



Bank of INTESA  SANPAOLO

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

## CONTENTS

<b>INTRODUCTION.....</b>	<b>3</b>
<b>THE RISK AND SUSTAINABILITY COMMITTEE COMPOSITION .....</b>	<b>3</b>
<b>THE RISK AND SUSTAINABILITY COMMITTEE MEETINGS HELD IN 2025 .....</b>	<b>4</b>
<b>THE RISK AND SUSTAINABILITY COMMITTEE MEMBERS' ATTENDANCE AT MEETINGS IN 2025.....</b>	<b>4</b>
<b>THE RISK AND SUSTAINABILITY COMMITTEE KEY ACTIVITIES IN 2025.....</b>	<b>5</b>
<b>EFFECTIVENESS OF THE RISK AND SUSTAINABILITY COMMITTEE'S PROCEDURES AND METHODS .....</b>	<b>5</b>
<b>CONCLUSION .....</b>	<b>6</b>

## INTRODUCTION

The Risk and Sustainability Committee of the Supervisory Board of “PRAVEX BANK” JSC<sup>1</sup> (the Bank) was established by the decision of the Supervisory Board of the Bank dated 27.04.2020 (the Minutes No. 4\_20).

The Supervisory Board, by its decision dated 23 December 2025 (Minutes No. 20\_25), **renamed the Risk Management Committee as the Risk and Sustainability Committee**. This change reflects the ongoing evolution of the Group Governance Model and aims to ensure full harmonisation with the applicable regulatory framework, in particular with regard to the integration of ESG requirements into the risk management framework. In this context, additional tasks and responsibilities related to sustainability (ESG) have been assigned to the Committee.

According to the Regulation of the Risk and Sustainability Committee (approved by the decision of the Supervisory Board dated 23.12.2025 (the Minutes No. 20\_25), the Risk and Sustainability Committee is **a standing Committee** that performs **recommending, advisory and supporting functions** towards the Supervisory Board of the Bank with reference to **the effective risks monitoring, the overall risk management framework and sustainability issues (ESG) of the Bank**. The Risk and Sustainability Committee performs its functions according to the principles of independence and autonomy. The key responsibilities of the Risk and Sustainability Committee are defined in its Regulation.

## THE RISK AND SUSTAINABILITY COMMITTEE COMPOSITION

The composition of the Committee is aligned with the requirements of the Regulation of the Risk and Sustainability Committee and with the ones of the applicable legislation. The Committee consists of **three Members** of the Supervisory Board of the Bank, **the majority of whom, including its Chairperson, is independent**. The Committee can have permanent invitees with an advisory role in reason of their specific expertise, professional experience and corporate seniority, contributing to the qualified and well-grounded discussion and, in general, supporting the Committee in performing tasks requiring such specific competences.

As of 31.12.2025 **the composition** of the **Risk and Sustainability Committee** was as follows:

### Chairperson

– Mr. Fabrizio Mallen (independent)

### Members:

- Mr. Corrado Pietro Maria Casalino (independent)
- Mr. Francesco Del Genio

### Permanent Invitee:

- Mr. Francesco Caldarola

During 2025, there were **no changes in the composition of the Committee**. By the decision of the Supervisory Board dated 23<sup>rd</sup> December 2025 (Minutes No. 20\_25), in the context of

---

<sup>1</sup> Previously titled as the Risk Management Committee of the Supervisory Board

renaming the Committee from the Risk Management Committee to the Risk and Sustainability Committee, its composition was confirmed without changes.

## THE RISK AND SUSTAINABILITY COMMITTEE MEETINGS HELD IN 2025

Corporate Body	Total number of held meetings	Ordinary (planned) meetings – physical presence, including videoconference	Extraordinary meetings		Ordinary/extraordinary ratio
			Written voting (polling)	Physical presence (videoconference)	
Risk and Sustainability Committee	9	7	2	-	78%/22%

The ordinary (planned) meetings of the Risk and Sustainability Committee were duly held in accordance with the Corporate Bodies' meeting calendar for 2025. In cases of urgent need, extraordinary meetings were convened by polling via email. **The ratio of ordinary to extraordinary meetings amounted to 78% to 22%, respectively.**

All meetings of the Risk and Sustainability Committee were duly convened and held with the required quorum in accordance with the applicable internal regulations. It should be noted that the total number of meetings of the Risk and Sustainability Committee includes joint meetings held together with the Audit Committee.

