

**REPORT ON REMUNERATION OF THE MEMBERS OF
THE MANAGEMENT BOARD AND INFLUENTIAL PERSONS OF
"PRAVEX BANK" JSC FOR 2024**

INTRODUCTION

The report on remuneration of the Members of the Management Board and influential persons of "PRAVEX BANK" JSC (the "Report" and the "Bank", respectively) was elaborated in accordance with the Law of Ukraine "On Banks and Banking", the Law of Ukraine "On Joint Stock Companies", the Regulation on the Remuneration Policy in the Bank approved by the National Bank of Ukraine (NBU) Board Resolution No. 153 dated 30.11.2020, as well as the Bank's Remuneration and Incentive Policies and the Bank's Guidelines on Remuneration, Incentives and Identification of Risk Takers of the Bank.

THE MANAGEMENT BOARD COMPOSITION

During the reporting period, the **composition of the Management Board** was as follows:

1. Mr. Gianluca Corrias, Chairman of the Management Board
2. Mr. Andrea De Michelis, First Deputy Chairman of the Management Board (from 22.08.2024)
3. Mr. Semen Babaiev, Head of Retail Division (from 01.04.2024 – Head of CBO Division), Deputy Chairman of the Management Board
4. Ms. Svitlana Kramarova, Head of CFO Division
5. Ms. Olena Pokhodziaieva, CCO-Head of Compliance and AML Department, AML Officer (until 16.02.2024)
6. Mr. Ruslan Leshchenko, Head of CLO Division
7. Mr. Oleh Yefremov, CCO-Head of Compliance and AML Department, AML Officer (including the period from 19.02.2024 until 20.05.2024 being Acting Head)
8. Ms. Liliia Ostakhova, Head of COO Division (from 04.03.2024).

In 2024, the following **changes** took place in the **Management Board**:

1. resignation of Ms. Olena Pokhodziaieva, CCO-Head of Compliance and AML Department, AML Officer from 16.02.2024 (Decision of the Supervisory Board dated 12.02.2024, Minutes No.3_24, agenda item 1)
2. appointment of Mr. Oleh Yefremov, CCO-Head of Compliance and AML Department, AML Officer (including the period from 19.02.2024 until 20.05.2024 being Acting Head) (Decision of the Supervisory Board dated 12.02.2024, Minutes No.3_24, agenda item 1)
3. appointment of Ms. Liliia Ostakhova, Head of COO Division from 04.03.2024 (Decision of the Supervisory Board dated 01.03.2024, Minutes No.5_24, agenda item 4)
4. appointment of Mr. Andrea De Michelis, First Deputy Chairman of the Management Board from 22.08.2024 (Decision of the Supervisory Board dated 29.07.2024, Minutes No.16_24, agenda item 16).

THE LIST OF INFLUENTIAL PERSONS

The list of influential persons for 2024 is composed by the following Managers:

1. Ms. Tetiana Lysenko, Head of Internal Audit Department
2. Mr. Serhii Nastin, CRO-Head of Risk Management Department
3. Ms. Hanna Nesterenko, Head of HR and Organization Department
4. Mr. Oleksii Sirakov, Head of Cybersecurity and Business Continuity Management Department

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5. Mr. Serhii Zhadan, Head of Legal and General Secretariat Department
6. Mr. Andrii Strygin, Acting Head of Corporate Division, Head of Corporate Banking Products and Credit Support Office of Corporate Division until 31.03.2024
7. Ms. Hanna Baranovska, Chief Accountant-Head of Accounting Department of CFO Division
8. Ms. Iryna Barkar, Head of Planning and Control Department of CFO Division
9. Mr. Artem Krasovskyi, Head of Treasury and Markets Department of CFO Division
10. Mrs. Inna Romanova, Head of PR and Marketing Office
11. Mrs. Oksana Yakymovska, Head of Corporate Credit Department of CLO Division until 30.09.2024. Starting from 01.10.2024 Head of Credit Department of CLO Division
12. Mrs. Nataliia Yemelianova, Head of Retail Credit Department of CLO Division until 05.08.2024. Starting from 06.08.2024 Head of Credit Management Department of CLO Division
13. Mr. Yuriy Lytvynenko, Head of Credit Management Department of CLO Division until 11.06.2024
14. Mr. Ihor Vakhniak, Head of ICT, Digital Transformation & Innovation Department of COO Division starting from 31.05.2024.

