

*Performance Report
of the Nomination and Remuneration Committee
of JSC "Oschadbank" Supervisory Board
for 2025*

January 2026

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1. INTRODUCTION

- This Report has been prepared in accordance with the Regulation “On Nomination and Remuneration Committee of the Supervisory Board of Joint Stock Company “State Savings Bank of Ukraine” (hereinafter - the Regulation) and the requirements of the legislation of Ukraine.
- In 2025, the activities of the Nomination and Remuneration Committee of the Supervisory Board of JSC “Oschadbank” (hereinafter - the Committee) were, inter alia, regulated by the legislation, regulations of the National Bank of Ukraine, decisions taken by the Highest Governing Body and the Supervisory Board of the Bank, the Charter, the Regulation on the Supervisory Board, the Regulation and other internal documents of JSC “Oschadbank” (hereinafter - the Bank).
- The Committee is a standing Committee of the Supervisory Board that assists the Supervisory Board in the exercise of its powers through preliminary review and preparation for consideration by the Supervisory Board of matters within its competence that were delegated to the Committee for review and preparation.

2. Personal composition of the Committee and attendance of meetings

- In connection with taking office of a member of the Supervisory Board, state representative from the President of Ukraine by Mykola Brusenko, he was elected as the Member of the Committee and the new composition of the Committee was approved by decision of the Supervisory Board dated 22.09.2025 (Minutes No. 22).

- As of 21.09.2025 the composition of the Committee was as follows:

CHAIRPERSON OF THE COMMITTEE:

Volodymyr Lavrenchuk - Chairman of the Supervisory Board, independent;

MEMBERS OF THE COMMITTEE:

Michal Krupinski - member of the Supervisory Board, independent;

Philip Heasley - member of the Supervisory Board, independent;

Roza Tapanova - member of the Supervisory Board, state representative from the Cabinet of Ministers of Ukraine.

- As of 31.12.2025 the composition of the Committee was as follows:

CHAIRPERSON OF THE COMMITTEE:

Volodymyr Lavrenchuk - Chairman of the Supervisory Board, independent;

MEMBERS OF THE COMMITTEE:

Michal Krupinski - member of the Supervisory Board, independent;

Philip Heasley - member of the Supervisory Board, independent;

Roza Tapanova - member of the Supervisory Board, state representative from the Cabinet of Ministers of Ukraine

Mykola Brusenko - Member of the Supervisory Board, state representative from the President of Ukraine.

Personal composition of the Committee and attendance of meetings (1)

Meetings of the Nomination and Remuneration Committee 01.01.2025 - 31.12.2025

No	Meeting details	Attendees	Attendance percentage
1	NRC 1 dated 28.01.2025	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski, Roza Tapanova	100%
2	NRC 2 dated 20.02.2025	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski	75%
3	NRC 3 dated 19.03.2025 (polling)	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski, Roza Tapanova	100%
4	NRC 4 dated 31.03.2025	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski	75%
5	NRC 5 dated 14.04.2025	Volodymyr Lavrenchuk, Michal Krupinski, Roza Tapanova	75%
6	NRC 6 dated 18.04.2025 (polling)	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski, Roza Tapanova	100%
7	NRC 7 dated 13.05.2025	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski, Roza Tapanova	100%

Personal composition of the Committee and attendance of meetings (2)

Meetings of the Nomination and Remuneration Committee 01.01.2025 - 31.12.2025

No	Meeting details	Attendees	Attendance percentage
8	NRC 8 dated 23.05.2025	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski, Roza Tapanova	100%
9	NRC 9 dated 28.05.2025 (polling)	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski, Roza Tapanova	100%
10	NRC 10 dated 19.06.2025	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski, Roza Tapanova	100%
11	NRC 11 dated 23.06.2025 (polling)	Volodymyr Lavrenchuk, Philip Heasley, Roza Tapanova	75%
12	NRC 12 dated 24.07.2025	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski, Roza Tapanova	100%
13	NRC 13 dated 21.08.2025	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski, Roza Tapanova	100%
14	NRC 14 dated 26.08.2025 (polling)	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski, Roza Tapanova	100%
15	NRC 15 dated 18.09.2025	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski, Roza Tapanova	100%

Personal composition of the Committee and attendance of meetings (3)

Meetings of the Nomination and Remuneration Committee 01.01.2025 - 31.12.2025

No	Meeting details	Attendees	Attendance percentage
16	NRC 16 dated 23.10.2025	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski, Roza Tapanova, Mykola Brusenko	100%
17	NRC 17 dated 19.11.2025	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski, Roza Tapanova, Mykola Brusenko	100%
18	NRC 18 dated 09.12.2025	Volodymyr Lavrenchuk, Philip Heasley, Michal Krupinski, Roza Tapanova, Mykola Brusenko	100%

Additional information:

- On 21.07.2025, a joint meeting of the Committee and Strategy and Transformation Committee was held. The attendance rate of the Committee members was 100%;
- On 21.08.2025, a joint meeting of the Committee and Audit Committee was held. The attendance rate of the Committee members was 100%;
- On 23.09.2025, a joint meeting of the Committee and Audit Committee was held. The attendance rate of the Committee members was 80%;
- On 18.09.2025, a joint meeting of the Committee and Risk and Compliance Committee was held. The attendance rate of the Committee members was 100%;
- On 23.10.2025, a joint meeting of the Committee and Risk and Compliance Committee was held. The attendance rate of the Committee members was 80%;
- On 19.11.2025, a joint meeting of the Committee and Risk and Compliance Committee was held. The attendance rate of the Committee members was 100%.

