APPROVED by:
Supervisory Board of “PRAVEX BANK” JSC

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REMUNERATION AND INCENTIVE POLICIES OF “PRAVEX BANK” JSC

Security classification of the document: Confidentially

Summary of changes:

Revision Number	Owner	Key amendments	Annulled documents
6.0	HR and Organization Department	• introduction of Substitution Allowance and buy-out; • the level of approval of the Reports on Remuneration were updated in line with the requirements of the legislation; • cancellation of the Supervisory Board responsibility to analyze on an annual basis the gender neutrality of the Policies and check the gender pay gap; • clarifications and updates to the ‘Bonus Funding’ rules; • a new payment scheme layout for the Middle Managers and Professionals who accrue a variable remuneration higher than the applicable materiality threshold; • fine-tuning of payment methods of the short-term variable remuneration; • specified that the Internal Audit Function, with the support of ISP Group Chief Audit Officer, performs sample checks on the employees’ compliance with the hedging prohibition, in the context of the controls envisaged by the Rules for Personal Operations.	None.

Path:
https://my.pravex.ua – INTERNAL RULES & REGULATIONS BASE – GOVERNANCE DOCUMENTS - Guidelines – Resource Management

Effective Date:02.01.2023

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Risk Management Department	☒
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PRAVEX BANK
Bank of INTESA SANPAOLO

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1. Legal background

The issue of remuneration of financial intermediaries has been gaining growing attention by international bodies and regulators, aiming to guide issuers and intermediaries towards the adoption of remuneration systems that are consistent with the principles - strengthened following the economic and financial crisis - governing the process for drawing up and approving the ISP Group Remuneration and Incentive Policies, their remuneration structure and their transparency.

In particular, according to these principles, remuneration systems must take into account current and future risks and the level of capital strength of each intermediary, and ensure remuneration based on results actually achieved and sustainable over time.

The Remuneration and Incentive Policies of “PRAVEX BANK” JSC is defined in compliance with the following regulations[1]:

1.1 Local regulations:

- the Law of Ukraine “On Banks and Banking”;
- the Law of Ukraine "On Joint Stock Companies";
- the Law of Ukraine "On Capital Markets and Organized Commodities Markets”;
- Regulations on the Organization of the Risk Management System in Banks of Ukraine and Banking Groups, approved by resolution of the Board of the National Bank of Ukraine dated 11.06.2018 No. 64;
- Regulation on the Organization of the Internal Control System in Banks of Ukraine and Banking Groups, approved by the resolution of the Board of the National Bank of Ukraine dated 02.07.2019 No. 88;
- Methodological Recommendations on the Organization of Corporate Governance in Banks of Ukraine, approved by the resolution of the Board of the National Bank of Ukraine dated 03.12.2018 No. 814-рш;
- Regulation on Remuneration Policy in the Bank, approved by the resolution of the Board of the National Bank of Ukraine dated 30.11.2020 No.153;
- Resolution of the Board of the National Bank of Ukraine On Some Topics of Activity of Banks of Ukraine and Banking Groups dated 25.02.2022 No.23;
- Resolution of the National Securities and Stock Market Commission “On Approval of the Requirements (rules) for Securities Trading Activities: Brokerage Activity, Dealer Activity, Underwriting, Securities Management” dated 03.11.2020 No. 640
- Labor Code of Ukraine.

1.2 European regulations:

- Directive (EU) 2019/878 of the European Parliament and of the Council of 20 May 2019 (CRD V) amending Directive 2013/36/EU (CRD IV) as regards exempted entities, financial holding companies, mixed financial holding companies, remuneration, supervisory measures and powers and capital conservation measures;
- Regulation (EU) 2019/876 of the European Parliament and of the Council of 20 May 2019 (CRR II) amending Regulation (EU) No 575/2013 (CRR) as regards the leverage ratio, the net stable funding ratio, requirements for own funds and eligible liabilities, counterparty credit risk, market risk, exposures to central counterparties, exposures to collective investment undertakings, large exposures, reporting and disclosure requirements, and Regulation (EU) No 648/2012;
- Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions (RMVU);
- Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector published in 2019 and in force from 2021, which establishes - among other things - that financial market participants must include information in their remuneration policies on how those policies are consistent with the integration of sustainability risks;
- Commission Delegated Regulation (EU) No 923/2021 of 25 March 2021 implementing and integrating the Directive 2019/878 of the European Parliament with regard to Regulatory Technical Standards (RTS) providing qualitative and appropriate quantitative criteria to identify categories of staff whose professional activities have a material impact on an institution’s risk profile;
- Commission Delegated Regulation (EU) No 527/2014 of 12 March 2014 supplementing Directive (EU) No 2013/36/EU of the European Parliament and of the Council with regard to regulatory technical standards specifying the classes of instruments that adequately reflect the credit quality of an institution as a going concern and are appropriate to be used for the purposes of variable remuneration;

[1] The Bank is subject to the regulation applicable to ISP Group that is the Consolidating Institution if the local law does not foresee more restrictive provisions.

- Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (MIFID II);
- Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 supplementing Directive 2014/65/EU of the European Parliament and of the Council as regards organizational requirements and operating conditions for investment firms and defined terms for the purposes of that Directive;
- Recommendation EBA/GL/2021/04 of the European Banking Authority ("Guidelines on sound remuneration policies under Directive 2013/36/EU);
- Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement.

1.3 Italian regulations:

- Circular n. 285 of 17 December 2013, issued by Bank of Italy, that deals with "Provisions regarding remuneration and incentive policies".

1.4 ISP Group regulations:

- "Guidelines on remuneration, incentives and identification of Risk Takers";
- "Intesa Sanpaolo Report on remuneration policy and compensation paid" that includes the ISP Remuneration and Incentive Policies and the Rules for identifying Risk Takers;
- "Remuneration Discipline" that is composed of:
  - Section A, that deals with Principles, remuneration and incentive Systems and Instruments addressed to all personnel of the Group and those special categories governed by the agency contract;
  - Section B, that deals with the Rules for identifying Risk Takers both at Intesa Sanpaolo Group level, at level of sub-consolidating Groups and of Banks that do not have their own remuneration policies.

  Both Sections are supplemented, where necessary, by Technical Rules that are implementing provisions - reported in specific boxes - which set out the operational content of the Remuneration and Incentive Policies in order to ensure their precise implementation.

1.5 PRAVEX BANK JSC regulations:

- Articles of Association of "PRAVEX BANK" JSC;
- Regulation on Supervisory Board;
- Guidelines on remuneration, incentives and identification of Risk Takers.

1.6 The following documents complete the sources:

- Principles for sound compensation practices issued by Financial Stability Forum (now Financial Stability Board) on 2 April 2009;
- Principles for sound compensation practices, Implementation standards, issued by Financial Stability Board on 25 September 2009;
- Compensation principles and standards assessment methodology, issued by Basel Committee for Banking Supervisory in January 2010;
- Supplementary Guidance to the FSB Principles and Standards on Sound Compensation Practices - The use of compensation tools to address misconduct risk, issued by the Financial Stability Board on 9 March 2018.

2. Definitions

Term	Definition
Bank	“PRAVEX BANK” JSC
ISP	Intesa Sanpaolo S.p.A.
ISP Group	Intesa Sanpaolo S.p.A. and its Subsidiaries, including “PRAVEX BANK” JSC
ISBD or the Division	International Subsidiary Banks Division
“PRAVEX BANK” JSC Policies	The Remuneration and Incentive Policies of “PRAVEX BANK” JSC
ISP Group Remuneration and Incentive Policies or ISP Policies	Remuneration and Incentive Policies approved by Intesa Sanpaolo S.p.A. valid for ISP and all its Subsidiaries in place from time to time. ISP Policies includes also the Rules for identifying Risk Takers.
Group Risk Takers	Staff whose professional activities have a material impact on the risk profile of the Intesa Sanpaolo Group identified in compliance with the CRD V and EU Regulation No. 923/2021.
Legal Entity Risk Takers	Staff whose professional activities have a material impact on the risk profile of “PRAVEX BANK” JSC. Among Legal Entity Risk Takers, those who have a material impact also on Intesa Sanpaolo Group risk profiled are named Group Risk Takers.
Influential person	Head of Internal Audit Department, CRO - Head of Risk Management Department, CCO – Head of Compliance & AML Department, Head of AML & Combat of Terrorism Financing Office of Compliance & AML Department, other Legal Entity Risk Takers (apart from members of the Corporate Bodies).
Middle Managers	Those who do not belong to the Risk Takers segment and, according to job titling of the Global Banding System adopted by the ISP Group, are identified with the title of Senior Director or Head of.
Corporate Control Functions	Internal Audit Department, Risk Management Department, and Compliance & AML Department.
Corporate Bodies	General Shareholders’ Meeting, Supervisory Board, Management Board

3. Procedures for adoption and implementation of the Remuneration and Incentive Policies

In line with the ISP Group “Guidelines on remuneration, incentives and identification of Risk Takers” acknowledged by the Bank as well as the valid “PRAVEX BANK” JSC Guidelines on remuneration, incentives and identification of staff that have a material impact on the risk profile of the Bank” (hereinafter “the Bank Guidelines”) from time to time approved by the Supervisory Board, here below it is described the main roles and responsibilities of Corporate Bodies and Functions/Departments of the Bank for the adoption and implementation of “PRAVEX BANK” JSC Remuneration and Incentive Policies.

It is noteworthy that the Bank Guidelines, together with the Bank Remuneration and Incentive Policies constitutes the framework about the Remuneration and Incentive systems adopted in order to ensure sound, prudent company management in line with the interests of all stakeholders, according to criteria of equity, sustainability, competitiveness and avoidance of conflict of interests.

3.1 The role of Corporate Bodies and Functions

3.1.a General Shareholders’ Meeting

The General Shareholders’ Meeting approves:

- the Remuneration and Incentive Policies and annual reports on remuneration for Supervisory Board members and Management Board members. The pieces of information of these reports are described in the paragraph 6;
- the fixed pay levels for the Chairman and Members of the Supervisory Board.

3.1.b The Supervisory Board

The Supervisory Board:

- is responsible for approving and reviewing, at least annually, "PRAVEX BANK" JSC Remuneration and Incentive Policies that include the Rules for identifying staff whose professional activities have a material impact on the Bank's risk profile;
- is responsible, if in line with ISP Group Remuneration Policies, for setting a limit on the ratio between the variable and fixed components of remuneration paid to individual employees set at more than 100%, though not exceeding 200% (applicable to ISP Group Risk Takers only);
- supervises the implementation of the remuneration rules, and reviews the processes and practices related to remuneration and compliance with the Bank and ISP Group Policies, taking into account long-term interests of Shareholders, the medium and long-term strategies and corporate objectives, the size and activity peculiarities of the Bank, the nature and scope of the banking and other financial services, the systemic importance of the Bank, the compliance/implementation of the Bank's strategy and its business plan, budget and risk appetite framework;
- is responsible for approving the list of Risk Takers identified according to the criteria set out in the Remuneration and Incentive Policies in compliance with the Resolution of the Board of the National Bank of Ukraine dated 03.12.2018 № 814-рш, including the exclusions (if any);
- approves the fixed pay levels for the Management Board Members (including the Chairman), the Heads of Control Functions and employees of the Internal Audit Department;
- with regard to the Management Board Members (including the Chairman), the Heads of Corporate Control Functions and employees of the Internal Audit Department, is responsible for approving and reviewing, in collaboration with ISB Division HR, the variable remuneration accrued for the reference year and, in this context, also the assignment of the KPIs and targets of the performance scorecards, the assessment of the level of achievement against performance targets and the amount of the bonus to be paid (if any);
- has a right to take decision as regards partial payment, deferral, reduction, cancellation (with due regard to the performance results, financial standing of the Bank) and/or return (if payment was done based on the information later proved incorrect) of already paid variable component of remuneration, as well as amount of severance payments, if any, for the Chairman and members of the Management Board;
- approves the severance payments, if any, for the Management Board Members (including the Chairman) and the Heads of Control Functions,
- is informed, at least on an annual basis, about the funding of the bonus pool at Bank level;
- is responsible to assess, at least once per year, the implementation of "PRAVEX BANK" JSC Policies;
- approves reports on remuneration for influential persons. The pieces of information of these reports are described in the paragraph 6.

3.1.c Risk Management Committee

The Risk Management Committee (set within the Supervisory Board) supports the Supervisory Board in analysing Bank's Policies, also based on opinion issued by the Risk Management Department, in order to verify their link with current and prospective risks, the capital strength and levels of liquidity of the Bank, making an additional specific focus on the incentive systems to the Management Board Members (including the Chairman).

3.2 HR & Organization Department

The HR & Organization Department is responsible for:

- drawing up "PRAVEX BANK" JSC Policies and ensuring its full implementation;
- identifying (and at least once per year reviewing) the Risk Takers according to the criteria set out in the Resolution of the Board of the National Bank of Ukraine dated 03.12.2018 № 814-рш (including possible exclusions), as well as the Regulation on Remuneration Policy in the Bank and sharing it with ISBD HR Department;
- proposing to the Supervisory Board the fixed remuneration pay levels for the Management Board Members (including the Chairman), the Heads of Control Functions and employees of the Internal Audit Department;
- with regard to the Management Board Members (including the Chairman), the Heads of Control Functions and employees of the Internal Audit Department, in collaboration with ISB Division HR, proposing to the Supervisory Board the variable remuneration accrued for the reference year and, in this context, also the assignment of the KPIs and targets of the performance scorecards, the assessment of the level of achievement against performance targets and the amount of the bonus to be paid;
- supporting the Supervisory Board in defining the severance payments, if any, for the Management Board Members (including the Chairman) and the Heads of Control Functions;
- informing the Supervisory Board, at least on an annual basis, about the funding of the bonus pool at Bank level.

3.3 Planning and Control Department

The Planning and Control Department, in collaboration with the Planning and Control Department of the ISBD, is involved in defining the “PRAVEX BANK” JSC Policies, in order to ensure the consistency of the Incentive Systems with:

- the strategic short-and medium-long term objectives of the Bank and of ISP Group;
- the capital strength and the liquidity level of the Bank and of ISP Group.

The Planning and Control Department in collaboration with the Planning and Control Department of the Division, supports the Departments in charge in identifying (and periodically monitoring) the parameters used to evaluate performance targets, on which the granting of incentives is based.

3.4 Risk Management Department

The Risk Management Department, in collaboration with the Risk Management Function of ISP (within its remits):

- assesses that the remuneration and incentive systems, making an additional specific focus on the ones of the Management Board Members (including the Chairman), are aligned with the Risk Appetite Framework and takes into account the overall risks, capital and liquidity indicators (i.e. verifies the risk adjusted KPIs) and provides a written opinion, submitting it as well to Risk Management Committee;
- participates in the ex-post risk adjustment of variable remuneration.

3.5 Compliance & AML Department

The Compliance & AML Department, in collaboration with the Compliance Function of ISP (within its remits):

- verifies if the “PRAVEX BANK” JSC Policies are compliant with the applicable external and internal regulations (including ISP Group Remuneration and Incentive Policies) and provides a written opinion before their submission to Supervisory Board and General Shareholders Meeting for approval;
- assesses if the list of Legal Entity Risk Takers identified is in compliance with the applicable external regulations and provides a written opinion.

3.6 Internal Audit Department

On an annual basis, the Internal Audit Department, in collaboration with the Audit Function of ISP (within its remits), verifies the compliance of the remuneration implementation procedures to the relevant Policies[2] and, in that context, it also checks the correct implementation of the process for identifying Risk Takers, informing the Supervisory Board on the results of the verifications conducted.

[2] It is noteworthy that no independent external evaluation of the remuneration payment is performed.

4. Remuneration Policy of the Supervisory Board

The remuneration for members of the Supervisory Board of the Bank (including Chairman), in compliance with ISP Group Remuneration and Incentive Policies, is defined by Intesa Sanpaolo in its capacity as sole Shareholder and entity responsible for management and coordination activities, pursuant to the relative statutory and banking regulations.

