168
	Martti Singi (until 18 November 2024)	120	153	156	320	-
Remuneration of full-time employees (gross)		-	-	30	102	41.4 *
Annual performance pay granted to the Management Board	Madis Toomsalu (until 21 July 2025)	340,540 shares (EUR 288 thousand)	149,170 shares (EUR 312 thousand)	216,511 shares (EUR 378 thousand)	238,088 shares (EUR 384 thousand)	295,012 shares (EUR 444 thousand)
	Mihkel Torim (from 22 July 2025)	-	-	-	71,338 shares (EUR 115 thousand)**	128,237 shares (EUR 193 thousand)**
	Meelis Paakspuu	212,840 shares (EUR 180 thousand)	114,740 shares (EUR 240 thousand)	175,271 shares (EUR 306 thousand)	193,446 shares (EUR 312 thousand)	175,413 shares (EUR 264 thousand)
	Kadri Haldre (from 18 November 2024)	47,300 shares (EUR 40 thousand)**	30,600 shares (EUR 64 thousand)**	34,367 shares (EUR 60 thousand)**	37,201 shares (EUR 60 thousand)**	-
	Jüri Heero	191,550 shares (EUR 162 thousand)	114,740 shares (EUR 240 thousand)	175,271 shares (EUR 306 thousand)	96,723 shares (EUR 156 thousand)	110,297 shares (EUR 166 thousand)
	Martti Singi (until 18 November 2024)	191,550 shares (EUR 162 thousand)	114,740 shares (EUR 240 thousand)	175,271 shares (EUR 306 thousand)	96,723 shares (EUR 156 thousand)	-
Consolidated profit of LHV Group		60,263	61,432	140,938	150,304	117,005
Return on equity (ROE)		22.10%	16.40%	29.00%	24.50%	16.00%

\*represents remuneration for the period starting from 23 July 2025

\*\*related to results achieved in the previous role prior to becoming a Management Board member

LHV Group has signed one employment contract in July 2025. Other persons are performing official duties in LHV Group under their Management Board member contracts.

Mihkel Torim, Meelis Paakspuu, Jüri Heero and Kadri Haldre (and until 21 July 2025 Madis Toomsalu) were not granted any exceptions to, or exemptions from, the remuneration principles in 2025. They are not eligible to any financial benefits other than those described in this section for performing their duties in LHV Group and its subsidiaries.

### 6.1.2 Compatibility of remuneration with remuneration principles

According to the Management Board member contract concluded between LHV Group and the former Chairman of the Management Board of LHV Group, Madis Toomsalu, was paid an average monthly remuneration of EUR 19 thousand in 2025 as the basic remuneration until his resignation on 21 July 2025, which amounts to an annual basic remuneration of EUR 127.2 thousand. As a performance fee, Madis Toomsalu was granted the right to subscribe to a total of 295,012 shares of LHV Group in the amount of EUR 444 thousand in 2025. In 2025, Madis Toomsalu exercised his right for a performance fee for the results of the 2021 financial year according to the LTI plan and share option agreement concluded with him in 2022. He subscribed to all 149,170 shares granted to him as options in 2022 for the results of the previous financial year in the amount of EUR 312 thousand.

According to the Management Board member contract concluded between LHV Group and the Chairman of the Management Board of LHV Group, Mihkel Torim, appointed on 22 July 2025, was paid an average monthly remuneration of EUR 16 thousand in 2025 as the basic remuneration, which amounts to an annual basic remuneration of EUR 85.6 thousand. Considering Mihkel Torim's previous position as the Head of Investment Banking at LHV Pank, as a performance fee, he was granted the right to subscribe to



a total of 128,237 shares of LHV Group in the Considering Mihkel Torim's previous position as the Head of Investment Banking at LHV Pank, as a performance fee, he was granted the right to subscribe to a total of 128,237 shares of LHV Group in the amount of EUR 193 thousand in 2025 for his performance during the previous financial year.

According to the Management Board member contracts, Meelis Paakspuu was paid a monthly basic remuneration of EUR 15 thousand in 2025, which amounts to an annual basic remuneration of EUR 180 thousand. Jüri Heero was paid a monthly basic remuneration of EUR 14 thousand, which amounts to an annual basic remuneration of EUR 168 thousand. According to the Management Board member contract concluded with Kadri Haldre, she was paid a monthly remuneration of EUR 12 thousand from January to June 2025 and EUR 14 thousand from July 2025, which amounts to an annual basic remuneration of EUR 156 thousand.