INFORMATION ON REMUNERATION

1. The amount of remuneration accrued/paid for/within the prior periods and/or to be paid to the Members of the Management Board, influential persons based on the results of the financial year under review (in terms of fixed and variable components of remuneration, in cash and non-cash instruments)

The total annual fixed remuneration¹ paid to the Members of the Management Board during 2024 amounted to UAH 13 788 590,49 after tax.

The total annual fixed remuneration paid to the influential persons in 2024 amounted to UAH 14 388 319,00 after tax.

These amounts include basic salary and other compensation payments stipulated by the respective labour agreements (including the cost of benefits provided for therein, such as, medical insurance, use of a company and rental car, business and representation expenses, business trips and all work permits in Ukraine, transportation of personal belongings).

The total annual variable² remuneration paid to the Members of the Management Board during 2024 amounted to UAH 133 734,65 after tax.

The total annual variable³ remuneration paid to the influential persons during 2024 amounted to UAH 1 743 595,00 after tax.

2. Terms of remuneration payment (actually paid remuneration and deferred remuneration by deferral periods)

In accordance with the Bank's Regulation on employee's remuneration and bonuses payment, as well as labour agreements concluded with the Members of the Management Board and the influential persons, remuneration was paid twice a month (on the 1st and 16th

¹ The payments under the Secondment Agreement No. 2449/22/1 dated 30.04.2009 concluded between Intesa Sanpaolo S.p.A. and "PRAVEX BANK" JSC are not included.

² The component of annual (variable) remuneration include Severance Payment.

³ The component of annual (variable) remuneration includes, Welfare Subsidy and Retention bonus.

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of each month, if these days fall on weekends, remuneration is paid the day before). There were no cases of deferred payment of remuneration.

3. Description of non-monetary instruments in which remuneration is to be paid to Members of the Management Board and influential persons

No remuneration was paid to the Members of the Management Board and influential persons in the form of non-monetary instruments.

4. Facts of the Bank's exercise of the right to reduce/cancel/refund the variable remuneration previously paid to the Members of the Management Board and influential persons

There are no facts of the Bank's use of the right to reduce/cancel/refund previously paid variable remuneration to the Members of the Management Board and influential persons.

5. Violations of the terms of the remuneration regulation detected by the Bank and measures or decisions taken as a result of such violations

During the reported period, no violations of the terms of the Bank's Remuneration and Incentive Policies were detected.

ADDITIONAL INFORMATION

1. Actual attendance of a Member of the Management Board at meetings of the Management Board and its committees of which such Member is a member, or reasons for his/her absence.

In 2024, the Management Board Members were absent from meetings due to vacations, temporary disability and business trips.

Member of the Management Board	Management Board	Credit Committee	Non-Performing Assets Committee	Credit Risk Governance Committee	Assets and Liabilities Management Committee	Operational Risk Committee	Change Management Committee	Information Security Management Committee	Tender Committee	Environmental, Social and Governance Committee
Mr. Gianluca Corrias	32/38 (84.2%)	36/46 (78%)	26/32 (81%)	11/12 (92%)	17/20 (85%)	4/4 (100%)	11/12 (92%)	2/3 (67%)	9/14 (64%)	-
Mr. Andrea De Michelis	13/14 (93%)	28/30 (93%)	21/23 (91%)	4/4 (100%)	5/5 (100%)	1/1 (100%)	4/4 (100%)	2/2 (100%)	4/5 (80%)	2/2 (100%) ¹
Mr. Semen Babaiev	34/38 (89%)	42/46 (91%)	-	11/12 (92%)	18/20 (90%)	-	10/12 (83%)	3/3 (100%)	-	5/5 (100%)
Ms. Svitlana Kramarova	36/38 (95%)	-	-	-	14/20 (70%)	-	12/12 (100%)	3/3 (100%)	14/14 (100%)	5/5 (100%)
Ms. Liliia Ostakhova	28/29 (96%)	-	-	-	-	3/3 (100%)	8/10 (80%)	3/3 (100%)	12/12 (100%)	5/5 (100%)