Members of the Supervisory Board of the Bank (including Chairman) receive fixed remuneration according to their assigned duties and responsibilities and the concluded civil law agreements with them. Any remuneration amounts are subject to General Shareholders Meeting's approval.

Variable remuneration amounts, bonuses linked to results, profit-sharing clauses or options to buy shares at predetermined prices are not envisaged for the Supervisory Board members (including Chairman). Exemptions from this principle are envisaged only on an exceptional and justified basis, in accordance with ISP Group Remuneration Policies and the relative supervisory regulations in force.
Members of the Supervisory Board (including Chairman) usually have the right to reimbursement of the expenses incurred as a result of their office.
The duration of the agreements with the members of the Supervisory Board (including Chairman) is determined individually in each case.
The Regulation on remuneration of the Supervisory Board members is covered by this document, except the paragraph 5 hereof.

5. "PRAVEX BANK" JSC Remuneration and Incentive Policies

In compliance with the Group Remuneration and Incentive Policies, the present chapter describes Principles, remuneration and incentive Systems and Instruments (Section A) and Rules for identifying staff whose professional activities have a material impact on the risk profile of "PRAVEX BANK" JSC (Section B); the mentioned Sections, jointly, represent the Bank's overall Remuneration and Incentive Policies, that apply also to the Management Board members.

Section A – Principles, remuneration and incentive Systems and Instruments

This Section describes Principles, remuneration and incentive Systems and Instruments defined for 2023 and addressed to all personnel of the Bank. The Regulation on remuneration of the Management Board members and Influential persons is covered by this paragraph.

5.1 Purposes and principles of the Remuneration and Incentive Policies

In line with the principles adopted by the Intesa Sanpaolo Group, the "PRAVEX BANK" JSC Policies are based on the following principles:

STAKEHOLDERS' INTEREST

Alignment of management and personnel conduct with the interests of all **Stakeholders**, with a focus on value creation for **Shareholders**, as well as on the social impact generated on the **Communities**

CORRELATION BETWEEN REMUNERATION AND RISK TAKING

- direction of management and personnel conduct towards the achievement of objectives within a **framework of rules** aimed at controlling corporate risks
- remuneration systems aligned with prudent **financial and non-financial risk** management policies (including legal and reputational risks), in line with what is defined in both the Bank and ISP Group Risk Appetite Framework
- definition of a sufficiently high fixed component to allow the variable portion to reduce significantly, even down to zero, upon occurrence of specific conditions

ALIGNMENT WITH MEDIUM AND LONG-TERM OBJECTIVES in accordance with both the Bank and ISP Group Risk Tolerance

- definition of a set of Incentive Systems in order to drive performance over a **multi-year accrual** period and to share the medium-long term results consequent to the implementation of ISP Group Business Plan

MERIT

- **remuneration flexibility**: bonuses are linked to the results achieved and the risks undertaken
- **competitiveness**: focus on key staff members with high managerial skills, to whom competitive salary brackets, compared with the reference market, are reserved
- best performers' **recognition** through above-average bonuses

EQUITY

- **correlation** between fixed remuneration and the level of responsibility, measured through the Global Banding System or the seniority/professional role
- **differentiation** of salary brackets and the ratio of the variable component to the total remuneration according to the relevant professional category and/or geographical market (if relevant), with the Banding bracket or the seniority/professional role being equal

GENDER NEUTRALITY

- **recognition of an equal level of remuneration**, for the same activities carried out, regardless of gender
- attention to the **gender pay-gap** and its **evolution over time**

SUSTAINABILITY: expenses reduction deriving from application of the policies to values compatible with the available economic and financial means

- selective reviews of fixed remuneration based on strict **market benchmarks**
- mechanisms to **adjust allocations** to the total incentive provisions according to the profitability and the results achieved by both the Bank and ISP Group
- **appropriate caps** on both total incentives and the amount of individual bonuses

REGULATORY COMPLIANCE

- compliance with **legislative and regulatory provisions, with codes of conduct and other self-regulation provisions** with focus on the Risk Takers and on the Corporate Control Functions
- **fairness in customer relations**

Focus: Gender Neutrality

The Bank, in line with Intesa Sanpaolo Group, pays great attention to the issues of "Diversity & Inclusion" and is committed to implementing and disseminating, within and outside the Bank, a policy in favour of the inclusion of all forms of diversity. In this context, the Bank, in compliance with Intesa Sanpaolo, has adopted the "Principles on Diversity & Inclusion", within which it made specific commitments aimed at ensuring gender equality in HR processes and in people management. Compliance with these commitments is monitored periodically, also in order to set corrective measures.

The Bank adopts gender-neutral Remuneration and Incentive Policies that contribute to pursuing complete equality among staff. They ensure, for the same activity carried out, that the personnel have an equal level of remuneration, also in terms of the conditions for its recognition and payment.

In particular, the Bank guarantees that the definition of the remuneration and incentive systems and the taking of decisions regarding remuneration are independent of gender (as well as of any other form of diversity such as affective-sexual orientation, marital status and family situation, age, ethnicity, religious belief, political and trade union membership, socio-economic condition, nationality, language, cultural background, physical and psychological conditions or any other characteristic of the person also linked to the expression of one's thought) and are based on merit and professional skills and are inspired to principles of fairness.

In order to make it possible to apply gender-neutral Policies and to be able to evaluate their effectiveness, the Bank in line with the Group adopts:

1. systems for measuring organizational positions that take into account the responsibilities and complexity managed by the various roles.
   Specifically, for the management cluster, the Group has adopted the Global Banding System (see below) based on grouping in homogeneous categories managerial positions that are similar by levels of complexity/responsibility managed, measured using the international IPE (International Position Evaluation) methodology.
   Instead, the cluster of professionals is segmented on the basis of seniority, i.e. the degree of work complexity that characterizes the supervised activities;
2. for the managerial cluster, market remuneration references associated with each Global Banding bracket and differentiated according to the professional category they belong to and according to the geography. On the other hand, as regards the cluster of professionals at seniority and/or career title levels, market trend references differentiated on the basis of the professional category they belong to and, when relevant, geography are associated;
3. incentive/reward systems linked to objective parameters that therefore allow to recognize merit and performance.

5.2 Segmentation of personnel

"PRAVEX BANK" JSC Policies are based on personnel segmentation logics that allow the operational adaptation of the principles of merit and fairness in order to suitably differentiate the total remuneration and arrange mechanisms of payment that are specific for the various personnel cluster, with a particular focus also on those of a regulatory importance for which more stringent requirements are set.

The distinction of the population into macro segments also allows to take into account the **remuneration** and **working conditions** of employees both in the declination of policies in **specific** remuneration and incentive systems and in the adoption of remuneration decisions **tailored** to each macro segment.

When applying these logics, these macro segments are identified:

- Risk Takers;
- Middle Managers;
- Professionals;
- Network.

Among the segment of Risk Takers[3], it is distinguished those who operate in the Bank and have a material impact on:

- both PRAVEX BANK and ISP Group risk profile (so-called "**Group Risk Takers**")

[3] It is noted that, in the following paragraphs, unless otherwise specified, the term "Risk Taker" is generally understood to refer to both segments.

- PRAVEX BANK risk profile (so-called “**Legal Entity Risk Takers**”).

On the first working day of January 2023 the Risk Takers were 20 people out of which one was also Group Risk Takers.

Other Middle Managers are those who do not belong to the Risk Takers segment and, according to job titling of the Global Banding System adopted by the ISP Group, are identified with the title of:

- Senior Director, the roles that define business/function policies and plans, and drive their implementation, through the managerial responsibility of human and economic resources;
- Head of [4], the roles that define or contribute to defining programmes and plans for their own organisational structure, also in coordination with other corporate structures, and ensure their implementation by taking managerial responsibility for human resources and, possibly, financial responsibility.

While waiting for all the organizational units to be weighted for the purpose of attributing a specific job title to that position, all the persons that are responsible for an organizational unit are considered Middle Managers.

Professionals include all employees who are not classified as Risk Takers nor Middle Managers.

5.3 Remuneration components

Employee remuneration is broken down into the following:

a) fixed component;
b) variable component.

5.3.1 Fixed remuneration

The fixed component is the component of the remuneration that is stable and irrevocable in nature and determined on the basis of pre-established and non-discretionary criteria such as: the contractual framework, the role held, the responsibilities assigned, the particular experience and the expertise acquired by the employee.

The following are considered fixed components of remuneration:

- the **gross annual remuneration** which reflects the level of professional experience and seniority of the personnel;
- the **allowances** assigned in a non-discretionary manner and not tied to any kind of performance indicator. This type of fixed remuneration is assigned to:
  - expatriate personnel in order to cover for any differences in cost, quality of life and/or remuneration levels of the target reference market;
  - someone who is temporarily appointed to the vacated managerial or other position of key importance to the organization – Substitution Allowance;
- allowances and/or **remunerations deriving from offices held in Corporate Bodies**, provided that these are not reversed to the companies to which they belong;
- any **benefits** designed to increase employee motivation and loyalty of the resources and assigned on a non-discretionary basis. These may be of a contractual nature (e.g. supplementary pension, health benefits, etc.) or the result of remuneration policy decisions (e.g. company car, housing, etc.) and, therefore, have different treatment with respect to different categories of personnel.

The allowances paid to **expatriate personnel** are aimed at ensuring the equity of the net remuneration treatment between the amount received in the country of origin and in the target country, so as to cover for any differences in cost, quality of life and/or remuneration levels of the target reference market.

Those allowances are fixed remuneration because they are:

- assigned to all expatriate personnel, in the event of a negative differential between the target country and the country of origin;
- not tied to any kind of performance indicator;
- defined on the basis of predefined and country-specific parameters, provided by a specialist consulting firm;
- communicated to the interested parties by means of an individual letter;
- paid as long as the person continues to be resident in the country in question.

[4] It is noteworthy that in this context the “Head of” are those defined as such by ISP Group Global Banding System on the basis of the weight of the role determined with the Mercer International Position Evaluation (IPE).

The **substitution allowance** aims to ensure succession in the event of a vacancy in the managerial and key positions, and thereby the continuity of operation through a succession planning program covering the Bank, including all key positions.

If, despite such efforts, it becomes necessary to appoint someone temporarily to the vacated managerial or other position of key importance to the organization, it is provided remuneration for the extra efforts / extra workload resulting from the substitution. Specifically, for the employee appointed as a substitute holds a position that is of a lower or the same level as the vacant position it is paid to him/her a monthly substitution allowance in a maximum amount equal to 50% of his/her monthly base salary.

The substitution allowance is paid each month, together with the salary. The special reward, however, is handed over to the relevant colleague in the month following the completion of the substitution.

This allowance is considered a fixed component of the remuneration because of both its non-discretional nature and its compliance with the following criteria:
- It is granted to all those who are appointed temporarily to the vacated managerial or other position of key importance to the organization;
- It is defined on the basis of pre-defined parameters;
- It is communicated to the employee through an individual letter;
- It is independent from his/her performance.

5.3.2 Variable remuneration

The variable component is linked to the employee's performance and aligned to the results actually achieved and the risks prudentially assumed, and consists of:
- short-term variable component, paid through:
  - the incentive systems (see paragraph 5.5);
  - the project bonus (see paragraph 5.5.5)
- long-term variable component, paid through (see paragraph 5.7):
  - the Performance Share Plan addressed to, among the other Managers, the Chairman, other Group Risk Takers (if any) and Managers who are seconded/assigned from Italy[5];
  - the LECOIP 3.0 Plan addressed to Professionals of Intesa Sanpaolo Group who are seconded/assigned from Italy[6];
- any variable short- and long-term components, tied to the period of employment in the company (non-competition, one-off retention and similar agreements) or extraordinary agreements (entry bonus, buy out);
- any discretionary benefits.

The distinction of the variable remuneration component into a short-term portion and a long-term portion encourages the attraction and retention of staff, allowing the performance to be directed on a more than annual accrual period and the medium-long term results deriving from the implementation of the Business Plan to be shared.

It is noteworthy that **Guaranteed bonuses**, in compliance with ISP Group Policies, is not foreseen.

Particular attention is also paid to the following kind of variable remuneration:
- **Entry bonus,** that is a one-off bonus that may be paid upon hiring to attract new personnel, without prejudice to the accurate assessment and analysis of market practices. In compliance with ISP Group Policies, this type of bonus is not subject to any requirement applicable to variable remuneration, including variable remuneration cap and pay-out schemes, if recognized in a single instalment (c.d. **welcome bonus**). It should be noted that the mentioned bonus can be assigned only once to the same single staff member at Group level;
- **Buy-out,** that is a bonus aimed at recognizing the deferred portions of the variable remuneration reduced or cancelled by the previous employer due to the termination of the employment contract. Anyway, this kind of bonus cannot indemnify new personnel from reductions or zeroing of compensation due to malus or claw back mechanisms and it is in any case subject to all the requirements applicable to variable remuneration, including those related to its inclusion in the cap on the variable remuneration and the pay-out schemes;

[5] As they have an Italian employment contract.
[6] As they have an Italian employment contract.

- **One-off retention**, that is a retention bonus tied to the period of employment of the personnel. This is paid for a certain period of time or until a given event, recognised not before the end of this period or upon the occurrence of the event and it contributes to the calculation of the cap between the variable and fixed component of remuneration, on a linear pro-rata basis during the retention period. In compliance with ISP Group Policies, this type of bonus is subject to the pay-out schemes of the variable remuneration and both ex ante and ex post correction mechanisms.
  It is understood that the recognition of the retention bonus cannot lead to a situation in which the total variable remuneration is no longer linked to the performance of the individual, the single business unit, as well as the Bank and the Group.
  Furthermore, multiple retention bonuses (for example, an individual retention bonus and another one deriving from a collective plan) may be awarded to the same staff member in exceptional and suitably justified cases, providing that the payment of the retention bonuses takes place at different times and provided that there are specific reasons for the recognition of each of them.

Finally, should **discretionary pension benefits** be introduced – which are currently NOT envisaged – these will be assigned to beneficiaries in accordance with the applicable regulations, according to which they are similar to variable remuneration, and, therefore:
- in the case of resources who are not entitled to receive a pension, they shall be invested in phantom shares or other related instruments, held by the bank for a period of at least five years and subject to ex-post adjustment mechanisms related to the Group's performance net of risk;
- in the case of resources entitled to a pension, they shall be awarded to the employee through in phantom shares or other related instruments subject to at least a five years' retention period;
- they contribute to the calculation of the cap between the variable and fixed component of remuneration.

5.4 The remuneration pay mix

5.4.1 General criteria
The term "pay mix" refers to the weight of the fixed and variable components expressed as a percentage of total remuneration, as described above.
In accordance with the regulatory guidelines, the Bank, in compliance with the ISP Group Remuneration and Incentive Policies, adopts a pay mix that is appropriately balanced, in order to:
- allow flexible management of labour costs, as the variable portion may significantly decline, even down to zero, depending on the performance actually achieved during the year in question or when the Group is not able to maintain or restore a solid capital base;
- discourage behaviour focused on the achievement of short-term results, particularly if these involve taking on greater risk.

5.4.2 Ratio between variable remuneration and fixed remuneration
In order to achieve the above objectives, in the Bank, in line with the ISP Group Policies, ex ante limitations in terms of balanced maximums for variable remuneration have been established through the definition of specific caps on the increase of bonuses in relation to any over-performance.

This cap to the variable remuneration is determined in general in 100% of the fixed remuneration with the exception of the roles belonging to the Company Control Functions (all of them, independently from the position covered whether managerial or non-managerial) which a cap of 33% of the fixed remuneration is assigned to.

