

APPROVED
Supervisory Board of “PRAVEX BANK” JSC

Minutes No.5_26 dated 20.02.2026, agenda item 17

Decision of the Shareholder of of “PRAVEX BANK” JSC

1/2026 dated 27.04.2026



Bank of INTESA  SANPAOLO

REPORT OF THE SUPERVISORY BOARD OF “PRAVEX BANK” JSC FOR 2025

April 2026

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INTRODUCTION

The Report of the Supervisory Board of "PRAVEX BANK" JSC for 2025 (hereinafter – the "Report", the "Supervisory Board" or the "SB", and the "Bank", respectively) has been prepared in accordance with the **Laws of Ukraine "On Joint-Stock Companies" and "On Banks and Banking"**, as well as the **Methodological Recommendations on the Organization of Corporate Governance in Banks of Ukraine** approved by the Decision of the Board of the National Bank of Ukraine No. 814-rsh dated 3 December 2018.

The Report is subject to consideration by the General Meeting of Shareholders.

THE SUPERVISORY BOARD AND SUPERVISORY BOARD COMMITTEES' COMPOSITION AND STRUCTURE ASSESSMENT

The Supervisory Board is a collegial body that exercises oversight over the activities of the Management Board of the Bank and ensures the protection of the rights and interests of the Bank's depositors, other creditors, and shareholders.

The Supervisory Board composition

During 2025 and as of 31 December 2025, the composition of the Supervisory Board and its Committees remained unchanged and was as follows:

Position	Name
Chairman (Shareholder Representative)	Silvio Pedrazzi
Deputy Chairman (Independent)	Corrado Pietro Maria Casalino
Member (Independent)	Fabrizio Mallen
Member (Independent)	Laura Febbraro
Member (Shareholder Representative)	Francesco Del Genio
Member (Shareholder Representative)	Daniela Blandino
Member (Shareholder Representative)	Antonio Giovanni Maria Bergalio

During 2025, there were no changes in the composition of the Supervisory Board. The term of office of the Supervisory Board is three years and expires at the Annual General Meeting of Shareholders in 2027.

The Supervisory Board Committees composition

In order to enhance the effectiveness of corporate governance and to ensure thorough consideration of key issues within its competence, the Supervisory Board has established three permanent committees, namely: **the Audit Committee** (the AC), **the Risk Management Committee**¹ (the RMC) and **the Remuneration and Nomination Committee** (the RNC).

Audit Committee composition as of 31.12.2025

Position	NAME
Chairperson	CASALINO Corrado (*)
Member	FEBBRARO Laura (*)
Member	BERGALIO Antonio
Permanent Invitee	LUONI Marco
Permanent Invitee	FLORIO Giovanna
Permanent Invitee	TALARICO Vittorio

(*) Independent Member of the SB

Risk Management Committee¹ composition as of 31.12.2025

Position	NAME
Chairperson	MALLEN Fabrizio (*)
Member	CASALINO Corrado (*)
Member	DEL GENIO Francesco
Permanent Invitee	CALDAROLA Francesco

(*) Independent Member of the SB

Remuneration & Nomination Committee composition as of 31.12.2025

¹ As of 23 December 2025, the name of the Committee was changed to the Risk and Sustainability Committee (RSC).

Position	NAME
Chairperson	FEBBRARO Laura (*)
Member	PEDRAZZI Silvio
Member	BLANDINO Daniela

(*) Independent Member of the SB

During 2025, there were **no changes in the composition** of the Supervisory Board Committees **with regard to their members**; however, **changes** were made **to the permanent invitees** representing Intesa Sanpaolo, the Parent Company, who participate in the work of the Committees in an advisory capacity as designated experts in the areas of finance, audit, compliance, and risk. In particular, by the decision of the Supervisory Board dated 29 April 2025 (Minutes No. 8_25, agenda item 17), Mr. Marco Luoni was appointed as Permanent Invitee to the Audit Committee, replacing Mr. Daniele Davini, who resigned.

The Supervisory Board Diversity Criteria Assessment

- ✓ **Composition aligned with defined diversity criteria**, ensuring a balanced mix of experience, competencies and personal characteristics relevant to the Bank's activities, risk profile and strategic objectives.
- ✓ **Diverse professional and age profile**: Members represent different age groups and professional backgrounds, including banking and finance, risk management, audit and internal control, legal and regulatory matters, corporate governance, and international experience.
- ✓ **Gender representation**: The Supervisory Board includes **two women**, considered as part of the overall qualitative diversity assessment together with suitability, experience, independence and reputation criteria.
- ✓ **Qualitative diversity approach**: Gender, age and professional background are taken into account as qualitative factors, without prejudice to mandatory competence and suitability requirements.
- ✓ **Continuity and stability**: Mandate duration and Group-level succession planning are considered to ensure continuity of experience and to avoid excessive simultaneous replacement of Members.

Overall assessment: The composition of the Supervisory Board is consistent with the Bank's diversity criteria and applicable regulatory requirements.

