

**APPROVED**

**Supervisory Board of “PRAVEX BANK” JSC**

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Bank of INTESA  SANPAOLO

# **REPORT OF THE REMUNERATION AND NOMINATION COMMITTEE OF THE SUPERVISORY BOARD OF “PRAVEX BANK” JSC FOR 2025**

April 2026

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## INTRODUCTION

The Remuneration and Nomination Committee of the Supervisory Board of “PRAVEX BANK” JSC (the Bank) was established by the decision of the Supervisory Board of the Bank dated 30.09.2024 (the Minutes No. 19\_24).

According to the Remuneration and Nomination Committee Charter (approved by the decision of the Supervisory Board dated 30.09.2024 (the Minutes No. 19\_24), it is a **standing committee that performs recommending, advisory and supporting functions** towards the Supervisory Board of the Bank with reference to nomination, suitability assessment and remuneration. The key responsibilities of the Remuneration and Nomination Committee are defined in its Charter.

## THE REMUNERATION AND NOMINATION COMMITTEE COMPOSITION

The composition of the Committee is aligned with the requirements of its Charter and legislation. The Remuneration and Nomination Committee shall consist of at least **three Members** and all of them shall be Members of the Supervisory Board, out of which **one** should be **independent** Member. The Members of the Committee shall preferably have knowledge and experience relevant to the areas of competence of the Committee itself.

As of 31.12.2025 **the composition** of the Remuneration and Nomination Committee was as follows:

### Chairperson

- Ms. Laura Febbraro (independent)

### Members:

- Ms. Daniela Blandino
- Mr. Silvio Pedrazzi

During 2025 there were **no changes in the composition of the Committee**.

## THE REMUNERATION AND NOMINATION COMMITTEE MEETINGS HELD IN 2025

Corporate Body	Total number of held meetings	Ordinary (planned) meetings – physical presence, including videoconference	Extraordinary meetings		Ordinary/ext raordinary ratio
			Written voting (polling)	Physical presence (videoconference)	
Remuneration & Nomination Committee	8	4	4	-	50%/50%

The ordinary (planned) meetings of the Remuneration and Nomination Committee were held in accordance with the Corporate Bodies' meeting calendar for 2025, while

extraordinary meetings were convened via written voting (polling) in cases requiring timely decision-making. **The ratio of ordinary to extraordinary meetings amounted to 50% to 50%, respectively.**

All meetings were duly convened and held with the required quorum in accordance with the applicable internal regulations. The format of meetings allowed for timely consideration of both planned and ad hoc matters, ensuring flexibility and responsiveness to the Bank's governance needs.

The Chairperson of the Committee ensured the proper organization of meetings, including defining the agenda, overseeing the timely distribution of materials, and ensuring the proper recording of minutes.

### **THE REMUNERATION AND NOMINATION COMMITTEE MEMBERS' ATTENDANCE AT MEETINGS IN 2025**

<b>RNC member</b>	<b>Attendance ratio</b>
<b>Ms. Laura Febbraro</b>	8/8 (100%)
<b>Ms. Daniela Blandino</b>	8/8 (100%)
<b>Mr. Silvio Pedrazzi</b>	8/8 (100%)
<b>Average ratio</b>	<b>100%</b>

**The attendance** of the Remuneration and Nomination Committee members during 2025 **was consistently at the highest level**, with an average attendance rate of 100%. This reflects a strong level of commitment, engagement and accountability of the Committee Members in the performance of their duties.

The full participation of all Members ensured effective discussions and timely consideration of all matters within the Committee's mandate, supporting well-informed decision-making and effective functioning of the Committee.

### **THE REMUNERATION AND NOMINATION COMMITTEE KEY ACTIVITIES IN 2025**

During 2025, the Remuneration and Nomination Committee carried out its activities in accordance with its mandate, focusing on remuneration, nomination, suitability and governance-related matters.

The following key topics and documents were considered and assessed by the Committee during the reporting period. Based on its assessments, the Committee provided corresponding recommendations to the Supervisory Board for consideration and/or approval:

- review of the results of the corporate bodies and control functions annual assessment, remuneration reports;
- the Remuneration and Incentive Policies, including alignment with the Bank's risk profile and regulatory requirements;
- review of labour contracts of the Chairman and Members of the Management Board;

- annual assessment of compliance with suitability (fit and proper) requirements for the Members of the Supervisory Board and Management Board, as well as key function holders, including the Head of Internal Audit, CRO, CCO, Chief Accountant and AML Officer;
- review of the list of identified risk takers of the Bank;
- review of scorecards and performance evaluation frameworks for the Management Board Members and Heads of Control Functions;
- review of the proposed training plan for the Supervisory Board and Management Board Members, as well as monitoring of its implementation;
- review of the results of the gender pay-gap analysis;
- review and assessment of updated internal documents, including the Suitability Rules.

Through its activities, the Committee ensured that remuneration and nomination processes are aligned with the Bank's strategy, risk appetite and regulatory expectations, thereby supporting sound governance and effective oversight by the Supervisory Board.

## **EFFECTIVENESS OF THE REMUNERATION AND NOMINATION COMMITTEE'S PROCEDURES AND METHODS**

Throughout the reporting period, the Remuneration and Nomination Committee operated in accordance with the procedures and methods set out in its Regulation, which ensured the structured and effective performance of its functions and responsibilities.

The Committee's work was organized based on a defined annual plan and aligned with the Bank's governance cycle and applicable regulatory requirements. This approach enabled timely consideration of all key matters within its mandate, including remuneration, nomination, suitability and succession planning.

To ensure the quality and comprehensiveness of its work, the Chairperson and Committee Members maintained active cooperation with the Bank's Management Board, the HR and Organization Department, the Legal and General Secretariat Department, as well as with the Supervisory Board. This collaboration supported thorough preparation of materials and well-informed decision-making on matters within the Committee's remit.

Regular reporting and analytical materials allowed the Committee to assess the alignment of remuneration frameworks with the Bank's risk profile, long-term objectives and regulatory expectations. The Committee also ensured proper oversight of suitability assessments and governance processes related to key appointments.

The Committee carried out the pre-clearance of matters submitted for the Supervisory Board consideration, ensuring proper alignment with relevant functions and the consistency and compliance of the recommendations provided to the Supervisory Board.

## **CONCLUSION**

The Remuneration and Nomination Committee concluded that **its activities during 2025 were effective and adequately supported the Supervisory Board in fulfilling its responsibilities in the areas of remuneration, nomination and governance.** The Committee

ensured that the relevant processes and decisions were aligned with the Bank's strategy, risk profile and applicable regulatory requirements.

Looking ahead, the Committee remains committed to further strengthening its oversight, with a particular focus on enhancing the framework for key performance indicators (KPIs) for the Management Board and key function holders, ensuring their alignment with the Bank's strategic objectives, risk appetite and long-term sustainability.

The Committee will also continue to pay close attention to the composition and suitability of the Management and Supervisory bodies, the effectiveness of remuneration frameworks, including their alignment with performance and risk considerations, as well as the assessment of control functions.

In addition, the Committee will maintain focus on diversity and inclusion aspects, including monitoring of the gender pay-gap and related initiatives, ensuring alignment with regulatory expectations and best practices.

Overall, the Committee will continue to support the Supervisory Board in promoting sound governance, transparency and sustainable development of the Bank.