The components of variable remuneration included in the cap are:
- the short-term component relating to the Incentive Systems;
- the long-term component assigned through the Long-Term Incentive Plans, i.e. the Performance Share Plan or LECOIP 3.0; this component has an impact on the pro-rata variable remuneration for the entire accrual period;
- any variable short- and long-term components, tied to the period of employment in the Bank or extraordinary agreements (eg. the buy-out);
- severance payments in the event of termination of the employment agreement or early termination of the office, excluding the amounts agreed and recognised (see paragraph 4.9.15.8.1.3):
  - based on a non-competition agreement, for the portion which, for each year of duration of the agreement, does not exceed the last year of fixed remuneration;
  - within an agreement reached in order to settle a current or potential dispute (independently from the context in which the agreement is drawn up), if calculated according to a predefined calculation formula approved previously by the ISP Shareholders' Meeting.

Personnel for whom the variable-to-fixed remuneration cap is increased up to 200%

The Supervisory Board of the Bank approves the increase of the variable-to-fixed remuneration maximum limit up to 200%[7] for the Group Risk Takers not belonging to the Company Control Functions, with the binding vote, only due to the previous approval of ISP Shareholders' Meeting.

5.5 Incentive Systems for the Bank personnel

The incentive systems adopted by the Bank, in line with the ISP Group Remuneration and Incentive Policies is directed at reaching the medium and long-term objectives included in the Group Business Plan, taking into account both the Bank and the Group Risk Appetite and Risk Tolerance and aiming to encourage objectives of value creation for the current year, in a framework of sustainability, given that the bonuses paid are related to the financial resources available.

Reported below is a summary of the operating mechanisms and the main characteristics of the incentive systems. Further details are provided in the following paragraphs.

STEP	OBJECTIVE	MECHANISM	
BONUS POOL	Solidity and sustainability in a prudential approach	Gate and Funding	• **The bonus pool is activated** only if main capital and liquidity requirements are satisfied, namely the minimum regulatory conditions of solidity at both ISP Group and Bank level, together with the economic and financial sustainability condition (see par. 5.5.1) • **The funding of the bonus pool** at Bank level (quantum) depends on available resources at both ISP Group and Division level resulting from economic and financial results achieved and adjusted for the EVA and non-financial risks incurred (see par. 5.5.2)
BONUS ALLOCATION	Alignment of behaviors and managerial conduct with medium and long-term objectives of the Group Business Plan within a framework of risk prevention	Incentive Systems	**INCENTIVE SYSTEMS FOR SPECIFIC CLUSTERS** Incentive System for: • Risk Takers and other Middle Managers • Professionals • Network
BONUS PAY- OUT	Adjustment based on conduct/ monitoring the impact of managerial conduct over time	Individual access conditions	Failure to satisfy individual access conditions precludes any bonus payout and the settlement of deferred portions to be paid during the year (see par. 5.5.6)
		Malus conditions	Failure to satisfy malus conditions leads to the reduction, even down to zero, of the deferral portions of bonus to be paid during the year (see par. 5.5.7)
		Claw-back	Return of bonuses already paid as a result of disciplinary measures due to personnel fraudulent behavior or serious misconduct (see par. 5.5.8)

Focus: Restrictions within the martial law

Within the framework of the introduction of martial law, the Bank, in case of violation of indicators of capital, liquidity, credit risk, investment, restrictions on transactions between the bank and persons related to the investor on subordinated debt, established by the Instruction on the procedure for regulating the activities of banks in Ukraine, approved by a Resolution of the Board of the National Bank of Ukraine dated August 28, 2001 No. 368, if such violations occurred starting from February 24th, 2022 and were caused by the negative impact of "the military aggression of the Russian Federation against Ukraine"[8], is obliged to comply with restrictions, namely not to pay variable payments, bonuses and other additional material rewards to

[7] In accordance with the right granted by CRD V and the Bank of Italy.
[8] As reported in the Regulation No.23 of the NBU

Focus: Restrictions within the martial law

managers[9] and Influential persons (including the Risk Takers) of the Bank, except for payments that are fixed components of remuneration. It is noteworthy that the abovementioned indicators shall be assessed at the payment date and considering the NBU instructions.

This provision is valid until the cancellation of the Resolution of the Board of the National Bank of Ukraine dated 25.02.2022 No.23 on some topics of activity of banks of Ukraine and banking groups.

The Managers and influential persons are eligible to the bonus payment – having anyway verified the gateway conditions and the funding conditions reported in the paragraphs 5.5.1 and 5.5.2 - in case it is not forbidden by NBU or in case of receiving additional clarification from this latter.

5.5.1 Activation conditions for Incentive System (Gate)

The Incentive Systems for the Bank personnel are subject to the minimum activation conditions requested by the Regulator and non-achievement of even only one of those conditions shall result in non-activation of the Incentive Systems.

These conditions are based, on a priority basis, on the principles envisaged by the prudential regulations concerning **capital strength** and **liquidity,** represented by the consistency with the limits set as part of both ISP Group RAF and "PRAVEX BANK" JSC RAF as well as the principles of **financial sustainability** of the variable component that consist in checking the availability of sufficient economic-financial resources to meeting the expenditure requirement.

These conditions are as follows:

- **At ISP Group level:**

Capital strength condition	Common Equity Tier 1 (CET1) Ratio	≥	Hard limits set by the RAF at Group level
	Leverage Ratio	≥	
	Minimum requirement for own funds and eligible liabilities (MREL)	≥	Early Warning set by the RAF at Group level
	Assessment of the results of the ICAAP and of the Recommendations on distributions by competent authorities and European Supervisory Authorities		
Liquidity condition	Net Stable Funding Ratio (NSFR)	≥	Hard limits set by the RAF at Group level
Sustainability condition	No loss and positive Gross Income [1]	>	Ø

[1] The Gross Income is measured net of: (i) profits from the buyback of the ISP's own liabilities; (ii) fair value of the ISP's own liabilities; (iii) income components arising from accounting policies following changes to the internal model on core deposits.
This condition does not apply to the Network Incentive System

- **At the Bank level:**

Capital strength condition	Total Capital Ratio	≥	Hard limits set by the RAF at Bank level
	Leverage Ratio	≥	
Liquidity condition	Net Stable Funding Ratio (NSFR)	≥	Hard limits set by the RAF at Bank level

[9] The notion "managers" implies in the meaning set by the Law of Ukraine on Banks and Banking (i.e. Chairman of the Supervisory Board, his Deputies, members of the Supervisory Board, Chairman of the Management Board, his Deputies, members of the Management Board and Chief Accountant).

It is specified that failure to respect these limits set at the Bank level constitutes non-activation condition for all the Incentive Systems of the Bank, also when those at ISP Group level are positive.

5.5.2 Bonus Funding

The Incentive Systems are funded by a structured bonus pool mechanism that, in order to ensure sustainability, is indexed to the level of achievement of Intesa Sanpaolo Group's Gross Income, as main profitability driver.
More in detail, the funding of the bonus pool is:

- defined by ISP with a **top-down** approach;
- calculated **according to the level of Gross Income;**
- allocated to **finance Incentive Systems of the Division and,** within this, the Incentive Systems **of the Bank**.

The only Incentive System that is not financed by ISP Group bonus pool is the one addressed to the Network because of its peculiarity (see paragraph 5.5.4). In fact, the bonus pool to fund this System is defined with a bottom-up approach (anyway in agreement with ISB Division) and it is independent from the ISB Division's bonus pool. Specifically, this amount is an accounting aggregate defined as the sum of provisions made by the Bank during the year according to the level of achievement of the Network's objectives and is not indexed to the level of Gross Income achieved by the Bank, the Division and ISP Group.

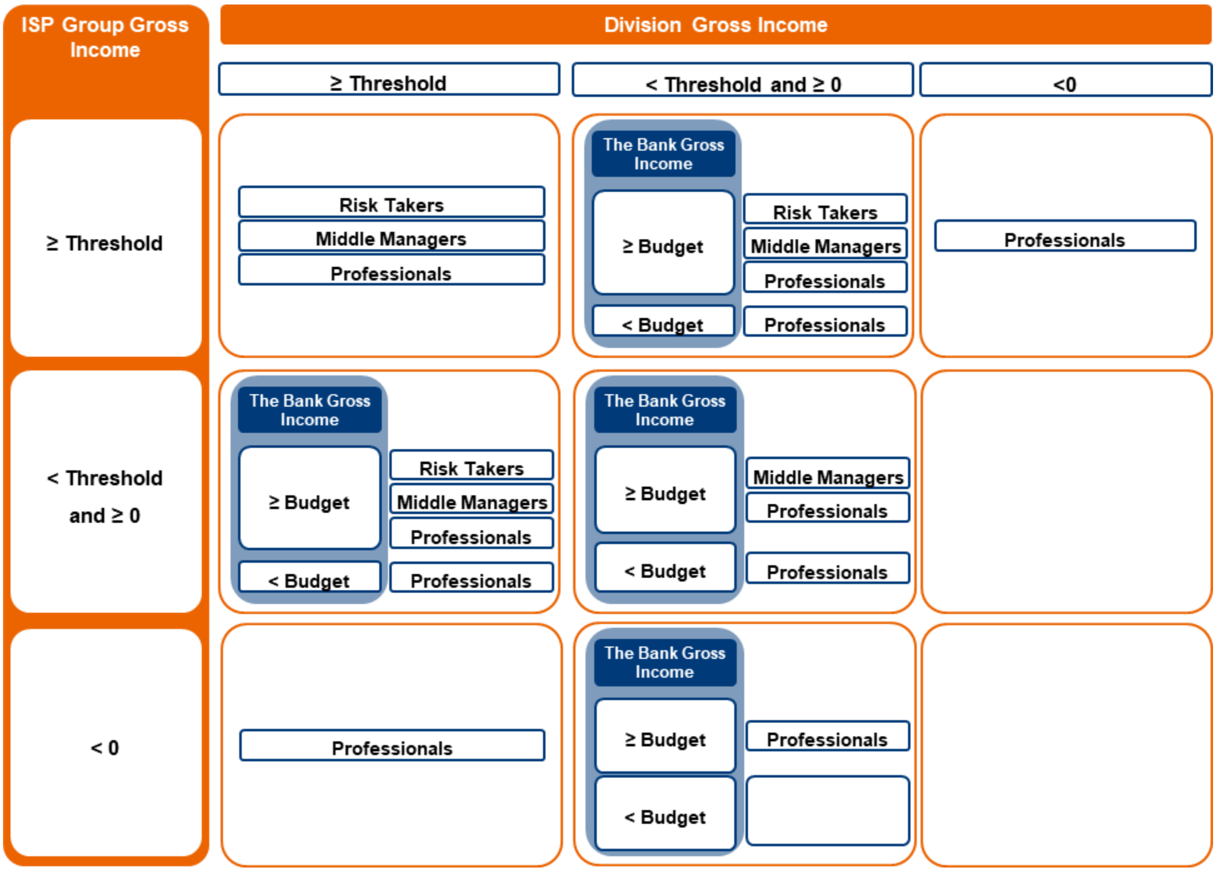
In compliance with ISP Group Remuneration and Incentive Policies and in line with the principle of financial sustainability, the ISP Group bonus pool allocated at the Division depends on its level of reached Gross Income. In case this level is below the pre-defined Access Threshold, only a portion of the Division bonus pool is available (once ISP Group gates are activated).

In addition, the portion of the bonus pool so allocated to ISB Division is subject to the following correction mechanisms based on **non-financial risks** and the **EVA** (Economic Value Added).
Specifically, with reference to:

- non-financial risks and, in particular:
    - the risk related to Operation Loss, a reduction of 10% of the bonus pool allocated to the Division is provided in case of breach of the “hard limit” set in the ISP Group RAF;
    - the Integrated Risk Assessment, the reduction of the bonus pool allocated to the Division is differentiated according to the level of residual risk (i.e. a reduction of 10% in case of residual risk equivalent to the 4th level or 5% in case of residual risk equivalent to the 3rd level);
- EVA, a reduction is provided on the basis of the level of deviation from the EVA target. More in detail, this mechanism acts as a de-multiplier if the target level is exceeded beyond a certain tolerance level. In particular, it is provided a reduction of 10% of the bonus pool of the Division in case of failure to achieve the 90% of the EVA target assigned at budget.

For what regard the clusters of employees eligible, those depend on both **ISP Group and the Division Gross Income** and, in some specific cases, also on the Bank **Gross Income** in respect of the level provided in its budget.

Here below the population clusters eligible for the Incentive Systems are represented:



It is noteworthy that:

- if the Gross Income reached by the Bank is negative (independently of ISP Group and the Division positive Gross Income), the Risk Takers are not eligible;
- the abovementioned limitation of the eligible clusters of population are not applicable to the Network.

5.5.3 The Annual Incentive System for Risk Takers and Middle Managers

The Incentive System for the Risk Takers and Middle Managers[10] aims to guide the behaviour and managerial actions towards reaching the objectives set for the Bank's strategy and in the Business plan and to reward the best annual performance assessed with a view to optimise the risk/return ratio.

With regard to Middle Managers, the Annual Incentive System, in line with the local provisions, is approved by the Management Board.

This System is formalised through Performance Scorecards.

Performance Scorecards include both KPIs of an economic-financial nature and non-financial KPIs.

[10] In particular, reference is made to the Managers evaluated through NewPAT Excentive Methodology.

KPIs	Economic-financial KPIs clustered within 4 drivers in line with the Bank Strategy and ISP Group Business Plan	
	Growth Profitability	Expressed according to a risk/return approach through: • direct correlation between each objective (and the related target) with risks taken • balance among the different objectives
	Productivity	Not directly related to risks but somehow linked to the sustainability of results over time
	Cost of Risk/Sustainability	Aimed at risks reduction and/or mitigation as defined by the RAF
	Non-financial KPIs	
	• Quantitative or qualitative • Are linked with strategic actions or projects that represent the enabling factors for the achievement of financial KPIs or that contribute to the achievement of the Business Plan objectives • Promote or encourage virtuous behaviour (good conduct) especially in reference to those businesses and areas that require direct customer relationship	

Focus: Integration of sustainability risks into the Incentive Systems (Regulation (EU) 2019/2088)
“PRAVEX BANK” JSC Policies, in line with ISP Group ones, are consistent – among the others - with the provisions on the integration of sustainability risks pursuant to Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27th November 2019. In particular, consistency is guaranteed at annual Incentive Systems level by attributing specific KPIs to all the management on the basis of the activity performed in terms of sustainability risks management. In fact, it should be noted that as part of the Incentive System for Risk Takers and Middle Managers, an "ESG" KPI has been confirmed among the strategic action objectives (see below).

The KPIs identification process and the relative target setting and performance evaluation are described below, considering most significant economic and financial indicators for the achievement of the budget objectives, periodically monitored through internal reporting tools and available at Bank level and/or Division and/or consolidated level.

The Performance Scorecards guarantee the balance between the area of responsibility and the managerial solidarity/teamwork, and they include KPIs whose scope is:

- **ISP Group** for:
  - the Management Board Chairman, Risk Takers and Middle Managers in Business and Governance functions who are evaluated on a financial KPI that is common to all the Scorecards of Risk Takers and Middle Management. For 2023, in line with the previous years, the Net Income is assigned as Group transversal KPI.
- **ISBD** for:
  - the Management Board Chairman, who is evaluated on one KPI chosen from the KPIs assigned to the Head of Division to which the Bank belongs to.
- **The Bank** for:
  - all the clusters of population since everybody is evaluated on at least either one financial or non-financial KPI whose scope is the Bank[11];
  - all the clusters of population who are evaluated also on a qualitative KPI relating to the actions envisaged by ISP Group Business Plan, whose evaluation is usually objectified by identifying project milestones

[11] In compliance with the Regulations on the Organization of the Risk Management System in Banks of Ukraine and Banking Groups No. 64 dated 11 June 2018, the Performance Scorecards assigned to the Heads of credit administration units cannot include KPIs related to the amount of loans or profit received by the Bank in the short term in order to avoid any conflict of interests.

and/or drivers[12]. For 2023, in continuity with the previous financial years and in line with ISP Group Remuneration and Incentive Policies, the "Environmental, Social and Governance (ESG)"[13] is identified among the strategic actions and is assigned as a Group transversal KPI with a weight of 15%;

- Risk Takers belonging to Corporate Control Functions only, for 2023, in continuity since 2018, an additional Group transversal KPI has been chosen and it lies in the "Risk Culture – Promoting awareness at all levels of the organisation regarding *emerging* risks, with a particular focus on the risks related to climate change and technological innovation, by means of educational, awareness raising and training initiatives".