Role and Performance Assessment of the Chairman of the Supervisory Board

Based on the results of the annual assessment, **the activities of the Chairman of the Supervisory Board in 2025 were recognized as effective**, in particular, the following shall be noted:

- ensured effective organization of the work of the Supervisory Board, including proper preparation, convening, and conduct of meetings;
- ensured timely and comprehensive consideration of matters within the competence of the Supervisory Board;
- maintained continuous and constructive communication with the Management Board, including on strategic, financial, and operational matters;
- maintained regular interaction with the heads of control functions (Internal Audit, Risk Management, Compliance & AML), ensuring proper oversight and escalation of key issues;
- ensured close cooperation and information exchange with the Parent Company, Intesa Sanpaolo, including coordination with its representatives participating in the work of the Supervisory Board Committees;
- facilitated effective cooperation between the Supervisory Board and its Committees, in particular through the interaction between the Chairman of the Supervisory Board and the Chairpersons of the Audit Committee, Risk Management Committee, Remuneration and Nomination Committee;
- promoted an open, professional, and constructive atmosphere during meetings, supporting informed discussion and collective decision-making;

Conclusion on the Assessment of the Composition and Structure of the Supervisory Board and its Committees

Thus, in 2025, **the composition and structure** of the Supervisory Board and its Committees **were fully compliant** with the requirements of the legislation of Ukraine, the Bank's Articles of Association, the Regulation on the Supervisory Board, and the Regulations on the Audit Committee, the Risk Management Committee¹, and the Remuneration and Nomination Committee, in particular with respect to the following:

- the minimum number of Members of the Supervisory Board (not less than five members);
- the minimum number of Independent Members of the Supervisory Board (at least one third of the total number of members and in any case not less than three members);
- the absence of participation of the Supervisory Board members in the Management Board of the Bank during the reporting year, as well as the absence of employment relationships or provision of services to the Bank by the Supervisory Board Members under civil law contracts, except for the performance of their duties as Members of the Supervisory Board in accordance with the civil law agreements concluded with them;
- the minimum number of Members of each Supervisory Board Committee (not less than three members);
- the required number of Independent Members in the Supervisory Board Committees, including the Chairpersons of the Committees.

No personal allocation of management or control powers was established among the Members of the Supervisory Board, as such powers are vested in the Supervisory Board as a collegial body. Accordingly, each Member exercised his or her functions within the general competences of the Supervisory Board as defined by the Articles of Association, the Regulation on the Supervisory Board, and other internal documents of the Bank. At the same time, **an indirect allocation of responsibilities was ensured through the participation of the Supervisory Board Members in the statutory Committees**, namely the Audit Committee, the Risk Management Committee¹, and the Remuneration and Nomination Committee.

The annual assessment also confirmed **the high level of effectiveness of the Chairman of the Supervisory Board**, whose leadership ensured the proper organization and continuity of the activities of the Supervisory Board throughout the reporting period. The Chairman played a key role in coordinating the work of the Supervisory Board and its Committees, facilitating effective communication with the Management Board, the heads of control functions, and representatives of the Parent Company, Intesa Sanpaolo, and promoting a professional and constructive environment for collective decision-making.

The composition of the Supervisory Board complies with the Bank's diversity criteria, ensuring a balanced mix of experience, competencies and continuity.

THE SUPERVISORY BOARD COMPETENCE ASSESSMENT

Summary of the Results of the Supervisory Board Members Suitability Assessment for 2025

In December 2025, the Remuneration and Nomination Committee conducted **the annual verification of compliance with the suitability requirements of the Members of the Supervisory Board** in accordance with the applicable legislation of Ukraine, the Methodological Recommendations of the National Bank of Ukraine, the standards of the Intesa Sanpaolo Group, as well as the EBA/ESMA Guidelines and the ECB Fit & Proper Guide. The assessment covered all key suitability criteria, including reputation, experience and professional competence, independence (where applicable), independence of mind and absence of conflicts of interest, time commitment, and compliance with limitations on directorships.

Based on the results of the individual assessments, **all Members of the Supervisory Board were confirmed to be compliant with the suitability requirements**. No negative findings were identified following background checks, sanctions screening, reputation reviews or conflict-of-interest assessments, and behavioural independence and objective judgement were confirmed for all Members. In addition, **the independent members of the Supervisory Board** were assessed against the applicable regulatory and internal independence criteria, and their independence was duly confirmed, including the absence of relationships or circumstances that could impair their objective and impartial performance of duties.

The Members demonstrated a high and well-balanced level of professional competence, particularly in banking, finance, risk management, corporate governance, internal controls, as well as IT and cybersecurity, further strengthened through targeted training activities during 2025. At the same time, non-critical enhancement areas related to competencies in payment systems and capital markets were identified and are planned to be addressed within the 2026 Training Plan for the Chairman and Chairpersons of the Committees as the first cycle of trainings. The time-commitment analysis confirmed that all Members devoted sufficient time to the performance of their duties and maintained meeting attendance above the established thresholds. Opportunities to further optimise time planning were identified as part of the continuous improvement process for 2026.

Based on the results of the Annual Verification of Compliance with the Suitability Requirements, the Supervisory Board by its decision dated 23.12.2025 **approved the Report on the Results of the Assessment** and confirmed that **all Members of the Supervisory Board comply with the suitability requirements**, including reputation, experience and professional competence, independence of mind, absence of conflicts of interest, time commitment, and compliance with limitations on directorships. The Supervisory Board further confirmed that the Independent Members comply with the applicable statutory and internal independence requirements.

In addition, the Supervisory Board acknowledged the proposed enhancement measures and supported their introduction, including:

- **training on payment systems and capital markets** for the Chairman of the Supervisory Board and Committee Chairpersons as the first cycle;
- **further strengthening of competencies in ICT, cybersecurity, digital transformation and operational resilience** for Supervisory Board Members;
- **optimisation of time-commitment planning** to minimise overlapping obligations.

Overall, the Supervisory Board retained a suitable and well-balanced composition, ensuring sound, transparent and effective governance of the Bank.

Collective Suitability of the Supervisory Board

The collective suitability of the Supervisory Board reflects the aggregate knowledge, skills and experience of all its Members and ensures high-quality oversight of the Bank's operations and effective supervision of the Management Board. The Members of the Supervisory Board are required to collectively possess the professional competencies necessary to perform their functions in line with the Bank's business model, risk appetite, strategy and the target structure of the Supervisory Board, as defined by internal policies and applicable regulatory requirements. The matrix of collective suitability is provided in Attachment 1 to this Report.