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Ms. Olena Pokhodziaieva*	6/6 (100%)	-	-	-	-	1/1 (100%)	-	-	-	-
Mr. Oleh Yefremov*	31/31 (100%)	-	-	5/5 (100%)	5/5 (100%)	3/3 (100%)	-	2/3 (67%)	-	3/5 (60%)
Mr. Ruslan Leshchenko	36/38 (95%)	41/46 (89%)	30/32 (94%)	12/12 (100%)	19/20 (95%)	-	10/12 (83%)	2/3 (67%)	-	5/5 (100%)
Average presence rate	96%	88%	89%	97%	90%	100%	90%	86%	86%	93%

*as a Voting Member of ALCO and CRGC for the items related to the POG

Some Members of the Management Board actively participated in the work of certain committees of the Management Board as permanent invitees, although they are not members of them, namely:

- Mr. Semen Babaiev - Non-Performing Assets Committee;
- Ms. Svitlana Kramarova - Non-Performing Assets Committee, Credit Risk Governance Committee;
- Ms. Olena Pokhodziaieva - Credit Committee, Non-Performing Assets Committee, Change Management Committee, Tender Committee;
- Mr. Oleh Yefremov - Credit Committee, Non-Performing Assets Committee, Change Management Committee, Tender Committee;
- Ms. Liliia Ostakhova - Environmental, Social and Governance Committee.

2. Confirmed facts of unacceptable behavior of a Member of the Management Board, an influential person (including those reported confidentially) and measures taken as a result of the investigation if such facts/measures have an impact on the payment of remuneration to a Member of the Management Board, an influential person

During the reporting period, there were no facts of unacceptable behavior of the Management Board Members or influential persons (not even reported confidentially).

3. Presence / absence of reasonable grounds for payment / deferral / reduction / refund of variable remuneration of a Member of the Management Board, an influential person

In 2024, no facts were identified that would give the Bank grounds to demand the return, deferral or reduction of variable remuneration previously paid to the Members of the Management Board and influential persons. The payment of variable remuneration to the Members of the Management Board and influential persons was made on the grounds provided for in the Bank's Remuneration and Incentive Policies.

OTHER INFORMATION ABOUT REMUNERATION

1. Information on payments in cash and/or non-cash instruments made in favor of Members of the Management Board, influential persons

1.1. the amount of payments related to hiring/dismissal;

As for the Members of the Management Board, Olena Pokhodziaieva, CCO-Head of Compliance and AML Department, AML Officer, was dismissed on 16.02.2024 in accordance with Article 38 of the Labor Code of Ukraine. Upon her dismissal, Ms. Olena Pokhodziaieva was paid a severance payment in the

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amount of UAH 133 734,65 after tax, which is equal to the average salary for the last 6 months in accordance with the Law of Ukraine No. 3111-IX dated 29.05.2023.

No severance payment was paid to the influential persons.

- 1.2. *the market value of remuneration paid by means of material incentives.*
There are no corresponding payments in 2024.

2. Information on remuneration in the form of participation of Members of the Management Board and influential persons in the supplementary pension program

- 2.1. *in case of participation in a defined benefit plan, changes in the planned benefits that occurred during the reported financial year;*

The Members of the Management Board and influential persons do not participate in additional pension programs.

- 2.2. *in case of participation in a defined contribution plan - in respect of contributions paid by the Bank in respect of Members of the Management Board and influential persons during the reported financial year.*

The Members of the Management Board and influential persons do not participate in additional pension programs.

3. Information on loans, credits or guarantees granted by the Bank to Members of the Management Board, influential persons during the reported financial year

During the reported period, the Bank did not provide loans, credits, or guarantees to the Members of the Management Board or influential persons.

Information on existing loans, credits and guarantees received in the previous periods:

1. Semen Babaiev, Deputy Chairman of the Management Board - mortgage loan as of 31.12.2024 - balance of UAH 206 110,27, interest rate - 12%.