Finally, all Risk Takers and Middle Managers in:

- Business and Governance Functions are evaluated on one KPI weighted up to 20% chosen from the KPIs assigned to any intermediate organizational level among the Division and one's own area of responsibility;
- Corporate Control Functions, considering that they functionally report to the relevant Control Function set at ISP level, are evaluated on one KPI chosen from the KPIs assigned to any intermediate organizational level among the Head of ISP Function and one's own area of responsibility.

Only in particular cases, it's possible to provide an additional KPI chosen from the KPIs assigned to any intermediate organizational level among the Head of the Function of ISP Group and one's own area of responsibility as long as the maximum total weight of the two KPIs is in any case equal to 20%.

Here below it's a summary of the different scopes of the KPIs assigned to each cluster of population:

Scope		Business and Governance Functions			Corporate Control Functions	
		Management Board Chairman (CEO)	Risk Takers	Middle Managers	Risk Takers	Middle Managers
	ISP Group	Net Income			⊗	
	The Division	1 KPI up to 20% chosen from the KPIs assigned to the Head of Division	✓		✓	
	The Bank	Financial and non-financial KPIs			Non-financial KPIs	
		Environmental, Social and Governance (ESG)				
		⊗	⊗	⊗	Risk Culture	⊗

✓ =
- 1 KPI up to 20% chosen from the KPIs assigned to any intermediate organizational level among the Division/Function and one's own area of responsibility
- Only in particular cases, it's possible to provide an additional KPI chosen from the KPIs assigned to any intermediate organizational level among the Division/Function and one's own area of responsibility as long as the maximum total weight of the two KPIs is in any case equal to 20%

Focus: Group transversal KPI "ESG"

The Bank, as part of Intesa Sanpaolo Group, is aware of having a significant impact on the social and environmental context in which it carries out its business, choosing to act not only on the basis of profit, but also with the aim of creating long-term value for the Bank, its people, its customers, the community and the environment.
It aims to be a responsible financial intermediary that generates collective value, aware that innovation, development of new products and services and corporate responsibility can contribute to reducing the impact on society of phenomena such as climate change and social inequalities.
Furthermore, environmental, social and governance factors are issues of increasing interest to Regulators, as well as to ISP Group and Bank Stakeholders.

[12] In NewPat Excentive Methodology they can be included in the description of the KPI or in its "comment" section.
[13] For NewPAT Excentive methodology "Environmental, Social and Governance (ESG)" is indicated as Excentive Competency

Focus: Group transversal KPI "ESG"

In light of the foregoing, in line with the commitment to strengthening its own leadership in social, cultural and environmental sustainability and consistently with the ISP Group 2022-2025 Business Plan, as well as in line with the provisions of Regulation (EU) 2019/2088, in continuity since 2020, the Bank confirms a specific "ESG" KPI among the strategic action objectives that will be assigned to all Risk Takers and Middle Managers.

The evaluation of the ESG KPI takes place both at Group level, in order to assess and eventually recognizing the commitment of the Group as a whole, and at Bank level, in order to enhance the areas of action on which the Bank has direct influence. Specifically:

- at ISP Group level, the presence of Intesa Sanpaolo in the sustainability indexes of specialized companies will be assessed:
- at Bank level, the following will be assessed:
  - for all Risk Takers and Middle Managers: the achievement of the commitments on Diversity & Inclusion expressed in line with the Group Principles on gender neutrality;
  - for Risk Takers and Middle Managers in Business and Governance Functions: Credit development with a focus on ESG – a: a) % of new production of Retail & WM "Sustainable Loans"; b) % of new production of Corporate & SME "Sustainable Loans";
  - for Risk Takers and Middle Managers in Control Functions: Increase of Bank's oversight on ESG themes: ESG Governance, training and awareness activities (number).

To each KPI is assigned a weight equal to at least 10% to ensure the relevance of the objective and up to 30%. The sum of the weights assigned to the KPIs of each section is equivalent to the overall weight of the section; this weight varies according to the macro-area pertaining to the population.

Here below it's a summary of the weight of the different kind of KPIs that are included in the Performance Scorecards:

Weight range on Performance Scorecard

	Business Functions		Governance Functions	Corporate Control Functions
	Group Risk Taker	Legal Entity Risk Takers and Middle Managers	Legal Entity Risk Takers and Middle Managers	Legal Entity Risk Takers and Middle Managers
Financial Objectives	55% - 65%	60% - 70%	60% - 70%	⊗
Non-Financial Objectives	45% - 35%	40% - 30%	40% - 30%	100%

The total amount due is attributed annually based on the evaluation of the results of the individual Performance Scorecard. In particular, this calculation is ranking-based for the Management Board Chairman (as Group Risk Taker) and is connected to the evaluation of the results for the Legal Entity Risk Takers and other Middle Managers.

For what regards the Ranking Mechanism for the Group Risk Taker, the amount of the bonus granted is defined annually according to the position achieved in the "internal ranking" of ISB Division Group Risk Takers, for Business Risk Takers of the whole ISB Division[14].

Such ranking is obtained by ordering the scores of the results of the individual performance scorecards, constructed according to the criteria illustrated above, assigned to each ISB Division Group Risk Taker.

For what regards the evaluation of the results and the definition of the individual awarding of the bonus for the other Legal Entity Risk Takers and Middle Managers, they are at the discretion of the Direct Head.

In any case, the individual awarding of the bonus is defined, taking into account the results of the performance evaluation, both in absolute and relative terms. In other words, the bonus proposal must be consistent with the relative level of performance achieved (i.e. those with the best performance score should receive a bonus as a percentage of the fixed remuneration that is higher than the other colleagues).

[14] For more detail about the internal ranking for Group Risk Takers, please see the ISP Group Remuneration Discipline.

Finally, regardless of the cluster of population, the accrued bonus is subject to corrective mechanisms based on the level of achievement of the KPIs against excessive risk taking, which act as de-multipliers of the bonus itself.

Specifically:

Risk	Recipients	Relevant limits and trigger events	% bonus reduction
Residual Risk	Risk Takers (RT) and Middle Management (MM)	Detection of residual risk at medium-high / high levels (Q-factor)	max -20%
Conduct Risk	RT and MM	Failure to comply with mandatory training fulfillment within the expected deadlines	-10%

With specific reference to the Q-Factor, it acts as a possible de-multiplier of the bonus achieved which is reduced by:

- 20% in case of a “very high” Q-Factor;
- 10% in case of a “high” Q-Factor.

The Q-Factor is based on factors relating to the control system and also considers other elements that are useful for the evaluation (Operational Losses, Findings of the Supervisory Authorities, Trends and weights of the critical issues in the Tableau de Bord of the Audit Function). The evaluation is based on a quantitative scale to which the residual risk judgement corresponds: Very High, High, Medium, Low.

Finally, it is noteworthy that:

- the evaluation of the performance scorecard covers a period of one business year;
- the bonus won’t be paid if the total score of the performance evaluation is lower than 80% for those who belong to Business and Governance functions or lower than 90% for those who belong to Corporate Control functions;
- the pro-quota bonus may be paid only if the person has been employed for at least six months.

5.5.3.1. Incentive System for Risk Takers of Banks at a “non-contingent” loss

Within the framework of the Annual Incentive Systems, a specific and selective Annual Incentive System is envisaged for the Risk Takers (including the ones belonging to the Corporate Control Functions) belonging to the Banks at a "non-contingent" loss.

The System is targeted at Risk Takers specifically appointed to recover/contain the loss from the first year of appointment (and up to a maximum of three consecutive years) and, starting from the second year, in case of improved results, according to that set out in the specific long-term recovery plan (Business Plan), it may be extended to the other Risk Takers not specifically appointed to recover/contain the loss, possibly operating in the Bank.

For the purposes of determining the incentive due, the performance of the Bank at a loss is measured in terms of year-on-year improvement.

With reference to any other Risk Takers not specifically appointed to recover/contain the loss and not belonging to Corporate Control Functions, the System shall be applicable starting from the second year and the maximum incentive to be accrued shall not exceed 50% of the bonus theoretically due against the outcome of the performance evaluation. Indeed, for those who belong to the Corporate Control Functions, taking into account that the variable remuneration cannot exceed the 33% of the fixed one, the maximum incentive to be accrued shall not exceed 75% of the bonus theoretically due against the outcome of the performance evaluation.

5.5.3.2. Incentive System for Risk Takers and Middle Managers of start-up companies

Similarly to what stated for Banks at a “non-contingent” loss, a specific and selective Annual Incentive System is envisaged for Risk Takers and Middle Managers belonging to start-up companies.

The System aims to support the alignment of Risk Taker and Middle Management performance with the growth objectives of the Business Plan for a period of time that allows the start up to achieve a positive and/or minimum level of profitability (up to a maximum of three consecutive years), within ISP Group context where anyway the capital, liquidity and sustainability conditions shall be met.

For the purpose of determining the incentive due, the performance of the start-up is measured with respect to the achievement of the milestones (i.e. Company Income/Loss) set by the specific long-term plan for the start-up, in line with the medium-long term objectives characterizing all the ISP Group Incentive Systems.
In accordance with the principle of financial sustainability, the maximum incentive to be accrued is, in any case, limited and compatible with the economic and financial context of the Bank.

5.5.4 The Incentive System for Professionals and Network population

The Incentive System for the Professionals aims to reward the best annual performance assessed with a view to optimise the risk/return ratio.
The individual awarding of the bonus is at the discretion of the Direct Head, taking into account the results of the performance evaluation, both in absolute and relative terms. In other words, the bonus proposal must be consistent with the level of performance achieved, also taking into account Peers.

The Management Board of the Bank, taking into account\on the basis of remuneration policy, approves the remuneration for Professionals of the Bank.

The performance evaluation is carried out and documented through **NewPat – Standard Methodology**.
This methodology provides an evaluation based on KPIs and the assessment of role-specific Competences.
The KPIs (at least 2 and up to 5 KPIs per person) are of economic and financial nature and/or projects-related and their scope may be the employee's area of responsibilities or his/her Business Unit. To each KPI it is assigned a weight equal to at least 10% to ensure the relevance of the objective.
Instead, the Competences to be evaluated are five and specific for each role (i.e. Support, Analytics Professional, Client Oriented Professional, Senior Professional, Team Leader and Manager). They are represented by soft skills such as cross collaboration, customer focus, planning and execution and so on.
The final result of the performance evaluation is the average of both the KPIs and Competences evaluation and is expressed in a 5-level scale (Outstanding / above expectations / in line with expectations / partially in line with expectations / below expectations). It is noteworthy that the bonus for the Head Office population won't be paid if the performance evaluation is "below expectations", meaning that the total score is lower than 1,5.
Finally, the bonus accrued by the Professional is subject to the demultiplier mechanism related to the mandatory training and, specifically, failure to comply with the mandatory training fulfillment within the expected deadlines will lead to a 10% reduction of the bonus accrued.

For what regards the Network and similar roles, the evaluation is carried out through "**GPS Network**".
This system is based on a multi-level approach according to which the achievements are measured at Bank and individual level

The performance evaluation is based on a Performance Scorecard that provides for both financial and non-financial quantitative KPIs as well as qualitative indicators related to behaviors.
Specifically:

- The first section of the Performance Scorecard, whose weight is 80%, includes from 3 to 8 quantitative KPIs out of which at least one shall be financial and at least another one not financial (e.g. Net Promoting Score, number of complaints, quality of the managed portfolio etc). These KPIs are selected from a pre-set KPIs' list clustered by strategic driver (i.e. growth, efficiency, sustainability and profitability) and they are specific for each role. The minimum weight of each KPI is 10% and the maximum is 30%. The measurement and payout frequency are the same for all those KPIs and may depend on the roles and the bonus accrues only if the score of this section is equal to or higher than 80%;
- The second section of the Performance Scorecard, whose weight is 20%, includes only qualitative indicators focused on behaviors. Specifically:
    - one mandatory indicator composed by 3 behavioral drivers, pre-defined per role and weighted in total up to 20%;
    - an optional qualitative KPI added on Corporate Control Function request that is the Anti-Money Laundering KPI weighted 3%[15].

  The measurement and payout frequency of the indicators of this section are performed yearly.

Finally, also the bonus accrued by the Network and similar roles is subject to the demultiplier mechanism related to the mandatory training. Specifically, failure to comply with the mandatory training fulfillment within the expected deadlines will lead to a 50% reduction of the bonus accrued on the basis of the achievement of the indicators focused on behaviors (qualitative indicators) reported in the second section of the Performance Scorecard.

[15] If there is the need to foresee an AML KPI with a weight higher than 3%, it can be included as a non-financial KPI within the first section of the Performance Scorecard with a weight between 10% and 30%.

In addition, it should be noted that this system is subject to constant review in order to strengthen its effectiveness and the compliance with regulations in force from time to time.

5.5.5 Project bonus

A project bonus is a component of the variable remuneration that may be paid only if the previously specified success criteria are met and if the employee is still employed by the Bank when the bonus is paid at the end of the Project. Any instalment paid before such date (for instance, if some Project's milestones have been reached on time) shall be reimbursed to the employer, without delay, in case the employee leaves the Bank before the end of the Project.
The amount of the bonus which may be awarded shall be specified individually for the employees who participate in the project, before the project is launched, on the basis of the following:

- KPIs indicating the success of the project;
- the importance and weight of the project;
- the employee's role in the project;
- the employee's time spent on the project.

Based on the above, the amount of the individual project bonus actually awarded is based on and is paid on the performance of the employee in the project. The specification of the expectations relating to the project and the assessment thereof are performed within the performance evaluation system.

5.5.6 Individual access conditions

The payment of the individual bonus is, in any case, subject to the verification of the absence of the so-called individual compliance breaches i.e.:

- disciplinary measures involving suspension from service and pay for a period equal to or greater than one day, including those resulting from serious findings received from the Bank's control functions; the Bank might decide on a more conservative approach as the extension to the written warnings;
- in case of breaches specifically sanctioned by the Supervisory Authorities regarding the requirements of professionalism, integrity and independence and following on the matter of transactions with related parties and of the obligations regarding remuneration and incentives referred to in CRD V, if involving a penalty of an amount equal to or greater than 30,000 euro;
- behaviours non-compliant with the legal and regulatory provisions, the Articles of Association or any codes of ethics and conduct established ex ante by the Bank and the Group and from which a "significant loss" derived for the Bank or for customers.

In particular, failure to comply with the individual access conditions implies both the non-payment of the bonus accrued in the reference period[16] in which the compliance breach is committed and the deletion of the deferred portions of the accrual conditions referred to the same reference period.

If the compliance breach is ascertained in a year following the one in which it was committed:

- the bonus pertaining to the year in which it was committed, or, in the event of deferral, the financial instruments already paid out of the same; as well as
- any deferred portions whose vesting conditions refer to the year in which it was committed

are subject to claw-back (possibly also through offsetting with additional amounts due as variable remuneration).