Taking into account that:

- the composition of the Supervisory Board **complies** with the Bank's requirements regarding the availability of skills and experience, considering the size, nature and complexity of the Bank's activities, and that the professional experience and knowledge of the Chairman and Members are **sufficient** to ensure effective oversight of the Management Board and comprehensive consideration of matters submitted to the Supervisory Board;
- the diversity of educational backgrounds and significant professional experience of all Members in the financial and banking sector **covers the Bank's areas of activity and risk profile**, including banking products and services, risk management, corporate governance, planning and control, strategic management and capital markets;
- the structure of the Supervisory Board enables it **to effectively exercise its powers** as a collegial body, as it collectively possesses an adequate understanding of key areas of the Bank's activities and the experience and skills required to ensure effective governance;

it shall be concluded that the Supervisory Board **complies** with the collective suitability requirements, taking into account the size and specific features of the Bank's activities, the nature and scope of banking and other financial services, the Bank's risk profile and systemic importance, as well as the specifics of the banking group to which the Bank belongs.

At the same time, during 2025 the collective competence of the Supervisory Board was **further enhanced through targeted training activities**, in particular in the areas of cybersecurity and information technologies, reflecting the growing importance of digital resilience and ICT risks. Further development of the collective competence of the Supervisory Board is planned for 2026. As a first phase, it is proposed to strengthen expertise in payment systems and capital markets, in line with the results of the collective suitability matrix and identified competence requirements.

Conclusion on the Supervisory Board Competence Assessment

Based on the results of the annual suitability assessment conducted in 2025, it is concluded that all Members of the Supervisory Board fully comply with the applicable suitability requirements established by the legislation of Ukraine, the Methodological Recommendations of the National Bank of Ukraine, the standards of the Intesa Sanpaolo Group, the EBA/ESMA Guidelines and the ECB Fit & Proper Guide. The assessment confirmed

compliance with all key criteria, including reputation, experience and professional competence, independence of mind, absence of conflicts of interest, time commitment and compliance with limitations on directorships. No negative findings were identified as a result of background checks, sanctions screening, reputation reviews or conflict-of-interest assessments, and the Independent Members were confirmed to meet the applicable independence requirements.

The collective suitability assessment confirmed that the Supervisory Board, as a collegial body, possesses a well-balanced mix of knowledge, skills and experience appropriate to the Bank's size, complexity, risk profile and business model, enabling effective oversight of the Management Board and sound corporate governance. The collective competence of the Supervisory Board was further strengthened during 2025 through targeted training, particularly in the areas of ICT, cybersecurity and operational resilience. **Identified non-critical enhancement areas** are planned to be addressed in 2026.

Overall, the Supervisory Board is assessed as collectively suitable and competent, with no deficiencies identified that would adversely affect its ability to perform its functions effectively

THE SUPERVISORY BOARD ACTIVITY AND EFFECTIVENESS ASSESSMENT, INCLUDING EFFECTIVENESS OF EACH MEMBER

Information on the Meetings Held and General Description of the Decisions Taken

Indicator	Number
Total number of Supervisory Board meetings	20
Meetings held by direct participation	14
Meetings held by polling	6
Total number of formal decisions adopted	175

During 2025, the Supervisory Board concentrated its efforts on supervising the Bank's strategic development, capitalisation and restructuring measures, financial stability, regulatory compliance, and the effectiveness of internal control systems.

During the reporting year, the Supervisory Board adopted and acknowledged 175 formal decisions, covering, inter alia, the following key areas:

- approval of the **Turnaround Plan for 2025–2027 (Business Plan and Strategy)**;
- approval of the **Capitalisation / Restructuring Program**, review of the results of the **SREP assessment** and approval of the relevant action plans;
- review of **NBU supervisory letters containing recommendations** and assignment of responsible management to conduct gap analyses and prepare corrective measures;
- approval of the **Bank's budget**, the **Annual Audit Plan** and the **budget of the Internal Audit Department**;
- approval of the **audited annual financial statements** and the **Management Report**, and formulation of recommendations to the General Meeting of Shareholders regarding the **Independent Auditors' Report**, followed by review of the **Management Letter from the auditors and related recommendations**;
- approval of the **ICAAP and ILAAP reporting packages**;
- approval of the **Report on the first stage of the sustainability assessment**;
- review of the results of **Compliance, AML / Sanctions / Anti-Bribery and Corruption Risk Profile Assessments**, reports on the annual assessment of the activities and collective suitability of the Supervisory Board and Management Board, reports on the annual assessment of control functions, and the annual Report of the Supervisory Board and Management Board;
- approval of **remuneration-related matters**, including the list of Risk Takers, the report on remuneration of the Management Board members, and **Remuneration and Incentive Policies and related internal documents**, including the **Suitability Rules**;
- review and approval of reports of the **Supervisory Board Committees**, including the Audit Committee, the Risk Management Committee¹, and the Remuneration and Nomination Committee;
- approval of **changes in the composition of the Management Board**, re-election of the composition of the Audit Committee, continuation of the Risk Management Committee and approval of its updated Regulation;
- consideration of **quarterly, semi-annual and annual Compliance, AML, Internal Audit and Risk reports**, updates on capitalisation measures, implementation of the Problem Asset Management Strategy, SREP results and NBU recommendations, quarterly Corporate Secretary reports, semi-annual legal

cases reports, **CBO reporting**, and regular updates from management, including monitoring and advisory review;

- review of **cybersecurity matters** and measures aimed at **strengthening ICT resilience**.