The Chairperson of the Risk and Sustainability Committee convened meetings in the form of Microsoft Teams videoconferences and, where appropriate, proposed decision-making via polling by email. The Chairperson presided over the meetings, defined the agendas, ensured their proper conduct, monitored the timely distribution of materials to Committee Members and oversaw the preparation of minutes of the Committee meetings. The materials for the meetings were prepared and circulated in advance, enabling Committee Members to thoroughly review the agenda items and contribute to well-informed and substantive discussions.

## THE RISK AND SUSTAINABILITY COMMITTEE MEMBERS' ATTENDANCE AT MEETINGS IN 2025

RSC member	Attendance ratio
Mr. Fabrizio Mallen	9/9 (100%)
Mr. Corrado Pietro Maria Casalino	8/9 (89%)
Mr. Francesco Del Genio	9/9 (100%)
Average ratio	96%

**The attendance** of the Risk and Sustainability Committee Members during 2025 **remained at a consistently high level**, with an average attendance rate of 96%. This reflects a strong level of commitment, engagement and accountability of the Committee Members in performing their duties.

The high level of participation ensured effective discussions and proper consideration of all matters within the Committee's mandate, including risk management, capital and liquidity adequacy and compliance topics.

The active involvement of Committee Members contributed to well-informed decision-making and supported the Supervisory Board in exercising effective oversight of the Bank's risk profile.

## **THE RISK AND SUSTAINABILITY COMMITTEE KEY ACTIVITIES IN 2025**

During 2025, the Risk and Sustainability Committee performed its activities in accordance with its mandate, focusing on oversight of the Bank's risk management framework, risk profile, and compliance matters.

**The following main topics were considered by the Committee** during the reporting period, and relevant recommendations on consideration and/or approval were provided to the Supervisory Board:

- quarterly Risk Management reports (Credit Risk, Financial (Market) Risk, Operational Risk, ICAAP/ILAAP, RAF/RAS), including analysis of the Bank's risk profile;
- semi-annual CRO Tableau de Bord;
- regular Compliance reports, including Compliance Tableau de Bord;
- review of the Remuneration and Incentive Policies in the context of risk alignment;
- updated internal documents in the area of risk management and compliance.

The Committee also ensured alignment of the reviewed materials with applicable regulatory requirements and Group standards, supporting the Supervisory Board in maintaining effective risk governance and oversight.

## **EFFECTIVENESS OF THE RISK AND SUSTAINABILITY COMMITTEE'S PROCEDURES AND METHODS**

During the reporting period, the Risk and Sustainability Committee operated in accordance with the procedures and methodologies set out in the Regulation on the Committee, which proved effective in ensuring the structured, consistent and efficient performance of its responsibilities.

The Committee's work was organized based on a defined annual plan and aligned with the Bank's reporting cycle and regulatory requirements. This approach enabled timely consideration of all key matters within its mandate, including risk management, capital and liquidity adequacy aspects. Particular attention was also paid to compliance matters, including the review of relevant reports, monitoring of compliance with regulatory requirements, and assessment of the effectiveness of the compliance framework.

To support informed and well-founded decision-making, the Chairperson and Members of the Committee maintained active and constructive engagement with key stakeholders, including the Management Board, the Risk Management Department, the Compliance and AML Department, and the Supervisory Board. Regular reporting and comprehensive materials allowed the Committee to perform in-depth analysis and effectively challenge the information presented.

Throughout the reporting period, the Risk and Sustainability Committee maintained ongoing communication and cooperation with the Audit Committee, particularly in areas where their mandates intersect, including internal control systems, regulatory compliance and risk oversight. This coordinated approach ensured that key issues were considered in a comprehensive manner, taking into account both risk and control perspectives.

## CONCLUSION

Based on the results of its activities during the reporting period, **the Risk and Sustainability Committee assessed its performance as effective** and concluded that the Bank's risk management system is adequate, ensuring appropriate identification, assessment, monitoring and mitigation of the key risks to which the Bank is exposed.

Looking ahead, the Committee remains committed to fulfilling its responsibilities in line with applicable legislation, regulatory requirements and internal documents, including Group standards. The Committee will continue to support the Supervisory Board in further strengthening the Bank's risk governance framework and promoting a strong and consistent risk culture across the Bank.

In particular, the Committee will maintain focused oversight of key risk areas, including risk management and the regulatory compliance framework, ensuring their ongoing alignment with evolving regulatory expectations. Special attention will also be given to sustainability (ESG) risks, including their integration into the overall risk management framework and strategic decision-making processes.

Furthermore, the Committee will continue to monitor ICT and cybersecurity risks, as well as the implementation of the Bank's IT strategy, recognizing their increasing importance for operational resilience and the secure functioning of the Bank's activities.

Overall, the Committee will continue to contribute to ensuring the transparency, stability and sustainable development of the Bank, in line with regulatory requirements and best market practices.