In any case, the bonus payment is subject to the additional following conditions:

- ISBD HR Function prior approval for Heads of Division and Department;
- with particular reference to the Heads of Internal Control Functions any performance-based reward is subject to prior agreement of the Heads of the ISP Control Functions based on the functional reporting line to Group organizational units through ISBD HR function;
- the performance evaluation at least equal to "partially in line with expectations" (referring to Head Office employees);
- the period spent in the Bank (at least six months within the performance year) for Head Office employees; for Network employees this condition applies only to eligibility for bonus related to the second section of the Performance Scorecard; in any case the bonus will be adjusted pro-rata considering the period worked in the Bank;

[16] With specific regard to the performance evaluation system for Employees working in Network and similar roles:
- the bonus related to the first section is not paid for the infra-year timeframe of reference (e.g. quarter, semester, ...)
- the bonus related to the second section is not paid for the entire year

during which action that led to disciplinary measure has been committed.

- the existence of an active employment relationship with the Bank in the month when the bonus is paid out, unless differently agreed between the parties either in case of retirement or in case of signing of a mutual termination agreement.

5.5.7 Malus Conditions

In case of deferral (see paragraph 5.6), each portion is subject to an ex-post adjustment mechanism - the so-called malus conditions - according to which the relative amount recognised and the number of financial instruments assigned, if any, may be reduced, even to zero, in the year in which the deferred portion is paid, in relation to the level of achievement of the minimum conditions set by the Regulator regarding the **capital strength** and **liquidity**, represented by the consistency with the respective limits set as part of the Bank and ISP Group RAF, as well as the condition of **financial sustainability**.

Those conditions are:

- **at ISP Group level:**

Capital strength condition	Common Equity Tier 1 (CET1) Ratio	≥	Hard limits set by the RAF at Group level
	Leverage Ratio	≥	
	Minimum requirement for own funds and eligible liabilities (MREL)	≥	Early Warning set by the RAF at Group level
	Assessment of the results of the ICAAP and of the Recommendations on distributions by competent authorities and European Supervisory Authorities		
Liquidity condition	Net Stable Funding Ratio (NSFR)	≥	Hard limits set by the RAF at Group level
Sustainability condition	No loss and positive Gross Income [1]	>	Ø

[1] The Gross Income is measured net of: (i) profits from the buyback of the ISP's own liabilities; (ii) fair value of the ISP's own liabilities; (iii) income components arising from accounting policies following changes to the internal model on core deposits.
This condition does not apply to the Network Incentive System

- **at the Bank level:**

Capital strength condition	Total Capital Ratio	≥	Hard limits set by the RAF at Bank level
	Leverage Ratio	≥	
Liquidity condition	Net Stable Funding Ratio (NSFR)	≥	Hard limit set by the RAF at Bank level
Sustainability condition	No loss and positive Gross Income [1]	>	Ø

[1] **This condition does not apply to the Network Incentive System**

In case one of the conditions of capital strength or of liquidity does not occur individually, the deferred portion is brought down to zero; if the condition of sustainability is not met, the deferred portion is reduced by 50%.

In the specific case of the "PRAVEX BANK" JSC, taking into account its particular business phase, the sustainability condition at the Bank level (e.g. no loss and positive Gross Income) can be waived if "PRAVEX BANK" JSC met the provisions of paragraph 5.5.3.1.
For the verification of the malus conditions it shall be considered the perimeter of the Legal Entity where the person was employed when awarded the bonus to which the deferred portions are referred to.

5.5.8 Clawback mechanisms

The Bank reserves the right to activate clawback mechanisms, namely the return of bonuses already paid as required by regulations, also taking into account the relative legal, contribution and fiscal profiles, as part of:

- disciplinary initiatives and provisions envisaged for fraudulent behaviour or gross negligence by personnel,;
- behaviour non-compliant with the legal and regulatory provisions, Articles of Association or any codes of ethics and conduct established ex ante by the Bank and from which a “significant loss” derived for the Bank or the customer.

These mechanisms may be applied in the 5 years following the payment of the individual portion (up-front or deferred) of variable remuneration.

5.6 Payment methods of the short-term variable remuneration

The remuneration payment methods are governed by specific instructions in the Supervisory Provisions concerning remuneration with particular reference to the deferral obligations, the type of payment instruments and the retention period envisaged for the possible portion paid as financial instruments.
Illustrated below are the methods for the payment of the variable remuneration adopted by the “PRAVEX BANK” JSC, in compliance with Intesa Sanpaolo Group.

In addition, those payment layouts take into account that due to the Group's consolidated balance sheet assets, none of the Group's banks is considered to be "of a smaller size or operational complexity".

Deferral

Deferred amount

1. **60%** of variable remuneration is deferred for a period of **5 years** in case of:
   - **«particularly high» amount** of variable remuneration, for each cluster of staff
2. **50%** of variable remuneration is deferred for a period of **4 years** in case of remuneration awarded to:
   - The **Risk Takers**, if the amount exceeds both the **materiality threshold** and **100% of fixed remuneration**
3. **40%** of variable remuneration is deferred for a period of **4 years** in case of remuneration awarded to:
   - The **Risk Takers**, if the amount exceeds the **materiality threshold** and is **equal to or lower than 100% of fixed remuneration**
4. **40%** of variable remuneration is deferred for a period of **2 years** in case of remuneration awarded to:
   - **Middle Managers** and **Professionals**, if the amount exceeds the **materiality threshold**

Up-front amount

The remaining part of the variable remuneration is paid out up-front.

For each cluster of staff the variable remuneration is entirely paid out up-front, if the amount is **equal to or lower than both the materiality threshold** and **100% of fixed remuneration**

With regard to the “**Particularly high**” amount of variable remuneration
As required by the Provisions of the Bank of Italy, at least every three years Intesa Sanpaolo is obliged to define the «particularly high» amount of variable remuneration, as the lower between:

i) 25% of the average overall (gross) remuneration of the Italian high earners, resulting from the most recent report published by the EBA.
This value equals, according to the report published by the EBA with reference to the date of December 2019, 435,011 euro (gross);

ii) 10 times the average overall remuneration of the employees of the Intesa Sanpaolo Group.
Intesa Sanpaolo calculated this amount as the average remuneration paid to employees in 2019, 2020 and 2021, equal to 475,667 euro (gross).

For greater prudence, the smaller amount (i.e. 435,011 euro) is rounded down and, as a consequence, the variable remuneration exceeding 400,000 euro (gross)[17] for the three-year period 2022-2024 is considered particularly high.

The Bank, in line with Intesa Sanpaolo Group, has defined its materiality threshold, differentiated by clusters of personnel, beyond which the variable remuneration is considered "significant".
In particular:

- for **Risk Takers**, in accordance with ISP Group Remuneration Policies and, in turn, with the European legislation, the variable remuneration is considered "significant" if it exceeds the amount of **50,000 euro** (gross)[18] or if it **represents more than one third** of the total remuneration;
- for **Middle Managers and Professionals**, in continuity with Group practices, the materiality threshold of **80,000 euro** (gross)[19], beyond which the variable remuneration is considered "significant", is kept.

Payment instruments

Financial instruments

1. **60%** of variable remuneration is paid out in **financial instruments** for:
   - those receiving a **«particularly high» amount** of variable remuneration which **exceeds 100% of fixed remuneration**, for each cluster of staff
2. **55%** of variable remuneration is paid out in **financial instruments** for:
   - those receiving a **«particularly high» amount** of variable remuneration which is **equal to or lower than 100% of fixed remuneration**, for each cluster of staff
3. **50%** of variable remuneration is paid out in **financial instruments** for:
   - The **Risk Takers**

Cash

The remaining part of the variable remuneration is paid out in cash

For each cluster of staff the variable remuneration is paid out in cash, if the amount is **equal to or lower than both the materiality threshold** and **100% of fixed remuneration**

For Middle Managers and Professionals, the variable remuneration is entirely paid out in cash, if the amount **exceeds the materiality threshold** but is **equal to or lower than 100% of fixed remuneration.**

The financial instruments used by the Bank are instruments indexed to shares price, ("phantom shares"), whose underlying assets are ISP common shares, listed in the Italian Stock Exchange in Milan, being such instruments compatible to the long-term value creation and risk timeframe.

According to ISP Group Remuneration and Incentive Policies, at the time of allocation of the variable remuneration, the number of phantom shares to be allocated is established taking into consideration the average official price of ISP share in the month prior to the day of ISP Board of Directors' Meeting in which the authorization to purchase own shares to service the annual Incentive System is approved.

In addition, it should be noted that interests on the cash deferred portions of the bonus may accrue. Those interests are calculated in line with market rates; the specific rate used is common to all ISP Group and it is communicated to the Bank by ISB HR Division.

[17] If necessary, to convert the Uah in euros or vice versa, the exchange rate used by the European Commission for financial planning and the budget for the month in which the remuneration is awarded shall be considered.
[18] If necessary, to convert the Uah in euros or vice versa, the exchange rate used by the European Commission for financial planning and the budget for the month in which the remuneration is awarded shall be considered.
[19] If necessary, to convert the Uah in euros or vice versa, the exchange rate used by the European Commission for financial planning and the budget for the month in which the remuneration is awarded shall be considered.

Retention period

1. The **up-front** and **deferred** components of variable remuneration assigned in financial instruments is subject to a retention period of at least **1 year**

During the retention period, with regard to the portion of variable remuneration given in phantom share, the **cash equivalent of dividends** linked to ISP share is awarded.

For what regard the payment of the cash equivalent of the dividends amount linked to ISP shares, it is noteworthy that such amount is awarded at the same time when ISP Shares' dividends are distributed.

In accordance with the indications above, the Bank, in compliance with Intesa Sanpaolo Group Remuneration and Incentive Policies, has defined the following accrual and settlement layouts depending on the category of personnel (Risk Takers, Middle Managers and Professionals) and the amount of the variable remuneration (higher or lower than the particularly high amount or the materiality threshold) and the weight of the variable remuneration compared to the fixed remuneration (greater than or equal to/lower than 100%).

In particular, for **all those who**, regardless of the macro-segment they belong to, **accrue a «particularly high» amount of variable remuneration**, the following two schedules are envisaged, depending on the weight of the variable remuneration compared to the fixed remuneration:

1. Layout 1: if the variable remuneration **exceeds 100% of the fixed remuneration,** 40% of the payment will be up-front (of which 20% in cash and 20% in financial instruments) and 60% (of which 20% in cash and 40% in financial instruments) on a deferral time horizon of 5 years.

   Reported below is the accrual and settlement layout:

VESTING SCHEDULE	2024	2025	2026	2027	2028	2029
CASH (40%)	20%			4%	4%	12%
FINANCIAL INSTRUMENTS (60%)	20%	12%	12%	8%	8%	

PAYOUT SCHEDULE	2024	2025	2026	2027	2028	2029
CASH (40%)	20%			4%	4%	12%
FINANCIAL INSTRUMENTS (60%)		20%	12%	12%	8%	8%

2. Layout 2: if the variable remuneration is **equal to or lower than 100% of the fixed remuneration,** 40% of the payment will be up-front (of which 20% in cash and 20% in financial instruments) and 60% (of which 25% in cash and 35% in financial instruments) on a deferral time horizon of 5 years.

   Reported below is the accrual and settlement layout:

VESTING SCHEDULE	2024	2025	2026	2027	2028	2029
CASH (45%)	20%		4%	4%	5%	12%
FINANCIAL INSTRUMENTS (55%)	20%	12%	8%	8%	7%	

PAYOUT SCHEDULE	2024	2025	2026	2027	2028	2029
CASH (45%)	20%		4%	4%	5%	12%
FINANCIAL INSTRUMENTS (55%)		20%	12%	8%	8%	7%

For those who **do not accrue a «particularly high» amount of variable remuneration**, the following schedule are envisaged, based on the pertinent segment and the weight of the variable remuneration compared to the fixed remuneration:

3. Layout 3: for the **Risk Takers** who accrue a variable remuneration **higher than both 100% of the fixed remuneration and the applicable materiality threshold**, 50% of the payment will be up-front (of which 25% in cash and 25% in financial instruments) and 50% (of which 25% in cash and 25% in financial instruments) on a deferral time horizon of 4 years.

   Reported below is the accrual and settlement layout:

VESTING SCHEDULE	2024	2025	2026	2027	2028
CASH (50%)	25%		6.25%	6.25%	12.5%
FINANCIAL INSTRUMENTS (50%)	25%	12.5%	6.25%	6.25%	

PAYOUT SCHEDULE	2024	2025	2026	2027	2028
C (50%)	25%		6.25%	6.25%	12.5%
FINANCIAL INSTRUMENTS (50%)		25%	12.5%	6.25%	6.25%

4. Layout 4: for the **Risk Takers** who accrue a variable remuneration **equal to or lower than 100% of the fixed remuneration and higher than the applicable materiality threshold,** 60% of the payment will be up-front (of which 30% in cash and 30% in financial instruments) and 40% (of which 20% in cash and 20% in financial instruments) on a deferral time horizon of 4 years.

   Reported below is the accrual and settlement schedule:

VESTING SCHEDULE	2023	2024	2025	2026	2027
CASH (50%)	30%		5%	5%	10%
FINANCIAL INSTRUMENTS (50%)	30%	10%	5%	5%	

VESTING SCHEDULE	2023	2024	2025	2026	2027
CASH (50%)	30%		5%	5%	10%
FINANCIAL INSTRUMENTS (50%)		30%	10%	5%	5%

VESTING SCHEDULE	2024	2025	2026	2027	2028
CASH (50%)	30%		5%	5%	10%
FINANCIAL INSTRUMENTS (50%)	30%	10%	5%	5%	

VESTING SCHEDULE	2024	2025	2026	2027	2028
CASH (50%)	30%		5%	5%	10%
FINANCIAL INSTRUMENTS (50%)		30%	10%	5%	5%

5. Layout 5: for **Middle Managers and Professionals** who accrue a variable remuneration **higher than the applicable materiality threshold,** all of the payment will be in cash of which 60% up-front and 40% on a deferral time horizon of 2 years.

   Reported below is the accrual and settlement layout:

VESTING SCHEDULE	2024	2025	2026
CASH (100%)	60%	20%	20%

PAYOUT SCHEDULE	2024	2025	2026
CASH (100%)	60%	20%	20%

5.7 Long-Term Incentive Plans

In conjunction with the launch of the 2022-2025 Business Plan, Intesa Sanpaolo Group has confirmed the use of Long-Term Incentive Plans (LTI) for the motivation and loyalty of its resources, whose involvement and enhancement, at all levels of the organization, are key and enabling factors for the achievement of results.
In fact, in line with its principles of inclusiveness and cohesion, the Group believes that shareholding favours the identification (ownership), alignment with medium / long-term objectives and constitutes a desirable form of sharing the value created over time.

With reference to the 2022-2025 LTI Plans, taking into account the levels of ambition and challenge of the new Business Plan, the Group confirms the approach adopted in 2018 that consists in clearly differentiating objectives, purposes and consequently long-term incentive instruments intended respectively to:

- The Performance Share Plan addressed to, among the other Managers, the Chairman, other Group Risk

Takers (if any) and Managers who are seconded/assigned from Italy[20], among the other Managers[21];
- the LECOIP 3.0 Plan addressed to Professionals of Intesa Sanpaolo Group who are seconded/assigned from Italy[22].

With reference to Management, Intesa Sanpaolo Group adopts a Plan explicitly connected to the achievement of the objectives of the ISP Group Business Plan, which has a risk / return profile appropriate to the role held and to the levels of ambition and challenge of such Plan and which provides for the Performance Shares as the financial instrument.
Furthermore, the Group believes that a Retention Plan in substantial continuity with the LECOIP 2.0 Plan is suitable for supporting the motivation of Professionals, with the aim of continuing to strengthen their identification and the spirit of belonging, in line with the inclusive organizational culture of the Group. In light of these considerations, a Retention Plan called "LECOIP 3.0" has been designed for these recipients, which enhances the experience gained through the previous Plans.
The detailed description of the LECOIP 3.0 (just mentioned in this document) is contained in ISP Group Remuneration and Incentive Policies to which reference is made, whilst below more details about the Performance Share Plan are reported.