In addition, the Supervisory Board ensured **continuous monitoring**, based on regular reporting, of:

- **monthly financial results** and compliance with NBU economic indicators;
- **execution of the Bank's budget** within quarterly CFO financial reports;
- **implementation and updates of the NBU Capitalisation / Restructuring Program**;
- **activities of the Supervisory Board Committees**;
- **performance of the control functions**, including Internal Audit, Compliance & AML and Risk Management.

Effectiveness of Decision-Making

In performing its functions, the Supervisory Board acted strictly within the competences defined by the legislation of Ukraine, the Bank's Articles of Association, the Regulation on the Supervisory Board, the Corporate Governance Code, the Regulations on the Audit Committee, the Risk and Sustainability Committee, the Remuneration and Nomination Committee, as well as other internal procedures of the Bank.

The Members of the Supervisory Board **openly and critically discussed** all agenda items at the meetings. The opinion of each Member was duly heard and considered prior to the adoption of final decisions. All interventions were recorded in the minutes, and all **decisions** were properly **reflected** in the minutes of the Supervisory Board and its Committees.

All **decisions** of the Supervisory Board and its Committees in 2025 were **legitimate**, as they were taken in the presence of the required quorum and in the absence of any objections to the form of the meetings, the decision-making process or the agenda.

In its work, the Supervisory Board relied on the information provided by the heads of the relevant structural units, as well as on the professional experience and expertise of its Members, and adopted decisions in the best interests of the Bank and its shareholder.

The execution of the decisions adopted by the Supervisory Board was **subject to constant monitoring** by the Management Board and the relevant structural units. The Supervisory Board consistently promoted high ethical and professional standards and ensured their implementation and observance through the heads of control functions, managers and other employees of the Bank.

The Members of the Supervisory Board had **sufficient time** to review the materials and prepare for the meetings in advance, as the materials were circulated early in a convenient and accessible format via the E-board platform and by e-mail.

In 2025, the Supervisory Board approved **23 key tasks and decisions**, covering corporate governance, strategic development, capitalisation and restructuring measures, financial oversight, risk management, compliance and AML/CFT, remuneration governance, IT and cybersecurity resilience, operational optimisation and training.

As of the end of the reporting period, the **majority of tasks (approximately 70%) were fully completed**, while the remaining tasks were under active implementation, primarily due to their nature as multi-stage remediation actions or initiatives extending into 2026. The Supervisory Board ensured continuous monitoring of the execution status of all decisions and follow-up actions by the Management Board and relevant structural units.

Thematic area	Examples of decisions / tasks	Number of tasks
Corporate Governance & Management	Changes in MB composition, appointment of Chairman of MB, amendments to agreements	4
Strategy, Capitalisation & SREP	Capitalization / Restructuring Program, SREP action plans, NBU recommendations	3
Finance, Audit & Accounting	Budget 2025, EY audit engagements, asset quality procedures, real estate appraisal	5

Risk, Compliance & AML/CFT	AML/Sanctions/ABC risk assessment, gap analysis, action plans, internal controls	6
Remuneration & HR Governance	Remuneration & Incentive Policies, Risk Takers list, MB and control functions scorecards	2
IT, Cybersecurity & Resilience	DORA-related reviews, Cybersecurity & Business Continuity reporting	2
Operational Structure	Closure of branches (Kharkiv, Mykolaiv)	2
Training & Development	Training Plan 2025–2026 (SB & MB)	1

Visual Matrix: Tasks by Status and Theme

Theme	Completed	In progress
Corporate Governance & Management	✓✓✓✓	–
Strategy & Capitalisation	✓✓	✓
Finance & Audit	✓✓✓✓✓	–
Risk / Compliance / AML	✓✓	✓✓✓✓
Remuneration & HR	✓✓	–
IT & Cybersecurity	✓	✓
Operational Structure	✓✓	–
Training & Development	✓ (2025)	✓ (2026)

Decisions in Progress – by Key Area

Area	Status	Description
AML / AFC / Sanctions	● In progress	Implementation of action plans following AFC Risk Profile and NBU AML/CFT recommendations; gap analysis and remediation measures
Cybersecurity & DORA	● In progress	Enhanced cybersecurity and business continuity reporting;
Internal Audit follow-ups	● In progress	Implementation of recommendations from audit reports inter alia separate task to CBO on Customer Financial Numbers)
Training Plan 2026	● In progress	Continuation of SB& MB training (payments, capital markets, IT)
Management reporting enhancements	● In progress	Structuring of COO reporting and enhanced IT incidents presentation

Attendance of Supervisory Board and Committee Meetings in 2025

Member	SB	AC	RSC	RNC	Average attendance rate per Member
Silvio Pedrazzi	20/20 (100%)	-	-	8/8 (100%)	100%
Corrado P. M. Casalino	19/20 (95%)	10/10 (100%)	8/9 (89%)	-	95%
Fabrizio Mallen	19/20 (95%)	-	9/9 (100%)	-	98%
Laura Febbraro	20/20 (100%)	10/10 (100%)	-	8/8 (100%)	100%
Francesco Del Genio	19/20 (95%)	-	9/9 (100%)	-	98%
Daniela Blandino	14/20 (70%)	-	-	8/8 (100%)	85%
Antonio G. M. Bergalio	18/20 (90%)	9/10 (90%)	-	-	90%
Average attendance rate per Corporate Body	92%	97%	96%	100%	

The overall attendance rate exceeded 90%, demonstrating **a high level of engagement** of the Supervisory Board Members. All absences were duly justified and did not affect the effectiveness of the meetings. All Members devoted sufficient time to the performance of their duties (more than five hours per week). Occasional absences of certain Members were mainly attributable to concurrent business commitments. The Supervisory Board ensured the continuity and effectiveness of its decision-making through the timely circulation of materials, the use of polling and written voting procedures, and the maintenance of a sufficient quorum, which did not jeopardize the overall effectiveness of the meetings.