The overall attendance rate during 2025 is 94%, which shows the high engagement of the Committee members in the activities of the Committee.

3. Committee activities (1):

- The main purpose of the Committee is to provide proposals and recommendations to the Supervisory Board regarding the appointment/dismissal of the Members of the Bank Management Board, new Chief Risk Officer, Chief Compliance Officer, Head of Internal Audit Unit, AML Officer, corporate secretary and other employees appointed by decision of the Supervisory Board, implementation of international standards in the remuneration policy for the Bank's officials, development of proposals on the terms and conditions of employment contracts concluded with the Bank's officials.
- During 2025, 19 meetings were held in the form of joint presence of the Committee members via ZOOM video conferencing (three of which were joint meetings of the Committee and Risk and Compliance Committee; two of which were joint meetings of the Committee and Audit Committee; one was a joint meeting of the Committee and Strategy and Transformation Committee), and 5 Committee pollings held by collecting votes via email or the OnBoard platform.
- In 2025, the Committee independently and jointly with other committees of the Supervisory Board considered more than 125 agenda items and provided relevant recommendations to the Supervisory Board and other units of the Bank. In particular, the Committee recommended the Supervisory Board:
 - ***To approve:***
 - the Committee's meetings calendar for 2025; the report on the results of annual assessment of the Bank's managers for 2024; reports on the results of annual assessment of collective suitability of the Supervisory Board and the Management Board of the Bank for 2024; report on the Committee's activities for 2024, report of the corporate secretary for 2024;
 - reports on the performance of the Supervisory Board and the Management Board for 2024 and action plans for improving their performance; reports on the remuneration of members of the Supervisory Board, the Management Board of the Bank, and influential persons for 2024;

3.Committee activities (2):

- KPIs for the Chairman and members of the Bank's Management Board, managers subordinated to the Bank's Supervisory Board for 2025;
- the results of fulfilment of KPIs for 2024 by the Chairman and members of the Bank's Management Board, managers subordinate to the SB, and the amount of bonuses;
- review of salaries of managers and employees of units subordinated to the SB, review of the salary structure for employees subordinated to the SB;
- amending employment contracts with CEO, deputies CEO, and members of the Management Board of the Bank;
- internal documents regarding the competitive selection of members of the Bank's Management Board; the procedure for assessing the compliance of managers with eligibility criteria; the procedure for assessing the effectiveness of the Supervisory Board, committees, and its members;
- amending internal documents regarding remuneration and establishing KPIs for members of the Bank's Management Board;
- personal composition of the Committee and Strategy and Transformation Committee;
- engaging recruitment companies to conduct a competitive selection process for the positions of CEO, deputy CEO in charge of corporate business, deputy CEO in charge of retail business, member of the Management Board in charge of risk management (Chief Risk Officer); a recruitment company to conduct a selection process for the position of Director of Internal Audit Department;

3.Committee activities (3):

- Assignment for the performance of duties of the Director of Internal Audit Department;
- Announcement of the competitive selection for the positions of CEO, Deputy CEO in charge of corporate business, Deputy CEO in charge of retail business, Member of the Management Board in charge of risk management (Chief Risk Officer).
- A number of decisions was made on the status of the competitive selection for the position of CEO, Deputy CEO in charge of corporate business (a recruitment company was provided with instructions, a long list of candidates was reviewed, a short list of candidates was compiled, interviews were conducted, finalists and winners of the competition were determined, etc.);
- Appointment of the winner of the competitive selection for the position of Member of the Management Board in charge of risk management (Chief Risk Officer) for a new term, etc.
- ***To acknowledge:***
 - the general concept of succession and personnel reserve;
 - results of a survey on the level of satisfaction with the quality of services provided by the Bank's units to internal customers for 2024;
 - report on dynamics of staff recruitment in units subordinated to the SB;
 - review of an internal document on annual assessment and control over the implementation of the Bank's remuneration policy;
 - information on Special Working Conditions of influential persons of the Bank, etc.

4. Performance of the Committee in the reporting period:



During the reporting period, the Committee as a standing consultative and advisory body of the Bank's Supervisory Board ensured continuity in the exercise of the Supervisory Board's powers by preliminary studying and preparing for consideration by the Supervisory Board the issues, conclusions and recommendations on the appointment of managers, influential persons, implementation of international remuneration standards and other issues within its competence and transferred to the Committee for study and preparation.

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№	ПІБ	Номер сертифіката	Строк дії сертифіката	Дата підписання	Файл підпису
1	Каціон Юрій Миколайович	305700AA1 2A7C1D646 4B6F855D1 6A0AE499D 13BD	26.01.2027 00:00:00	05.02.2026 10:03:50	02 Report_NRC_annual.pdf.p7s