5.7.1 The Performance Share Plan

The Performance Share Plan is aimed at:
- enhancing the alignment with the long-term objectives of the ISP Group 2022-2025 Business Plan;
- guaranteeing a close link between the ISP Group's performance over time and the long-term variable remuneration of the Managers;
- rewarding the Managers on the basis of the value creation for shareholders;
- enhancing a sustainable performance over time (ESG).

Key Features of the PSP	
Topic	**Features of PSP**
Beneficiaries	Chairman, the other Group Risk Takers (if any)[23] and Managers seconded/assigned from Italy, among the other Managers. (~3,000 staff members of the Group, out of which 3 in PRAVEX).
Financial Instrument	Performance Shares (“**PSP Shares**”) – shares subject to performance conditions.
Operating Model	Intesa Sanpaolo (ISP) grants the beneficiaries the right to accrue a certain number of PSP Shares at the end of the Plan provided that gateway conditions are met and performance objectives are achieved. Specifically, the number of PSP Shares that accrue depends on the level of achievement of the performance objectives as well as specific sustainability targets.
Methodology for the calculation of value at grant	Fair Value of Performance Shares defined on the basis of the Black-Scholes’ model, adjusted for the availability constraints and probability of employees being still employed at the end of the Accrual Period as well as of the achievement of the performance conditions set out in the Plan, in compliance with the Fair Value Policy adopted by the ISP Group.
Initial Grant	• Differentiated according to the job title based on the Global Banding model adopted by the Intesa Sanpaolo Group • up to 100% of Fixed Remuneration for the entire period (25% of the fixed remuneration on an annual basis) for the Managers not belonging to the Control Functions • up to 75% of gross annual remuneration for the entire period (18.75% of base salary on an annual basis) for the Managers of the Control Functions (if any)

[20] As they have an Italian employment contract.
[21] As approved by Intesa Sanpaolo Shareholders’ meeting on April 29th, 2022, for Managers it is meant all Management of the Group in the Italian and foreign perimeter. With reference to the foreign perimeter, Group Risk Takers and selected Strategic Managers are included only if the granting of ISP shares complies with the applicable local regulations.
[22] As they have an Italian employment contract.
[23] Including Group Risk Takers (if any) who do not hold managerial positions.

<table>
<tr><th colspan="2">Key Features of the PSP</th></tr>
<tr><td>Gateway conditions 2022 – 2025 at ISP Group level</td><td>In line with regulatory requirements.
Group-level gates that must be achieved each year of the Plan:
CET1≥ hard limit set by the Group RAF
Leverage Ratio ≥ hard limit set by the Group RAF
MREL ≥ Early Warning limit set by the Group RAF
NSFR≥ hard limit set by the Group RAF
No loss and positive Gross Income at Group Level
LCR ≥ hard limit set by the Group RAF (this condition only applies to Top Risk Takers, if any).
Additionally, also the following gates must be achieved:
at the launch (2022) and at the end of the Plan, assessment of the result of the ICAAP;
in 2025, assessment of the recommendations (if any) on (dividends) distributions by competent authorities and European Supervisory Authorities, to which a possible reduction of the bonus (down to zero) may follow.</td></tr>
<tr><td>Performance Conditions</td><td><table>
<tr><th>KPI</th><th></th><th>% of shares accruable at target level</th></tr>
<tr><td colspan="3">Managers in Business and Governance Functions</td></tr>
<tr><td>• OI/RWA
• Cost/Income
• NPL ratio</td><td>The target levels are equivalent to those set in the Business Plan for 2025</td><td>• 30%
• 25%
• 15%</td></tr>
<tr><td colspan="3">Managers in Control Functions</td></tr>
<tr><td colspan="2">Qualitative evaluation of the strength and the overall effectiveness of the internal control system throughout the duration of the 2022-2025 Plan</td><td>70%</td></tr>
<tr><td colspan="3">All Managers</td></tr>
<tr><td>Relative TSR</td><td>The performance will be measured against the results achieved by the ISP Peer Group of the Business Plan</td><td>30%</td></tr>
</table>
A pay-for-performance curve is defined for each KPI and provides for the identification of a minimum level (so-called threshold), against which a percentage of shares equal to 50% of those envisaged at target is accruable, which increases up to a maximum level above the target (so-called overtarget) against which the % of shares accruable is up to a maximum of +50% with respect to the target.
It is specified that:
for performance levels below the threshold, no portion of shares is paid
for performance levels higher than the overtarget, no further increases are envisaged in the portion of shares recognized (so-called cap principle).
The total amount of shares accruable at the end cannot, in any case, exceed 100% of the shares assigned at target for the set of KPIs. In other words, the only case where it is possible to assign a number of Performance Shares higher than that envisaged at target for a given KPI whose performance is higher than the target is if the performance of another KPI is lower than the respective target (since this does not determine the assignment of Performance Shares corresponding to its target).</td></tr>
<tr><td>Performance Accrual Period</td><td>In line with the ISP Group 2022-2025 Business Plan time horizon.</td></tr>
<tr><td>De-multipliers based on sustainability targets</td><td>1. <u>Composite ESG KPI</u>
composed of a sub-KPI for each of the 3 factors in which ESG (Environmental, Social and Governance) is articulated, whose target level is defined in the 2022-2025 Business Plan</td></tr>
</table>

Key Features of the PSP

	Factors	Weight
Environmental	New lending to the green/circular economy and green transition with a major focus on supporting Corporates/SMEs transition	40%
Social	Number of employees who successfully completed re-skilling training and were employed in a job in line with their newly acquired skills, or who completed up-skilling training	40%
Governance	% of women in senior roles, new appointments (-1 and -2 organizational levels under the CEO)	20%

- acts as a de-multiplier reducing the number of shares that vest at the end of the Plan:
  - by 10% if the achievement of the ESG KPI is < the target level but ≥ the threshold level
  - by 20% if the achievement of the ESG KPI is < the threshold level
- measured at the end of the Accrual Period

2. Capital Target: (applicable only to Business and Governance Functions)
   - measures the maintenance, for the Plan's time horizon, of the CET1 levels above the target defined in the Group RAF in the timeframe of the Plan;
   - acts as de-multiplier reducing the number of shares that vest at the end of the Plan by 10% per each year of breach (with a cap of 40% over the entire Accrual Period)
   - measured throughout the Accrual Period.

Individual access conditions

Absence of the compliance breaches as set in the Bank 2023 Remuneration and Incentive Policies.
Specifically:
- disciplinary measures involving suspension from service and pay for a period equal to or greater than one day, including those resulting from serious findings received from the Bank's control functions; the Bank might decide on a more conservative approach as the extension to the written warnings;
- in case of breaches specifically sanctioned by the Supervisory Authorities regarding the requirements of professionalism, integrity and independence and following on the matter of transactions with related parties and of the obligations regarding remuneration and incentives referred to in CRD V, if involving a penalty of an amount equal to or greater than 30,000 euro;
- behaviours non-compliant with the legal and regulatory provisions, the Articles of Association or any codes of ethics and conduct established ex ante by the Bank and the Group and from which a "significant loss" derived for the Bank or for customers.

Pay-out Schedule

- Differentiated according to whether or not the beneficiary belongs to the Risk Taker segment and, in the latter case, according to the Risk Taker cluster (i.e. Group Top Risk Taker, Legal Entity Top Risk Taker, or Risk Taker) the amount of the total variable remuneration (higher or lower than the "particularly high" amount or than the "materiality threshold" as defined in the 2025 Bank Remuneration and Incentive Policies) and its ratio to the fixed remuneration.
- The settlement is fully in Intesa Sanpaolo (ISP) Phantom shares.

Specifically:
- for the Group Top Risk Takers and all those who, regardless of the segment they belong to, accrue a "particularly high" amount of overall variable remuneration, 60% of the accrued variable remuneration is deferred over a 5-year time horizon and, depending on the incidence of the fixed remuneration on the variable one, 60%-55% of the same is attributed in shares subject to a retention period (the remaining part is instead attributed in shares not subject to a retention period);
- for the Legal Entity Top Risk Takers (if any), depending on the incidence of the

Key Features of the PSP	
	fixed remuneration on the variable one, 50%-40% of the accrued variable remuneration is deferred over a 5-year time horizon and 60%-55% of the same is attributed in shares subject to a retention period (the remainder is attributed instead in shares not subject to a retention period); • for the other Risk Takers, depending on the incidence of the fixed remuneration on the variable one, 50%-40% of the accrued variable remuneration is deferred over a 4-year time horizon and 50% of it is assigned in shares subject to a retention period (the remaining part is attributed instead in shares not subject to a retention period); • for the remaining Managers: a. in the event that the variable remuneration is higher than both the materiality threshold and 100% of the fixed remuneration, 40% of the accrued variable remuneration is deferred over a 3-year time horizon and 50% of the same is assigned in shares subject to a retention period (the remaining part is attributed instead in shares not subject to a retention period); b. in the event that the variable remuneration is higher than the materiality threshold but equal to or lower than 100% of the fixed remuneration (or vice versa), 40% of the accrued variable remuneration is deferred over a 2-year time horizon and 100% of the same is paid in shares not subject to a retention period. In any case, regardless of the population cluster, if the variable remuneration accrued is equal to or lower than the materiality threshold, the payment takes place upfront entirely in shares not subject to a retention period.
Malus conditions	Malus conditions may reduce down to zero the deferred instalments of PSP Shares not yet vested. They are symmetrical to the gateway conditions and to the individual access conditions.
Clawback	In line with the provisions of the Bank 2023 Remuneration and Incentive Policies. Specifically: • disciplinary initiatives and provisions envisaged for fraudulent behaviour or gross negligence by personnel, also taking into account the relative legal, contribution and fiscal profiles; • behaviour non-compliant with the legal and regulatory provisions, Articles of Association or any codes of ethics and conduct established ex ante by the Bank and from which a “significant loss” derived for the Bank or the customer. These mechanisms may be applied in the 5 years following the payment of the individual portion (up-front or deferred) of variable remuneration.
Extraordinary Events	• Eligibility to participate in the PSP is lost in case of resignation, termination for cause or justified reason, mutual termination of employment relationship and similar situations; • In case the beneficiary reaches the retirement age, signs up to the pre-retirement solidarity fund “Fondo di Solidarietà”, death of the beneficiary or in case of sale of the subsidiary or a business line where the manager is employed to third parties a prorated payment will take place at the end of the Plan • In case of change of control of ISP, depending on the qualification by ISP Board of Directors of the takeover as: o hostile: accelerated pro-rata cash settlement in case of a successful takeover; o non-hostile: settlement at the end of the PSP in shares of the new entity.

5.8 Termination of the employment agreement

The termination of the employment agreement involving personnel with state pension or seniority pension rights does not result in loss of the right to payment of the entitled variable remuneration amounts, even deferred.

In all other cases, the Bank has the right to award any amounts, depending on the specific situations, upon termination of the employment agreement, also through consensual retrenchment agreements providing termination payments (Mutual Termination Agreements).

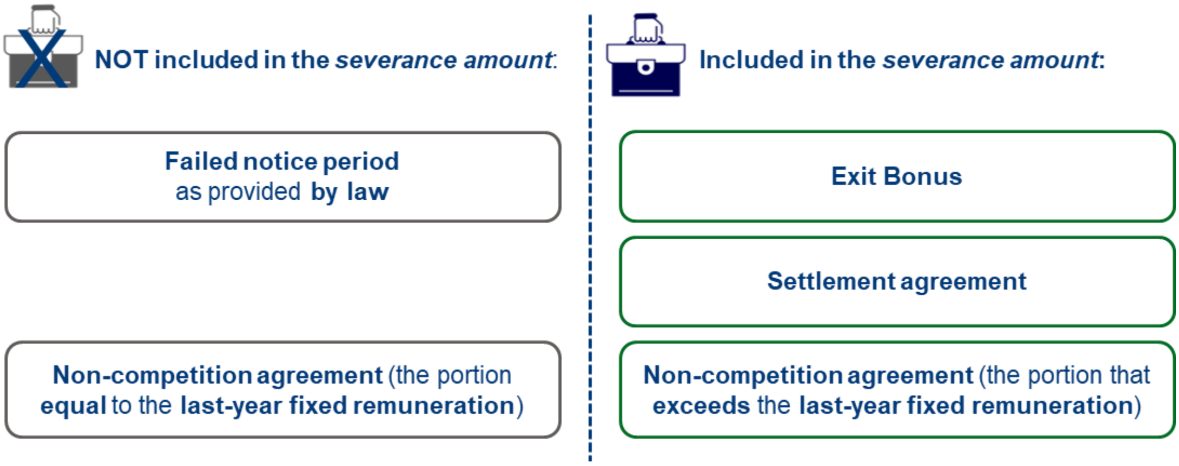
Furthermore, ex-ante individual agreements may be entered into for the determination of the remuneration to be granted in the event of early termination of the relationship, provided that these agreements must comply with all the conditions set out in this Remuneration Policies and in the Supervisory Provisions.

5.8.1 Severance

5.8.1.1 *Definition*

According to the Regulatory Framework on remuneration, the payment agreed in any way and/or form in view of or upon early termination of the employment agreement or early termination of office for the amount exceeding the provisions of the Ukraine local law concerning payments related to the notice period constitutes the so-called severance*.* The non-competition agreement is included among these, depending on the total amount paid.

The severance components pursuant to ISP Group Remuneration and Incentive Policies:



5.8.1.2 *Maximum limits*

Based on international and national best practices, the Bank, in compliance with ISP Remuneration and Incentive Policies has set a maximum limit equal to **24 months of the fixed remuneration** for compensation paid by way of severance. The adoption of this limit can lead to a maximum disbursement of **250.000 euro**[24].

5.8.1.3 *Accumulation of severance with variable remuneration*

In Compliance with ISP Remuneration and Incentive Policies, the compensation paid by way of severance is included in the calculation of the ratio between the variable remuneration due and the fixed remuneration of the last year of employment at the company.

In particular, the compensation paid by way of severance is added to the bonus due for the last year of employment at the company, excluding the amounts agreed and recognised:

- based on a non-competition agreement, for the portion which, for each year of duration of the agreement, does not exceed the last year of fixed remuneration;
- within an agreement reached in order to settle a current or potential dispute (independently from the context in which the agreement is drawn up), if calculated according to a predefined calculation formula approved previously by the ISP Shareholders' Meeting.
  Intesa Sanpaolo intends to adopt the following **formula** differentiated by cluster of personnel and indexed to the number of years of employment at the company.

Employees assigned a job title as part of the ISP Group's Global Banding System

Company tenure (years)	**Severance**
Up to 2	2 months of fixed remuneration

[24] The fixed remuneration includes the gross annual remuneration and any role allowance and/or remuneration received for the office and not transferred.

Company tenure (years)	**Severance**
More than 2 and up to 21	2 months of fixed remuneration + half month for each year of employment (starting from the third year)
More than 21	12 months of fixed remuneration

Remaining personnel

Company tenure (years)	**Severance**
Up to 2	1 month of fixed remuneration
More than 2 and up to 21	1 month of fixed remuneration + a quarter of a month for each year of employment (starting from the third year)
More than 21	6 months of fixed remuneration

5.8.1.4 *Payment methods*

The components included in severance are similar to the variable remuneration and, as such, are subject to the payment methods depending on the cluster of personnel, the amount and its weight compared to the fixed remuneration (see paragraph 5.6).

Anyway, it should be noted that - because of the components of the Severance that are not included when calculating the variable-to-fixed remuneration cap but are still subject to the variable remuneration payment method – the total amount of Severance may exceed the fixed remuneration.

When this particular case occurs, the following accrual and settlement layouts have to be applied:

1. Layout 1: **Middle Management and Professional** who accrue a Severance **exceeding 100% of the fixed remuneration and higher than the applicable materiality threshold,** all of the payment will be in cash of which 60% up-front and 40% on a deferral time horizon of 3 years.