Conclusion on the Supervisory Board Activity and Effectiveness including each Supervisory Board Member Effectiveness

Based on the results of the assessment for 2025, the Supervisory Board of the Bank **operated effectively and in compliance** with the requirements of Ukrainian legislation, the Bank's Articles of Association and internal governance documents. The Supervisory Board demonstrated **a high level of engagement**, with an overall attendance rate exceeding 90%, timely and **well-founded decision-making**, and **active involvement** of its Members in supervisory and strategic matters.

During the reporting year, the Supervisory Board exercised **effective oversight** over the Bank's strategic development, capitalisation and restructuring measures, financial performance, risk management, regulatory compliance, internal control system and ICT resilience.

The individual assessment of each Supervisory Board Member confirmed that all Members demonstrated a high level of attendance and consistent participation in meetings, actively expressed their professional opinions, engaged in constructive discussions and contributed to balanced and well-reasoned decisions. Each Member demonstrated adequate professional competence and preparedness for meetings, exercised independent and objective judgement, and devoted sufficient time and attention to the performance of their duties. Independent Members continued to meet the applicable independence criteria and provided effective challenge where necessary. No circumstances were identified that could adversely affect the ability of any Member to perform his or her functions properly.

The decision-making process was **transparent, duly documented and compliant** with quorum and procedural requirements. The Supervisory Board ensured continuity and effectiveness of its work through timely circulation of materials, the use of polling and written voting procedures, and continuous monitoring of the implementation of adopted decisions. The majority of key tasks approved in 2025 were completed, while the remaining initiatives were under active implementation due to their multi-stage nature.

Overall, the Supervisory Board's composition, organisation of work and level of collective engagement were assessed as appropriate for the size, complexity and risk profile of the Bank, confirming its effectiveness and collective suitability.

THE SUPERVISORY BOARD COMMITTEES' COMPETENCE, ACTIVITY AND EFFECTIVENESS ASSESSMENT

Supervisory Board Committees' Competence

Audit Committee (AC)

The authorities, responsibilities, specific tasks and duties, as well as the organisation of the Audit Committee's activities, are stipulated in the Audit Committee Regulation, approved by the Supervisory Board on 27 March 2020.

The Audit Committee performs recommending, advisory and supporting functions for the Supervisory Board, with particular focus on the periodic assessment of the adequacy and effectiveness of the Bank's overall internal control system, accounting system and financial reporting processes.

On an annual basis, the Audit Committee assesses the adequacy, efficiency and proper functioning of the internal control system and the accounting system of the Bank. The Committee serves as a key point of interaction for all local control functions — **Internal Audit, Risk Management, Compliance and Anti-Money Laundering** — as well as for the administrative and financial governance functions, and evaluates the effectiveness of their activities and the adequacy of their coordination.

A key element of the Audit Committee's mandate is the supervision of the statutory external audit. In this context, the Audit Committee annually assesses the independence of the external auditor and audit firm providing statutory audit services to the Bank.

Based on the results of the assessment conducted during the reporting period, **the Audit Committee concluded that the independence of the Bank's external auditor, "Ernst & Young Audit Services" LLC**, in the course of the statutory audit of the Bank's annual separate financial statements was not compromised. The audit services were provided in compliance with the applicable contractual arrangements and legislative

requirements on auditor independence. The absence of threats to independence was also confirmed in the respective report of "Ernst & Young Audit Services" LLC.

Risk Management Committee¹ (RMC)

The authorities, responsibilities, specific tasks and duties, as well as the organisation of the work of the Risk Management Committee, are defined in the Risk Management Committee Regulation, approved by the Supervisory Board on 27 March 2020. The updated version of the Regulation was approved by the decision of the Supervisory Board dated 23 December 2025 with the renaming of the Committee into Risk and Sustainability Committee.

The Risk Management Committee performs recommending, advisory and supporting functions for the Supervisory Board, with particular reference to the **effective monitoring of risks and the overall risk management framework of the Bank, including credit, market, liquidity, operational, compliance, cybersecurity and information technology risks, as well as ESG and sustainability-related risks.**

The Committee supports the Supervisory Board in the exercise of its strategic supervisory duties related to risk management, including oversight of the Bank's risk profile, risk governance arrangements, capital adequacy and operational resilience. Particular attention is paid to activities that enable the Supervisory Board to properly define, approve and monitor the Risk Appetite Framework (RAF), risk management and compliance policies, cybersecurity and IT risk controls, ESG and sustainability risk considerations, and other risk-related and strategic decisions falling within the Supervisory Board's statutory competence, including those related to the Bank's digital transformation and long-term strategic development.

Remuneration and Nomination Committee (RNC)

The authorities, responsibilities, specific tasks and duties, as well as the organisation of the Remuneration and Nomination Committee's activities, are set out in the Remuneration and Nomination Committee Charter, approved by the Supervisory Board on 30 September 2024.

The Remuneration and Nomination Committee performs recommending, advisory and supporting functions for the Supervisory Board, primarily in the **areas of nomination, suitability assessment and remuneration.**

The Committee enhances the effectiveness of the Supervisory Board's strategic supervision by supporting decisions related to the appointment of Members of the Management Board and other officers whose appointment falls within the competence of the Supervisory Board, including Heads of Control Functions. The Committee also supports the Supervisory Board in decisions related to remuneration of the Members of the Management Board, Heads of Control Functions and other employees whose remuneration falls within the Supervisory Board's competence or has implications for the Bank's risk exposure and risk management.

In performing its functions, the Committee ensures compliance with the applicable legislation, the Bank's Remuneration and Incentive Policies, Intesa Sanpaolo Group Remuneration Policies and other relevant internal acts governing remuneration.

