

**REPORT**  
**of the Nomination and**  
**Remuneration Committee**  
**of the Supervisory Board**  
**for 2025**



27 February 2026  
Supervisory Board

# Index

---

1. Introduction
2. Composition of the Nomination and Remuneration Committee of the Supervisory Board
3. Activity of the Nomination and Remuneration Committee of the Supervisory Board



# 1. Introduction

The Nomination and Remuneration Committee of the Supervisory Board of the Bank (the “**Committee**”) was established in pursuance of applicable Ukrainian legislation and in line with the best practices in the area of corporate governance by the decision of the Supervisory Board dated 19.12.2023 (the Minutes No. 17\_23, Agenda Item 17).

According to the **Regulation on Nomination and Remuneration Committee** of the Supervisory Board of the Bank (the “**Regulation**”) approved by the decision of the Supervisory Board dated 19.12.2023 (the Minutes No. 17\_23, Agenda Item 19), it is **a standing collective body** of the Bank created for the purpose of **preliminary study** and **preparation** for consideration by the Supervisory Board of the Bank of the **issues** falling **within the scope of its competence**.

The **competence** of the Committee is determined by the legislation of Ukraine, the Bank's Charter and these Regulation.

The **Committee** in its activities **is guided** by the current legislation of Ukraine, the Bank's Charter, the Regulation, decisions of the General Meeting of Shareholders and the Supervisory Board of the Bank, internal regulatory documents of the Bank.

The **Committee** is **accountable to the Supervisory Board** and at least once a year reports to the Supervisory Board on results of its activity . The Supervisory Board is responsible for the work of the Committee.

# 1. Introduction

The **competence** of the **Committee includes**:

- Providing recommendations to the Bank's Supervisory Board on **formation of the remuneration system** and ensuring that the remuneration complies with the risk management culture, the Bank's strategy, the Bank's approved risk appetite, financial results and internal control system, as well as the requirements of applicable legislation;
- **Reviewing the Regulation on the remuneration** of Members of the Supervisory Board of the Bank, Members of the Management Board of the Bank and influential persons of the Bank;
- **Reviewing the Reports on remuneration** of Members of the Supervisory Board, Members of the Management Board and influential persons of the Bank;
- **Providing proposals** to the Supervisory Board **on individual remuneration** granted to the Chairman and Members of the Management Board, Chief Compliance Officer, Chief Risk Officer, and the Bank's Responsible Officer for conducting financial monitoring, Corporate Secretary **ensuring its consistency with the remuneration policy** adopted by the Bank and its compliance with the assessment of the work of the specified officials;
- **Recommending** for approval by the Supervisory Board **candidates to fill vacant positions**, the appointment of which falls within the competence of the Supervisory Board;
- **Periodic assessment** of Members of the **Management Board** for **compliance with qualification requirements** and reporting on this issue to the Supervisory Board of the Bank;
- Ensuring **training programs** for members of the Supervisory Board and the Management Board of the Bank, so that they can effectively fulfill their duties in the corporate governance model implemented at the Bank, etc.

## 2. Composition of the Nomination and Remuneration Committee of the Supervisory Board

**During the reporting period** there were **changes in the composition** of the Committee.

Specifically, by the decision of the Supervisory Board dated 25.07.2025 (the Minutes No. 09\_25) Mr. Georgios Georgopoulos was elected as the member of the Committee to replace Mr. Georgios Theodosiou who resigned from the Supervisory Board of the Bank at his own accord from 28.04.2025.

By the decision of the Supervisory Board dated 19.12.2025 (the Minutes No. 17\_25), in view of the approval by the National Bank of Ukraine on 29.09.2025 of Ms. Chrysanthi Bempati to the position of the member of the Supervisory Board of the Bank, Ms. Chrysanthi Bempati was elected as the member of the Committee to replace Mr. Georgios Georgopoulos in this role.

Therefore, **as of 31.12.2025 the composition of the Committee** was as follows:

- Mr. **Efstratios Hatzistefanis** (Independent Member), **Chairman** of the Committee;
- Mr. **Georgios Georgountzos** (Independent Member), **Member** of the Committee;
- Ms. **Chrysanthi Bempati** (Shareholder representative), **Member** of the Committee.

The Committee **consists of three Members** of the Supervisory Board of the Bank the **majority of whom is independent** which is **aligned with the requirements of the applicable legislation** and the Committee Regulation.

**Members** of the Committee are **elected for unlimited period of time**, and in any case until termination of their powers as the Supervisory Board Members.

### 3. Activity of the Nomination and Remuneration Committee of the Supervisory Board

|                                              | Way of convening                                                                                    | Attendance                                                                                                                                                                                                                                                                                                                                                                       | Key Agenda Items                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|----------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Nomination and Remuneration Committee</b> | In total, during the reporting period, 5 absentee votings (polling) of the Committee were organized | <ul style="list-style-type: none"> <li>▪ Mr. Efstratios Hatzistefanis - 5 of 5 absentee votings;</li> <li>▪ Mr. Georgios Georgountzos - 5 of 5 absentee votings;</li> <li>▪ Mr. Georgios Theodosiou - 3 of 3 absentee votings (<i>powers terminated on 28.04.2025</i>);</li> <li>▪ Mr. Georgios Georgopoulos - 2 of 2 absentee votings (<i>elected on 25.07.2025</i>)</li> </ul> | <p>Preliminary consideration of and provision of the Supervisory Board with recommendations on the following items:</p> <ul style="list-style-type: none"> <li>▪ Changes to remuneration of the top managers of the Bank;</li> <li>▪ Report on Performance Evaluation of the Management Board of the Bank for the year 2024;</li> <li>▪ Updated version of the Remuneration Policy of the Bank;</li> <li>▪ List of Risk Takers of the Bank for the year 2024;</li> <li>▪ Report on Remuneration of the Members of the Management Board and Risk Takers of the Bank for the year 2024;</li> <li>▪ Performance Assessment of the Key managers of the Bank for the year 2024;</li> <li>▪ Changes to remuneration of the top managers of the Bank and updated labor terms and conditions for the employees of the Internal Audit Department starting from May 1st, 2025;</li> <li>▪ Appointment of Members of the Management Board of the Bank and terms and conditions of the Employment Contracts to be concluded with them;</li> <li>▪ Report on the results of annual verification of the key managers of the Bank for compliance with the qualification requirements, requirements for professional suitability and business reputation for the year 2025, etc.</li> </ul> |

### 3. Activity of the Nomination and Remuneration Committee of the Supervisory Board

During the reporting period, the **Committee preliminary considered** the items falling within the scope of its competence and provided the Supervisory Board with its recommendations based on the results of such consideration.

Based on the results of assessment of participation in work of the Committee it should be concluded that **all Members actively participated** in the work of the Committee and **allocated sufficient time to fulfillment of their duties**.

For efficient and effective work of the **Committee** and comprehensive preparation for making informed decisions, the Chairman and Members of the Committee regularly **interacted** with the control functions of the Bank and the Supervisory Board.

In the future, the Committee plans to **proceed** with **performing the assigned functions** in accordance with the applicable legislation and the Committee Regulation and **provide effective support** to the Supervisory Board of the Bank on issues related to selection, appointment, assessment of performance of officials of the Bank, the amount of their remuneration, etc.