   Reported below is the accrual and settlement layout:

VESTING SCHEDULE	2024	2025	2026	2027
CASH (100%)	60%	10%	10%	10%

PAYOUT SCHEDULE	2024	2025	2026	2027
CASH (100%)	60%	10%	10%	10%

2. Layout 2: **for Middle Managers or Professional** who accrue a Severance **exceeding 100% of the fixed remuneration but equal to or lower than the applicable materiality threshold,** all of the payment will be in cash of which 60% up-front and 40% on a deferral time horizon of 2 years.

   Reported below is the accrual and settlement layout:

VESTING SCHEDULE	2024	2025	2026
CASH (100%)	60%	20%	20%

PAYOUT SCHEDULE	2024	2025	2026
CASH (100%)	60%	20%	20%

In addition, it should be noted that interests on the cash deferred portions of the bonus may accrue. Those interests are calculated in line with market rates; the specific rate used is common to all ISP Group and is communicated to the Bank by ISB HR Division.

5.8.1.5 *Criteria*

In the Intesa Sanpaolo Group, the principles for the definition of severance - inspired to both the correlation between severance pay and ongoing performance criteria and the control of potential litigations – are:

- protecting the level of capital strength required by the Regulations;
- “no reward for failure”;
- unobjectability of individual behaviour (consistency with compliance breach absence criteria).

Please also note that the same activation (see paragraph 5.5.1), individual access (see paragraph 5.5.6), malus (see paragraph 5.5.7) and clawback conditions (see paragraph 5.5.8) set for variable remuneration for each population cluster are applied to severance.

5.9 Prohibition of hedging strategies

The Bank, in line with ISP Remuneration and Incentive Policies, does not remunerate or grant any payments or other benefits to personnel that in any way elude the regulatory provisions.

The Bank requires its personnel, through specific agreements, not to adopt strategies of personal hedging or insurance strategies on remuneration or other aspects that may alter or undermine the effects of the alignment with company risk inherent in the remuneration and incentive Policies and in the related remuneration mechanisms adopted by the Bank and the Group. To this end, as part of the rules to implement the remuneration and incentive Policies, Intesa Sanpaolo also defines the types of financial transactions and investments that, if carried out, directly or indirectly, by Legal Entity Risk Takers could constitute forms of hedging compared to the risk exposure as a consequence of applying the remuneration and incentive Policies.

These types of transactions and financial investments are:

#	Financial Instruments category	Description
1.	Derivatives (non-securitized) having as underlying ISP shares	Financial instruments that allow directly or synthetically to take a short position on Intesa Sanpaolo shares: - purchase of put options on ISP shares - sale of call options on ISP shares - linear combinations of the above options (synthetic forwards, collars, etc.) - repurchase agreements on ISP shares (securities lending from brokers on ISP securities and corresponding sale on the market) - Total Return Equity Swap on ISP shares or Contract for Difference on ISP shares - other derivative instruments (non-securitized) with underlying ISP shares.
2.	Derivatives (non-securitized) with reference entity ISP	Financial instruments that allow directly or synthetically to take a "short position" (short position) on the Intesa Sanpaolo name: - Purchase of protection through Credit Default Swaps with ISP reference entity - Repurchase agreements on ISP bonds (securities lending from brokers on ISP securities and corresponding sale on the market) - Total Return Swaps on ISP bonds - other derivative instruments (non-securitized) with underlying ISP bonds
3.	Other derivative instruments (non-securitized) with underlying assets partially linked to ISP securities	Financial instruments similar to those mentioned above on baskets of shares, stock indexes, baskets of names, credit indices where ISP is present with a weight exceeding 20%.
4.	Short investment instruments (other than non-securitized derivatives) linked to the ISP share	Other financial instruments (such as Certificates and ETFs) with a short investment strategy with underlying: - ISP share - ISP bonds - indexes directly connected to ISP (e.g. ISP Credit Spread) - derivatives in turn connected to an ISP share or bond (ISP stock futures) - basket of shares, stock indexes, basket of names, credit indexes where ISP is present with a weight exceeding 20%.

#	Financial Instruments category	Description
		In general, these are financial instruments (other than non-securitized derivatives) which (with or without leverage) benefit from the decline in the value of the underlying. In this regard, the replication of the reference underlying is exactly the opposite of its actual performance, allowing the investor to bet against the underlying asset (and to obtain profits even in bear market circumstances).

It should be noted that the types of transactions and financial investments as described in the abovementioned points 1, 2 and 3 are already prohibited according to Article 5 of the Group Internal Code of Conduct. With reference to the transactions indicated in point 4 (i.e. "short" investment instruments (other than non-securitized derivatives) linked to the ISP share), the Group Internal Code of Conduct prevents all employees from carrying out transactions with leverage effect; however, in order to align the compensation mechanisms to risks, the investment operations in financial instruments linked to the ISP share without leverage as per the aforementioned point 4 are also prohibited by these Provisions.
With reference to Risk Takers only:

- the prohibition of carrying out the operations shown in the table is also extended to the family members of the relevant person, namely:
  - the spouse of the relevant person or other partner equivalent to the spouse according to the national law;
  - the dependent children of the relevant person;
  - any other relative of the relevant person who lived for at least one year with the relevant person at the date of the transaction in question;
- it is forbidden, always and in any case, to initiate - directly or indirectly - transactions in breach of the hedging prohibition, including those on the accounts or deposits on which the Risk Taker has a power of attorney (also with other financial intermediaries);
- it is required to communicate to the Bank's HR & Organization Department the existence or activation of custody and administration accounts with other intermediaries not belonging to the Intesa Sanpaolo Group.

The Internal Audit Function, with the support of ISP Group Chief Audit Officer, performs sample checks on the employees' compliance with the hedging prohibition, in the context of the controls envisaged by the Rules for Personal Operations.

Section B – Rules for identifying staff whose professional activities have a material impact on the Bank's risk profile

The remuneration policies have to be specified and applied proportionally to roles, contribution and impact of the staff on the Intesa Sanpaolo Group, sub-consolidating Groups[25] and the individual Legal Entity risk profile.
The criteria to identify staff that have a material impact on the Intesa Sanpaolo Group risk profile (so-called "Group Risk Takers"), sub-consolidating Groups (so-called "sub-consolidating Group Risk Takers"), and the individual Legal Entity controlled by Intesa Sanpaolo, including "PRAVEX BANK" JSC, (so-called "Legal Entity Risk Takers") are defined in accordance with CRD V and with Regulation (EU) 923/2021 (hereinafter the "Regulation" or also "RTS"), which concretely implements and integrates the provisions of the Directive V.

Specifically, the aforementioned European Union Regulation apply also to "PRAVEX BANK" JSC, because in Ukraine the criteria to identify the Risk Takers are generally defined by the Decision of the Board of the National Bank of Ukraine dated 03.12.2018 № 814-рш "On Approval of Methodological Recommendations on the Organization of Corporate Governance in Banks of Ukraine", but those criteria - differentiated in qualitative and quantitative ones - are not detailed by such local Decision. Thus, the Bank adopts the detailed criterion defined at ISP Group level in compliance with the European Union regulations.

In particular, the Regulation integrates the provisions of Article 92, paragraph 3 of the Directive establishing criteria aimed at defining:

- managerial responsibilities and control functions;
- the material business unit and the significant impact on the risk profile of the material business unit;

[25] In this Section it means the Sub-holdings and their Subsidiaries.

- other categories of personnel not expressly indicated in the text of the Directive whose professional activity has an impact on the risk profile of the entity comparable with that of the categories of Risk Taker identified by the Directive.

Therefore, the criteria for identifying the Risk Takers are stated both in the Directive and in the Regulation and, they are divided into:
- qualitative criteria, related to roles, decision-making power and managerial responsibility of staff, considering also the internal organisation of the Bank the nature, scope, complexity of the activities carried out;
- quantitative criteria, related to gross remuneration thresholds, both in absolute and relative terms, also taking into account the average remuneration paid to members of the Supervisory Board, Management Board and senior management. Some members of the personnel, subject to authorization by the Supervisory Authority, identified only on the basis of quantitative criteria, can be excluded from the category of Risk Takers, according to objective conditions and in line with specific restrictions set by the Regulation.

Furthermore, in line with ISP Group Remuneration Policies and the EBA Guidelines on sound remuneration policies, it shall be provided for and applied additional criteria to identify additional subjects who assume significant risks.
This document describes:
- the rationales that are applied to identify Risk Takers pursuant to qualitative and quantitative criteria set by CRD V, the above-mentioned Regulation and the additional criteria established in light of the "PRAVEX BANK" JSC organisational structure and business;
- the way in which the rules to identify Risk Takers must be applied at "PRAVEX BANK" JSC level (i.e. individual level).

5.10 Scope

The criteria for identifying the Risk Takers provided for by CRD V and the Regulation are applied at consolidated, sub-consolidated and / or individual level[26].

As for the application at consolidated level, Intesa Sanpaolo, in its capacity as Parent Company, identifies staff that have a material impact on the ISP Group risk profile considering all the Group Legal Entities (including Sub-holdings), whether they are subject or not to prudential supervision rules on an individual basis.
The Legal Entities actively participate in the identification process of ISP Group Risk Takers conducted by Intesa Sanpaolo, provide the latter with the necessary information and follow the instructions received.
The Risk Takers identification at sub-consolidated is not applicable to "PRAVEX BANK" JSC, whilst the identification at Bank level (i.e. individual level) is carried out by "PRAVEX BANK" JSC itself. Such process is carried out on the basis of the criteria defined in this document, and it is, in any case, supervised by the Parent Company. In fact, this latter takes care of the overall consistency of the identification process, having regard to the entire Intesa Sanpaolo Group and providing, for this purpose, any additions where it is deemed appropriate.
The list of Risk Takers is reviewed at least once a year and is notified to the Parent Company, being the sole Shareholder of the Bank and the National Bank of Ukraine on a yearly basis and upon request.

5.11 Definitions and rationales of application

In compliance with the provisions of the Regulation, the main definitions that allow the application of the criteria for identifying Risk Takers are shown below.

5.11.1 Managerial Responsibility

Pursuant to Article 1, paragraph 1) of the Regulation, "managerial responsibility" means a situation, in which a staff member:

a) heads a business unit or a control function and is directly accountable to the management body as a whole or to a member of the management body or to the senior management;
b) heads one of the functions laid down in Article 5(a) of the Regulation[27];

[26] An exception to this general rule is the quantitative criterion according to which those who fall within the 0.3% of the personnel with the highest remuneration are eligible as Risk Takers, which is applied only at an individual level (see paragraph 5.12.3).
[27] It means the staff with managerial responsibility for legal affairs, the soundness of accounting policies and procedures, finance, including taxation and budgeting, performing economic analysis, the prevention of money laundering and terrorist financing, human resources, the development or implementation of the remuneration policy, information technology, information security, managing outsourcing arrangements of critical or important functions.

c) heads a subordinated business unit, or a subordinated control function in a large institution as defined in Article 4(1), point (146), of Regulation (EU) No 575/2013[28] and reports to a staff member that has the responsibilities as referred to in point (a).

It is noteworthy that the Bank, for 2021 only for the purpose of identifying Risk Takers, is classified as a large institution as defined in Article 4(1), point (146), of Regulation (EU) No 575/2013.

From an organizational point of view, those who report directly to the Managers referred to in point a) are Heads of structures that are positioned at a hierarchical level equal to a maximum of n-3 with respect to the Chairman of the Management Board of the Bank.

For the purposes of applying the definition of managerial responsibility, it is specified that the Deputies (if any) are positioned at the same hierarchical level of role of which they are deputy.

In addition, in line with the Intesa Sanpaolo Group and when in compliance with the Regulation, the subjects with managerial responsibilities are identified taking into account also the Global Banding System adopted by the Group, based on grouping in homogeneous categories managerial positions that are similar for levels of complexity/responsibility managed, measured using the international IPE (International Position Evaluation) methodology.

In this regard, the levels of responsibility that indicate managerial responsibilities are identified by the following titles:

- Executive Director, positions that define and/or exert a strong influence on function/business/country strategies, consistently with the Division/Group strategies, and ensure their implementation even in highly-complex contexts;
- Senior Director, positions that define business/function policies and plans and lead their implementation by taking managerial responsibility for financial and human resources.

5.11.2 Control Functions

Pursuant to Article 1 paragraph 2) of the RTS, “Control Functions” means a function that is independent from the business units it controls and that is responsible to provide an objective assessment of institution’s risks, review or report on those, including, but not limited to, the risk management function, the compliance function and the internal audit function.

For the purposes of applying the definition of Control Functions, in addition to the risk management, compliance and audit functions, the anti-money laundering and validation functions (if any) are also identified. In addition, given the nature of compliance monitoring, the Data Protection Officer (if any) is also assimilated to the Heads of the Control Functions.

5.11.3 Subordinated Control Functions

By subordinated Control Function it is meant an organizational unit that carries out control activities, reports directly to the Head of one of the Control Functions referred to in paragraph 5.11.1 and whose Head has a job title of Executive Director and Senior Director.

5.11.4 Material Business unit

Pursuant to Article 142 of Regulation (UE) 575/13, the so-called CRR, "Business unit" is defined as "any independent organizational or legal entity, business lines, geographical locations" (i.e. revenue centers, profit or geographic areas).

Pursuant to Article 1 paragraph 3) of the RTS, a "Business unit” or "Operating / company unit" is defined as "relevant" if it meets at least one of the following criteria:

a) it has allocated internal capital of at least 2% of the internal capital of the institution as referred to in Article 73 of Directive 2013/36/EU, or is otherwise assessed by the institution as having a material impact on the institution’s internal capital;
b) it is a core business line as defined in Article 2(1), point (36), of Directive 2014/59/EU (so-called BRRD) that is a line "of business and related services that represent significant sources of revenue, profits or franchise value".

With specific reference to the point a), in the Bank there are not material business units because the Bank does not calculate Internal Capital for ICAAP purposes and, consequently, it does not allocate it to individual business units.

[28] ‘Large institution’ means an institution that meets any of the following conditions: (a) it is a G-SII; (b) it has been identified as another systemically important institution (O-SII) in accordance with Article 131(1) and (3) of Directive 2013/36/EU; (c) it is, in the Member State in which it is established, one of the three largest institutions in terms of total value of assets; (d) the total value of its assets on an individual basis or, where applicable, on the basis of its consolidated situation in accordance with this Regulation and Directive 2013/36/EU is equal to or greater than EUR 30 billion.

With regards to the point b), in accordance with the provisions established at ISP Group level, the business units that meet one of the following requirements are deemed "core business lines":

1. contribute to the profit of the Bank to an extent at least equal to 5%, calculated on the average of the last 2 years;
2. contribute to the revenue of the Bank to an extent at least equal to 3%, calculated on the average of the last 2 years;
3. contribute to the goodwill of the Bank to an extent at least equal to 10%, calculated on the average of the last 2 years.

In the specific case of "PRAVEX BANK" JSC, it should be noted that the reporting of profits, revenues and goodwill is not conducted down to the operating unit level. Therefore, no "core business lines" are identified.

5.11.5 Subordinated business unit or subordinated operating / company unit

By subordinated business / company unit it is meant an operational / company unit, as defined by Article 142 of Regulation 575/13, which (i) from an organizational point of view, reports to a material business / company unit, (ii) is positioned at a hierarchical level equal to a maximum of n-3 with respect to the Chairman of the Management Board of the Bank and (iii) whose head is assigned a title of Executive Director or Senior Director.

5.12 Application of the Rules at the Bank's Level

5.12.1 Qualitative Criteria

For each of the identification criteria, this paragraph lists the Supervisory Provisions and describes the rationale underlying the identification.