Information on Committees' Meetings and Key Decisions in 2025

Indicator	Audit Committee	Risk Management Committee ¹	Remuneration & Nomination Committee
Number of meetings	10	9	8
By direct participation	8	7	4
By polling	2	2	4

Key Topics Considered by the Supervisory Board Committees in 2025

Audit Committee	Risk Management Committee ¹	Remuneration & Nomination Committee
Quarterly financial results, Forecast and Group reporting packages	Quarterly Risk Management reports	Review of Remuneration and Incentive Policies

Annual financial statements and Independent Auditors' Report, Management Report, Report on results of the First Stage of Sustainability Assessment	Semi-annual CRO Tableau de Bord	Review of labour contracts of Chairman of the Management Board
Regular Compliance, AML&Sanctions and Risk Management reports	Regular Compliance reports	Annual assessment of compliance with the suitability requirements of Management Body Members and Key Functions Holders
Reports on the implementation of Group documents	Annual Compliance and AML risk profile assessment	Review of List of Risk Takers of the Bank
Monitoring of Internal Audit recommendations	Updated internal risk management documents	Review of Scorecards of the Management Board Members and Heads of Control Functions
Reports on Internal Audit activities	ICAAP & ILAAP reporting package	Proposal on Supervisory Board and Management Board Training Plan and review of the report on its execution
Annual and semi-annual reports on the internal control system over financial reporting	Review of Remuneration and Incentive Policies	Review of results of gender gap pay analysis
Control functions Tableau de Bord		Review of the updated Suitability Rules
Agreements with external auditors and unscheduled audit inspections		
Audit conclusions related to ICAAP/ILAAP		

Considering the ongoing war situation in Ukraine and related operational constraints, joint meetings of the Audit Committee and the Risk Management Committee¹ were held during the reporting year to ensure efficient and timely consideration of matters falling within their respective competences. The number of meetings indicated above includes such joint meetings.

Conclusion on the Supervisory Board Committees' Competence and Effectiveness

Based on the assessment results for the reporting year, the Committees of the Supervisory Board operated within their approved mandates and generally demonstrated **an adequate level of competence and effectiveness** in supporting the Supervisory Board's oversight functions.

The Committees ensured preliminary consideration of matters within their respective areas of responsibility and provided recommendations to the Supervisory Board, which contributed to the preparation and quality of Supervisory Board decisions. **The Chairpersons of the Committees performed their duties** in accordance with the applicable Regulations and Charters, ensuring the organisation of the Committees' work, setting meeting agendas, moderating discussions and reporting on the Committees' activities to the Supervisory Board.

The number and format of meetings held during 2025 were **sufficient** to ensure timely consideration of issues within the Committees' competence. Where appropriate, joint meetings were held, which supported coordination between Committees, taking into account the operational conditions during the reporting period.

Overall, the work of the Supervisory Board Committees and their Chairpersons in 2025 supported the effective performance of the Supervisory Board's functions and did not reveal material deficiencies in the competence or organisation of their work.

ASSESSMENT OF THE SUPERVISORY BOARD'S CONTRIBUTION TO THE ACHIEVEMENT OF THE BANK'S STRATEGIC OBJECTIVES

During the reporting period, the Supervisory Board, acting within the scope of its powers as defined by the applicable legislation and the Bank's statutory documents, adopted decisions aimed at ensuring the achievement of the Bank's strategic objectives.

In 2025, the activities of the Supervisory Board were focused on supporting the Bank's financial stability, regulatory compliance and sustainable development, including under the conditions of martial law. In this context, the Supervisory Board approved the Bank's annual financial statements and reviewed the external auditor's management letter, ensuring appropriate oversight of financial reporting and the statutory audit process.

A key outcome of the Supervisory Board's decisions during the reporting period was the achievement of a break-even financial result by the end of 2025, reflecting the implementation of management measures aimed at stabilising the Bank's financial performance. The Supervisory Board also exercised ongoing oversight over the implementation of the **Business Plan and Strategy (Turnaround Plan) for 2025–2027**, assessing progress against approved measures and alignment with the Bank's strategic priorities.

Special attention was paid to supervisory and regulatory matters. The Supervisory Board reviewed the results of the **SREP assessment** and ensured oversight of the implementation of the **Capitalisation / Restructuring Program** and related action plans. In addition, the Supervisory Board considered **supervisory letters received from the National Bank of Ukraine (NBU)** containing recommendations and observations, and assigned the Management Board to conduct gap analyses, prepare corrective measures and report on the progress of implementation. The execution of these measures was subject to regular monitoring by the Supervisory Board.

The Supervisory Board acted proactively by assigning specific tasks to the Management Board aimed at identifying and addressing potential gaps and emerging risks in key regulatory, operational and control areas. In particular, management was instructed to conduct targeted gap analyses in the areas of **Anti-Money Laundering and Internal Audit**, followed by the preparation and implementation of remediation action plans, with progress monitored through regular reporting. As part of these actions, the Supervisory Board reviewed the **adequacy of staffing and allocation of responsibilities within control functions** and supported **reallocation of personnel and strengthening of involvement of staff in control processes**, where necessary.

In order to reinforce effective oversight of the internal control system, meetings of the **Management Board were held with the participation of Members of the Supervisory Board**, including the **Chairman of the Supervisory Board** and the **Chairpersons of the Audit Committee and the Risk Management Committee**, to discuss key internal control matters, identified deficiencies and remedial actions. These interactions facilitated timely alignment between supervisory expectations and management actions, including decisions related to resource allocation and strengthening of control functions.