As a performance fee, other Management Board members were granted the right to subscribe to the shares of LHV Group in 2025: Meelis Paakspuu to 175,413 shares in the amount of EUR 264 thousand and Jüri Heero to 110,297 shares in the amount of EUR 166 thousand. Kadri Haldre was not granted new share options in 2025.

In 2025, they also exercised their rights for performance fees for the results of the 2021 financial year according to the LTI plan and share option agreements concluded with them in 2022. Mihkel Torim was not eligible to exercise options in 2025. Meelis Paakspuu subscribed to all 114,740 shares granted to him as options in 2022 in the amount of EUR 240 thousand, and Jüri Heero subscribed to all 114,740 shares granted to him as options in 2022 in the amount of EUR 240 thousand. Considering Kadri Haldre's previous position as the Head of Treasury at LHV Pank, she also exercised her right for a performance fee for the results of the 2021 financial year, subscribing to all 30,600 shares granted to her as options in 2022 in the amount of EUR 64 thousand.

In 2025, according to the proposal of the Remuneration Committee, the Supervisory Board of LHV Group decided that while no general changes were made to the remuneration of Management Board members at the beginning of the year, it approved a proposal to amend the monthly basic remuneration of Kadri Haldre to EUR 14 thousand (effective from 1 July 2025) and to set the monthly basic remuneration for the new Chairman of the Management Board, Mihkel Torim, at EUR 16 thousand upon his appointment on 22 July 2025, while taking into account, among other things, the dedication and performance, the entrepreneurial spirit, the scope, responsibility, and intensity of each duties, the situation on the labour market, the remuneration level and importance of the position in the geographical location, the economic situation of LHV Group and LHV Pank, the current and future business performance and trends in comparison with the companies in the same economic sector, as well as the changed and continuously changing environment. The establishment of the basic remuneration also reflects the principle that basic remuneration should represent a sufficiently large part of the total remuneration to allow, where appropriate, not assigning or paying the performance fee in accordance with the option programme established by the shareholders. Further, considering the fact that LHV Group is the largest domestic financial group and capital provider in Estonia, and in view of the strategic trends and long-term objectives of LHV Group, the Supervisory Boards deemed the monthly remunerations set to be such as to motivate the members of the Management Board to act in the best interests of LHV Group and to refrain from acting in personal or other persons' interests, and to act in a way that is fair, transparent, and in compliance with the law.

At the beginning of 2025, the Remuneration Committee, established at the level of the Supervisory Board of LHV Group, discussed and set the objectives for the Chairman and other members of the Management Board of LHV Group for 2025, assessed the performance of them in 2024 and determined their performance fee accordingly. As a result of

the achievement of the previously agreed objectives set for the Management Board members on an individual basis and their performance in 2024, the Supervisory Board of LHV Group, on the proposal of the Remuneration Committee, decided to use the approval of the shareholders of LHV Group to set the performance fee at the maximum amount as per the principles approved by the General Meeting in 2020, and to approve the amount of the performance fees for members of the Management Board in 2025 at up to 200% of their annual basic remuneration in 2024. Later in the year, the Supervisory Board also approved the objectives for the new Chairman of the Management Board, Mihkel Torim, for his term of office in 2025.

The Remuneration Committee also discussed and found, in connection with the exercise of the options in 2025, that there had been no subsequent changes to the 2021 financial results and no subsequent material weaknesses had been identified that would indicate that the members of the Management Board had been compromised in the proper performance of their duties in meeting their objectives. As there were no such additional details on their contribution to the 2021 accrual period which would make it necessary to revise the estimate of the number of options to be exercised in 2025 and reduce the number of instruments granted, the Supervisory Board of LHV Group approved the performance bonuses of the members of the Management Board in 2025 for the results of the 2021 financial year and the rights of the eligible Management Board members to subscribe to all options granted to them in 2022 for the results of the previous financial year. The Management Board members eligible under this plan exercised their rights.

In 2025, the implementation of the remuneration principles was also reviewed by the Remuneration Committee of LHV Group, whose members have sufficient knowledge, expertise and experience in the areas of remuneration policies and practices, risk management and control activities. In addition, LHV Group Internal Audit and Compliance Control monitored

the compliance of the internal remuneration policy with the legislation on remuneration and other internal rules of LHV Group. There were no observations about non-compliance in 2025.

In the light of the above, in 2025 the remuneration of Madis Toomsalu until 21 July 2025, Meelis Paakspuu and Jüri Heero complies with the remuneration principles of LHV Group. The remuneration of Mihkel Torim (from 22 July 2025) and Kadri Haldre, which includes share options granted for performance in previous roles, also complies with the remuneration principles described in the internal remuneration policy of LHV Group, in the section Corporate governance report above and in the remuneration principles approved by the General Meeting.