Pursuant to the provisions of Article 92, paragraph 3 of the Directive, the following are Risk Takers:

a) <u>the members of the management body and senior management;</u>
   The following are identified:
   a) 1. the Bank's Supervisory Board and Management Board members;
   a) 2. the Bank's Supervisory Board and Management Board members, the Chairman of the Management Board and the Head of Accounting Department of CFO Division.

b) <u>staff members with managerial responsibilities on control functions or in relevant operating / company units.</u>
   The following are identified:
   b) 1. the CRO - Head of Risk Management Department, the CCO - Head of Compliance & AML Department and the Head of Internal Audit Department.
   b) 2. the Senior Directors (if any) who report hierarchically to the staff members identified on the basis of criterion b) 1.
   It should be noted that, pursuant to the criterion referred to in point b) 2. those who do not carry out control activities, but only support activities, are not Risk Takers.

   Furthermore, in the material business units (if any), the following are identified:
   b) 3. the Head of the material business unit if, from an organizational point of view, it is positioned at a hierarchical level equal to a maximum of n-3 with respect to the Managing Director;
   b) 4. the Senior Directors (if any) who are responsible for business structures (i.e. revenue centers, profit or geographical areas) who report to the Head of the material business unit referred to in point b) 3 and who, from an organizational point of view, are positioned at a hierarchical level equal to a maximum of n-3 with respect to the Managing Director.

   Anyway, at the moment, there are not such material units in the Bank.

The other categories of personnel not expressly indicated in the Directive whose professional activity has an impact on the Bank risk profile, in accordance with the provisions of Article 5 of the Regulation, are the following:

1. <u>the staff member has managerial responsibility[29] for legal affairs, the soundness of accounting policies and procedures, finance, including taxation and budgeting, performing economic analysis, the prevention of money laundering and terrorist financing, human resources, the development or implementation of the</u>

[29] According to the provisions of Article 1, point 1) of the Regulations and referred to in paragraph 5.11.1 letter b) of this document, those who are in charge of the functions indicated above have managerial responsibility.

remuneration policy, information technology, information security, managing outsourcing arrangements of critical or important functions[30].
In the light of the current Organizational Chart, this criterion identifies the staff members of the bank who are responsible for such functions:

- the Head of HR & Organization Department;
- the Head of Compliance & AML Department as responsible of the prevention of money laundering and terrorist financing;
- the Head of Legal & General Secretariat Department;
- the Head of Accounting Department of CFO Division;
- the Head of Treasury & Markets Department of CFO Division;
- the Head of Planning & Control Department of CFO Division;
- Head of Cybersecurity & BCM Department;
- Head of COO Division.

2. the staff member has managerial responsibilities for any of the risk categories set out in Articles 79 to 87 of Directive 2013/36/EU[31], or is a voting member of a committee responsible for the management of any of the risk categories set out in those Articles
 This criterion identifies:
   - the members, with voting rights, of the Operational Risk Committee, Credit Risk Governance Committee and Assets & Liabilities Management Committee with decision-making powers set up at Bank, as identified by the corresponding Regulations
   - the Heads of the structures individually responsible for managing a significant/material portion of the aforementioned corporate risks if, from an organizational point of view, are positioned at a hierarchical level equal to a maximum of n-3 with respect to the Chairman of the Management Board and if have a job title that denotes levels of managerial responsibility as defined in the paragraph 5.11.1. Those staff members are identified with the support of the Risk Management Department.

3. With regard to credit risk exposures of a nominal amount per transaction which represents 0.5% of the institution's Common Equity Tier 1 capital and is at least 5 million euro.
 Since the Bank does not calculate Common Equity Tier 1 capital, this criterion is applied considering the amount of Total Capital. Thus, it is taken into account the credit risk exposures of a nominal amount per transaction which represents 0.5% of the Bank Total Capital if this amount is at least 5 million euro.
   a) the member has the authority to take, approve or veto a decision on such credit risk exposures;
   b) is a member of a committee which has authority to take the decisions referred to under a).

 This criterion is not applicable to the Bank because the credit decision-making powers are lower than 5 million euro (nominal amount per transaction).

4. in relation to an institution for which the derogation for small trading book businesses set out in Article 94 of Regulation (EU) No 575/2013 does not apply, the staff member meets one of the following criteria:
   a) the staff member has the authority to take, approve or veto decisions on transactions on the trading book that in aggregate represent one of the following thresholds:
      i. where the standardised approach is used, an own funds requirement for market risks that represents 0,5 % or more of the institution's Common Equity Tier 1 capital; or
         There are not Risk Takers identified for this criterion since the Intesa Sanpaolo Group has adopted the internal models approach for regulatory purposes.

      ii. Where an internal model approach is approved for regulatory purposes, 5% or more of the institution's internal value-at-risk limit for trading book exposures at a 99th percentile (one-tailed confidence interval); or
         This criterion is not applicable to the Bank because it does not manage trading book.

   b) *[…] the staff member is a voting member of a committee that has the authority to take the decisions mentioned in point (a)*
      This criterion is not applicable to the Bank because it does not manage trading book.

5. the staff member heads a group of staff members who have individual authorities to commit the institution to transactions and either of the following conditions is met:

[30] As defined in art. 30 (1) of the Delegated Regulation EU 2017/5654.
[31] Reference is made to the following risks: Credit and counterparty risk, Residual risk, Concentration risk, Risks deriving from securitisations, Market risk, Interest rate risk deriving from activities other than trading, Operational risk, Liquidity risk and Risk of excessive leverage.

a) *the sum of these authorities equals or exceeds the threshold set out in point 3(a), or point 4(a)(i)*
This criterion identifies the same staff members identified under 3*(a)*.

b) *where an internal model approach is approved for regulatory purposes those authorities amount to 5% or more of the institution's internal value-at-risk limit for trading book exposures at a 99th percentile (one-tailed confidence interval). Where the institution does not calculate a value-at-risk at the level of that staff member the value-at-risk limits of staff under the management of this staff member shall be added up*
This criterion is not applicable to the Bank.

6. the staff member meets either of the following criteria with regard to decision on approving or vetoing the introduction of new products:
   a) the staff member has authority to take such decisions; or
   There are not Risk Takers identified for this criterion since the model of approving new products and services - governed by the "Guidelines for the approval of new products, services and activities intended to a certain customer target" - requires the decisions about approving or forbidding their introduction to be of a board Committee nature.

   b) the staff member is a voting member of a committee that has authority to take such decisions.
   Considering that the Bank has implemented Guidelines on Product Governance, those decisions are taken by the participants with voting rights of Credit Risk Governance Committee, Assets & Liabilities Management Committee and members of Supervisory Board.

5.12.2 Additional criteria

Similarly to the provisions in force at ISP Group level, in addition to qualitative and quantitative criteria (specified in the paragraph below), the Bank has defined additional specific criteria for the organisational roles of the individual Banks that are able to impact on its risk profile.

In particular, all those who, within the Bank, have a title equivalent to Senior Directors (if any) and are heads of structures that are positioned at a hierarchical level equal to n-3 with respect to Chairman of the Management Board[32] and who manage a significant/material portion of the risks explicitly set out in the Bank RAF other than those previously identified in the context of the qualitative criteria, are identified as Risk Takers. Those staff members are identified with the support of the Risk Management Department.

Finally, the staff members who were identified as Group Risk Takers, even though they were not identified on the basis of the criteria above, are considered Legal Entity Risk Takers.

5.12.3 Quantitative Criteria

In line with the provisions of Article 92, paragraph 3 of the Directive, the following are Risk Takers:

a) staff members for whom the following conditions are jointly met:
   i. their total remuneration in the previous year was, jointly, equal to or greater than EUR 500,000 gross and the average total remuneration paid to the members of the body with strategic supervision and management functions and the senior management of the entity[33];
   ii. their activity is carried out within a material business unit and has a significant impact on the risk profile of the business unit.
   This condition is assessed on the basis of the criteria defined in Article 3 of the Regulation[34].

It should be noted that:

- pursuant to this point i), those who have accrued a total remuneration greater than or equal to 500,000 euros gross are Risk Takers, given that the average total remuneration paid to the members of the

[32] These staff members are identified because the Bank is of greater size.
[33] Reference is made to the Top Risk Takers as defined in paragraph 5.12.1.
[34] Institutions shall apply within their remuneration policies all of the following criteria to determine whether the professional activities of staff members have a significant impact on the risk profile of a material business unit: (a) the risk profile of the material business unit; (b) the distribution of internal capital to cover the nature and level of the risks, as referred to in Article 73 of Directive 2013/36/EU; (c) the risk limits of the material business unit; (d) the risk and performance indicators used by the institution to identify, manage and monitor risks of the material business unit in accordance with Article 74 of Directive 2013/36/EU; (e) the relevant performance criteria set by the institution in accordance with Article 94(1), points (a) and (b), of Directive 2013/36/EU; (f) the duties and authorities of staff members or categories of staff in the material business unit concerned.

Supervisory Board, Management Board and of the other senior management staff is lower than 500,000 euros gross.

- if only the condition referred to in point i) is met but not that referred to in point ii), the staff member is automatically excluded from the aforementioned quantitative criterion provided for by the CRD V.

Furthermore, without prejudice to the provisions of the Directive, pursuant to Article 6 of the Regulation, the following staff members are deemed to have an impact on the risk profile:

b) the staff members, including staff members as referred to in Article 92(3), point (c), of Directive 2013/36/EU, (who) have been awarded in or for the preceding financial year a total remuneration that is equal to or greater than EUR 750 000 gross.

c) where the institution has over 1000 members of staff, the staff members who are within the 0,3 % of staff, rounded to the next higher integral figure, which has, within the institution, been awarded the highest total remuneration in or for the preceding financial year.

Given that at the moment the Bank does not have over 1000 members of staff, the abovementioned criterion c) does not apply.

Finally, according to the Regulation on Remuneration Policy in the Bank, approved by the Resolution of the Board of the National Bank of Ukraine No 153, the staff members, whose variable remuneration paid for the year exceeds the size of annual fixed remuneration by two or more[35] times are deemed to have an impact on the risk profile of the Bank.

The staff member identified in application of the quantitative criteria, may be excluded from the category of Risk Takers if the related professional activities do not have a substantial impact on the risk profile because such member, or the category of staff that the staff member belongs to:

i) only carry out professional activities and has authorities in a business unit that is not a material business unit; or

ii) have no significant impact on the risk profile of a material business unit having regard to the criteria set out in Article 3 of the Regulation.

In practice, in line with the Regulatory provisions and with the Intesa Sanpaolo Group provisions, it is possible to nominatively exclude from the category of staff members identified in accordance with the above quantitative criteria those staff members who meet one or more of the following criteria:

- those who in the context of the Global Banding System have the title of Head of[36] regardless of the business unit in which they operate, because the level of responsibility attributed to these roles only concerns implementation areas which, therefore, have no material impact on the unit risk profile;
- those whose remuneration is the result of their personal history;
- those who do not take the risks explicitly set out in the Bank RAF or, where they do, do not take them in a material or significant way.

For the purposes of the calculation of the level of remuneration:

- all components, monetary and non, of both fixed and variable remuneration, are taken into account;
- the fixed remuneration as at December 31st of the previous year and the variable remuneration awarded in the previous year (based on the results of the year before that)[37] are included, independently from whether the payment itself was deferred;
- if a performance assessment period (accrual period) of more than one year is provided for the purposes of the award of the variable component, the pro rata remuneration (i.e. relating to the period of the assessment) is taken into account, even if this amount is disbursed later, only at the end of the accrual period;
- the remuneration which has been awarded but has not yet been paid shall be valued as at the date of the award without taking into account the possible application of the reductions in payouts, whether through clawback or malus.
- exchange rate used for the preparation of the consolidated financial statements shall be considered.

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[35] It is reminded that, in line with ISP Group Remuneration and Incentive Policies, the variable remuneration cannot exceeds two times the fixed one.

[36] "Head of" means the roles that define or contribute to defining programmes and plans for their own organisational structure, also in coordination with other corporate structures, and ensure their implementation by taking managerial responsibility for human resources and, possibly, financial responsibility.

[37] Since the buy-out is exclusively aimed at recognizing the deferred portions of the variable remuneration reduced or cancelled by the previous employer due to the termination of the employment contract, this is included among the variable components considered for the purposes of identifying the Risk Takers only in order to verify whether the newly hired personnel is assigned a total remuneration: i) equal to or greater than €500,000 and equal to or greater than the average total remuneration paid to the members of the body with strategic supervision and management functions and to the senior management of the institution and; ii) equal to or greater than €750,000.

All amounts shall be calculated before tax and gross of contributions and on a full-time equivalent basis.

If a staff member identified as a Risk Taker pursuant to the qualitative criteria or the additional criteria provided for by these Rules loses the requirements to be considered as such during the year, he/she continues to be identified as a staff member that has a material impact on the risk profile of the Bank if, at the beginning of the year, it had been identified among the quantitative Risk Takers on the basis of the provisions of this paragraph, considering the role, the job title assigned in the context of Global Banding and the remuneration received when the aforementioned requirements are lost.
It should be noted that the exclusion proposals referred to in points b) and c) must be suitably motivated, formalized and approved by the Supervisory Board.

6. Remuneration Report

The Remuneration Report is compiled separately for the members of the Supervisory Board, members of the Management Board and Influential persons and shall contain the following information as regards:

1. the amounts of remuneration that were and / or should be paid to the members of the Management Board/Supervisory Board and Influential persons based on the results of the reporting financial year, indicating:
   - the amount of remuneration for the reporting financial year in terms of fixed and variable components and the number of recipients;
   - the amount of unpaid deferred remuneration;
   - amounts of deferred remuneration for previous financial years, paid during the reporting financial year. Such information shall include data on amounts reduced based on performance evaluation;
   - payments upon hiring, made during the financial year, and the number of recipients of such payments;
   - sums of severance payments made during the fiscal year and the number of recipients of such payments.

2. the following information regarding payments in monetary and/or non-monetary (if any) form made to members of the Management Board/Supervisory Board, Influential persons in the reporting financial year:
   - the total amount of funds paid by the Bank in the reporting financial year. Such information must include data on the amount of payments as remuneration for the previous financial year;
   - sums of funds paid by the Bank as variable remuneration (for each type of variable remuneration), and the grounds for their payment;
   - sums of funds paid by the Bank as additional remuneration for performing work outside the scope of normal activity;
   - sums of severance payments;
   - estimated value of remuneration provided in non-monetary form, in the case of their implementation by the Bank.
3. the terms of the actual payment of remuneration, their compliance with the Policies;
4. a full description of the structure of all components of remuneration to be paid to members of the Management Board/Supervisory Board, Influential persons for the correspondent managerial function, Influential persons;
5. performance evaluation criteria (indicating how they were achieved), based on the results of which the variable remuneration was calculated (if the variable remuneration was accrued);
6. the facts of the bank's use of the right to return the variable remuneration previously paid to the members of the Management Board/Supervisory Board, influential persons;
7. participants in the introduction of the remuneration system;
8. incentive programs;
9. deviations of the amounts of actual payments from the amounts payable in accordance with the approved Policies, as well as an explanation of the reasons for such deviation and specific elements of the Policies in respect of which the deviation occurred, if such deviations occurred during the reporting year;
10. violations of the terms of the Policies provisions (if any) identified by the bank and measures or decisions applied as a result of such violations;
11. the actual presence of a member of Management Board/Supervisory Board at meetings of the board and its committees, which includes a member of the Management Board/Supervisory Board in its composition, or the reasons for his/her absence;
12. confirmed facts of unacceptable behaviour of a member of the Management Board/Supervisory Board and Influential persons (including reported in confidence) and measures taken as a result of the investigation in case of influence of such facts / measures on the payment of remuneration to a member of the bank's Management Board/Supervisory Board;
13. the presence / absence of reasonable grounds for payment / deferral / reduction / return of variable remuneration of a member of the Management Board and Influential persons;
14. provision of loans, credits or guarantees by the Bank to the members of the Corporate Body and Influential persons during the reporting financial year (indicating the amounts and interest rates).

The Bank publishes Remuneration Reports and Policies on its Internet website within 15 working days from the date of their approval by the authorized body of the Bank. The volume of information about the remuneration to be made public cannot be less than that established by paragraph 6.