Special attention was also paid to **information and communication technology (ICT)** and **operational resilience** matters. The Supervisory Board requested enhanced reporting on **DORA-related requirements**, key IT activities and cybersecurity risks, supporting strengthened oversight of ICT and operational resilience risks. In order to strengthen oversight of business performance and operational execution, the Supervisory Board introduced **regular monthly reporting by the Chief Business Officer** and decided to introduce **regular reporting by the Chief Operating Officer starting from 2026**. These reporting enhancements were aimed at ensuring alignment of operational activities with the Bank's strategic objectives.

In addition, a **joint meeting of the Supervisory Board and the Management Board** was held **in physical format at the Head Office of Intesa Sanpaolo (IBD) in Milan**, dedicated to a comprehensive review of the results achieved by the Bank in 2025 and discussion of **strategic priorities and further steps for the following periods**. This meeting supported a coordinated approach to strategic planning, governance and supervisory oversight within the banking group.

Overall, the decisions adopted by the Supervisory Board during the reporting period, including those related to the SREP assessment, NBU supervisory recommendations, internal control enhancement measures and strategic alignment with management, contributed to the achievement of the Bank's strategic objectives and supported the stable and sustainable operation of the Bank.

INTERNAL STRUCTURE, DECISION-MAKING PROCEDURES AND IMPACT OF THE SUPERVISORY BOARD'S ACTIVITIES

Internal Structure of the Supervisory Board

The internal structure of the Supervisory Board ensures effective governance, clear accountability and robust oversight in line with the **three lines of defence model**.

Responsibilities are clearly allocated between the **Supervisory Board**, the **Management Board** and the **system of control functions**, ensuring an appropriate separation of strategic oversight, executive management and independent control. Within this framework, the Supervisory Board plays a **central role** by exercising strategic oversight and supervision over the Bank's activities, including the effectiveness of the **risk management, internal control, compliance** and **internal audit** systems. Within its competence, the Supervisory Board approves strategic guidelines in these areas, appoints and dismisses the Heads of Control Functions, and regularly considers matters related to **financial stability, risks** and **regulatory compliance**.

The work of the Supervisory Board is supported by its committees, primarily the **Audit Committee**, the **Risk Management Committee**¹, and the **Remuneration and Nomination Committee**, which perform advisory and preparatory functions. These committees ensure in-depth review of matters within their respective competences and provide reasoned recommendations prior to final decision-making by the Supervisory Board.

In addition, the Supervisory Board maintains **direct functional oversight over the second and third lines of defence**, namely Risk Management, Compliance and Anti-Money Laundering, and Internal Audit. This oversight includes ensuring a regular flow of quantitative and qualitative information, the right to receive reports, and the ability to invite the Heads of Control Functions to Supervisory Board and committee meetings.

Supervisory Board Decision-Making Process

The procedures governing the decision-making process of the Supervisory Board are defined in the Regulation on the Supervisory Board, which is available on the Bank's official website. An **annual Activity Plan of the Supervisory Board** is prepared by the Corporate Secretary and approved by the Supervisory Board at the beginning of each year.

The Activity Plan is developed based on an analysis of matters considered in the previous year and takes into account **mandatory reporting by the Bank's structural units**, regular review of the **Bank's financial position and performance, risk profile**, as well as **regulatory requirements and supervisory expectations**.

The agenda of each Supervisory Board meeting is formed on the basis of the approved Activity Plan and proposals submitted to the Corporate Secretary. Where necessary, the Supervisory Board includes urgent items in the agenda or excludes items requiring further preparation. The agenda is preliminarily agreed with the Chairman of the Supervisory Board and is approved at the beginning of each meeting.

Oversight of the Management Board's activities is exercised primarily through **regular reporting by Members of the Management Board and Heads of Control Functions**. In addition, continuous communication is maintained through meetings, conference calls and written correspondence. With the support of the Corporate Secretary, the Supervisory Board monitors the **implementation of its decisions and recommendations**, ensuring effective follow-up and accountability.

Impact of Supervisory Board Activities on the Bank's Financial and Economic Performance in 2025

During 2025, the Supervisory Board primarily focused on **achieving sustainable profitability and ensuring the effective implementation of the Bank's Business Plan and Strategy (Turnaround Plan) for 2025–2027**, as key prerequisites for the Bank's financial stability and long-term viability, including under the conditions of martial law.

As a result of the measures implemented under Supervisory Board oversight, the Bank **achieved a break-even financial result by the end of 2025**, reflecting stabilisation of financial performance, improved cost discipline and enhanced operational efficiency. The Supervisory Board continuously monitored the execution of the Business Plan and Strategy, confirming that the approved measures were being implemented in line with the established objectives and timelines.

In parallel, with the support of the Risk Management Committee¹, the Supervisory Board closely monitored compliance with **regulatory and prudential requirements**, including capital adequacy and other key indicators. During the reporting period, the **Capitalisation / Restructuring Program** of the Bank was approved by the National Bank of Ukraine, taking into account the **actions already implemented by the Bank and its**

improved financial performance in 2025, as well as the Bank's risk profile and operating environment. The Supervisory Board exercised ongoing oversight over the implementation of the Program and monitored compliance with the **capital thresholds and supervisory parameters approved by the regulator**, including those defined with regard to the Bank's demonstrated progress.

During 2025, the Supervisory Board focused its activities on ensuring the **Bank's financial stability, regulatory compliance** and **sustainable operation**, including under the conditions of martial law.

The Supervisory Board also monitored the implementation of **recommendations issued within the SREP process**, based on regular management reporting.

During the reporting period, the Supervisory Board approved the **Bank's annual financial statements** and reviewed the **external auditor's management letter**, ensuring appropriate oversight of financial reporting and audit outcomes.

Oversight of Control Functions and Key Risk Areas

With the support of the Audit Committee and the Risk Management Committee¹, the Supervisory Board monitored the activities of the Bank's control functions throughout 2025, including the **adequacy of resources, staffing levels** and **effectiveness of processes**.

In the area of **Risk Management**, the Supervisory Board exercised ongoing oversight of the Bank's risk profile and risk governance arrangements through regular review of risk management reports, including information on credit, liquidity, market, operational and other material risks. The Supervisory Board considered updates on the implementation of the **Risk Appetite Framework / Risk Appetite Statement (RAF/RAS)** and key risk indicators, and monitored the alignment of risk-taking with the Bank's risk appetite and strategic objectives. Particular attention was paid to risks arising from the operating environment in Ukraine, capitalisation measures and the implementation of supervisory recommendations.

In the area of **AML/CFT**, the Supervisory Board oversaw key AML activities and, following supervisory and Internal Audit observations, instructed management to conduct a **gap analysis** and to prepare and implement corresponding **action plans**. As part of the remediation measures, the Supervisory Board reviewed the **adequacy of staffing and allocation of responsibilities within the AML function**, supported **reallocation of resources** where necessary and monitored the **implementation of targeted internal training programmes for relevant employees**. The Supervisory Board monitored progress through regular reporting, noting improvements in financial monitoring processes, staff involvement and risk mitigation measures.

In the area of **Internal Audit**, the Supervisory Board reviewed audit reports, approved the conduct of unscheduled inspections and monitored the implementation of audit recommendations by the Bank's structural units. In addition, the Supervisory Board assessed the **sufficiency of Internal Audit resources** and the engagement of personnel in audit processes.

In the area of **Compliance**, the Supervisory Board ensured regular oversight of compliance with NBU regulatory requirements through periodic review of Compliance reports and monitoring of corrective actions taken by the Bank's units.

Proactive Supervisory Actions and Operational Oversight

In 2025, the Supervisory Board acted proactively by assigning tasks to the Management Board to conduct **targeted gap analyses**, including in the areas of AML and Internal Audit, and to strengthen the Bank's control environment. The Supervisory Board also requested additional reporting on **IT activities, DORA-related matters** and **cybersecurity**, including extended reporting on major IT incidents and the operating environment in Ukraine.

To enhance oversight of business and operational performance, the Supervisory Board introduced **monthly reporting by the Chief Business Officer** on business activities and decided to introduce **regular reporting by the Chief Operating Officer starting from 2026**.

In addition, the Supervisory Board provided **recommendations and exercised ongoing oversight** aimed at improving **operational efficiency** and **financial sustainability**, in line with the **approved Business Plan & Strategy (Turnaround Plan)**. In particular, the Supervisory Board monitored and guided management actions related

to **cost optimisation**, with specific focus on **IT-related expenses**, maintenance of a **prudent cost-to-income ratio**, and **achievement of break-even results in a sustainable manner without erosion of capital**. The Supervisory Board regularly reviewed management reporting on the implementation of the Business Plan & Strategy (Turnaround Plan) measures and assessed their impact on the Bank's financial performance.

Furthermore, the Supervisory Board assessed **opportunities for business development** in line with a **risk-oriented approach** and reviewed the **Business Plan and Strategy** in light of the prevailing operating environment, ensuring consistency between strategic objectives, risk appetite and financial sustainability. As a result of the Supervisory Board's recommendations, ongoing monitoring and follow-up within the Turnaround Plan framework, the Bank **achieved a break-even position and returned to profitability by the end of 2025**, reflecting the effective implementation of the approved measures.

IMPLEMENTATION OF SHAREHOLDER DECISIONS AND SUPERVISORY BOARD ACTION PLAN FOR 2026

In accordance with the Shareholder's instructions, the Supervisory Board was **entrusted with the continued oversight of the Bank's internal control system**, including risk management, compliance, AML/CFT and internal audit functions, with the objective of ensuring their ongoing effectiveness and adequacy in line with applicable regulatory requirements, supervisory expectations and corporate governance standards. This task was implemented throughout 2025 through regular reporting, committee oversight, monitoring of remediation actions and follow-up on supervisory recommendations.

In order to ensure continuity of effective oversight and further strengthen corporate governance, the Supervisory Board plans to focus on the following key areas in 2026:

1. Oversight of Strategic Initiatives

- Continued due oversight of the **strategic initiatives of the Bank**, including initiatives introduced within the **updated Strategy and Turnaround framework for the coming years**;
- Monitoring of the implementation of strategic priorities, capitalisation measures and business development initiatives, ensuring alignment with the Bank's **risk appetite and financial sustainability objectives**.

2. Enhancement of Supervisory Board Effectiveness

- Further enhancement of the **organisation of the Supervisory Board's work**, including planning, agenda-setting and decision-making processes;
- Strengthening cooperation between the Supervisory Board and its Committees to ensure efficient preparation and informed decision-making.

3. Continued Oversight of Control Functions

- Ongoing oversight of the **Risk Management, Compliance, AML/CFT and Internal Audit functions**, including monitoring of their independence, resources, effectiveness and implementation of action plans;
- Follow-up on supervisory recommendations, SREP-related actions and internal audit findings.

4. Development of Supervisory Board Members' Competences

- Implementation of the **Supervisory Board Training Plan for 2026**, with a focus on:
 - payment systems and capital markets,
 - ICT, cybersecurity and operational resilience,
 - regulatory developments and supervisory expectations;
- Continuous enhancement of collective and individual competences in line with the results of the suitability assessment.

Overall, the planned actions for 2026 are aimed at ensuring **effective supervision of the Bank's strategic development, sound governance**, and **robust internal control and risk management frameworks**, in line with the Shareholder's expectations and applicable regulatory standards.

ANNEX – Matrix of the Collective Suitability of the Supervisory Board



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