

CONFIDENTIAL

APPROVED
by the decision of the sole shareholder
of ProCredit Bank, JSC
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The Remuneration Policy for Members of the Supervisory Board of ProCredit Bank JSC

Corporate Governance

CG-PL-521-26

List of approvals:

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1. General Provisions

- 1.1. The Remuneration Policy for Members of the Supervisory Board of ProCredit Bank JSC (hereinafter – the Policy) is an internal document of the Bank that defines the key principles of the established remuneration system for members of the Supervisory Board, the form of remuneration, as well as the criteria and procedure for calculating remuneration payable, and the procedure for preparing, approving and disclosing the remuneration report.
- 1.2. The Policy has been developed in accordance with the requirements of applicable legislation, including the Laws of Ukraine “On Banks and Banking Activities” and “On Joint Stock Companies”, the Regulation on the Remuneration Policy in Banks approved by the Resolution of the Board of the National Bank of Ukraine dated 30 November 2020 No. 153 (hereinafter – Resolution No. 153), the Charter of JSC “ProCredit Bank”, as well as the Methodological Recommendations on Corporate Governance in Banks of Ukraine approved by the Resolution of the Board of the National Bank of Ukraine No. 814-rsh dated 03 December 2018.
- 1.3. This Policy applies to all members of the Bank’s Supervisory Board.
- 1.4. Information on the remuneration of Supervisory Board members is confidential and shall not be disclosed, except in cases provided for by Ukrainian law. Access to such information is granted to employees whose official duties are related to the processing of this information
- 1.5. Terms used in this Policy are applied in the meaning defined in Resolution No. 153.

2. Purpose and Principles of the Policy

- 2.1. This Policy has been developed with the aim of establishing a transparent remuneration system for members of the Supervisory Board (hereinafter also referred to as the Board) for their activities as Chairperson and members of the Supervisory Board, Chairpersons and members of Supervisory Board committees, and for the performance of their official duties.
- 2.2. In its activities, the Bank strives to adhere to the internal rules and principles established for all banks of the international ProCredit group managed by the parent company ProCredit Holding AG, mandatory regulatory requirements, and international best practices and standards.
- 2.3. Remuneration Policy is a system of approaches, principles and methods used by the Bank to make management decisions in the field of remuneration (compensation) of members of management bodies. For members of the Bank’s Supervisory Board, only fixed remuneration is applied; accordingly, the Bank does not apply variable remuneration (bonuses, incentives, etc.) based on performance and therefore does not make any payments in the event of dismissal until the effectiveness of activities, achievement of goals, and fulfilment of duties have been assessed. Civil law contracts of the Bank with members of the Supervisory Board do not provide for any elements of variable remuneration. It is worth noting that the members of the Supervisory Board adhere to the values shared by all banks within the international ProCredit group, are guided by common working principles, strive to contribute to its development, and are not solely focused on receiving material rewards.
- 2.4. The remuneration system in the Bank is aimed at ensuring effective corporate governance, risk management, alignment with strategic objectives, and promoting adherence to corporate values, including the Bank’s Code of Conduct (Ethics).
- 2.5. The Bank’s Remuneration Policy is aimed at ensuring sustainable development, aligns with the Bank’s strategy, supports the operation of a comprehensive, adequate and effective risk management system, and does not encourage the assumption of risks that exceed the Bank’s acceptable risk level.
- 2.6. The Policy and its implementation are based on the following principles:
 - 2.6.1. ensuring the Bank’s sustainable development;
 - 2.6.2. gender neutrality and equal pay for equal work or work of equal value;
 - 2.6.3. non-discrimination on the grounds of race, sex, gender, sexual orientation, age, health status, and other characteristics in accordance with the legislation of Ukraine.
- 2.7. The Bank does not apply the following practices:
 - 2.7.1. payment of variable remuneration, including for potential income (revenue) whose timing and probability of receipt are uncertain;

2.7.2. guaranteed variable remuneration that is not dependent on the Bank's financial performance or the achievement of objectives and fulfilment of duties.

2.8. The Policy is implemented taking into account the size and specific features of the Bank's activities, the nature and scope of banking and other financial services, the Bank's risk profile, compliance with / implementation of the Bank's strategy, business plan, budget, and risk appetite statement.

3. Key Principles of the Remuneration System for Members of the Bank's Supervisory Board

- 3.1.** The remuneration of Supervisory Board members shall be reasonably justified, shall not depend on the Bank's performance results, and shall not encourage the taking of risks exceeding the Bank's acceptable level of risk appetite.
- 3.2.** For the performance of their official duties, members of the Supervisory Board are entitled to receive remuneration, which is a monetary payment paid in accordance with the procedure provided for in the civil law contract concluded between a Supervisory Board member and the Bank regarding the exercise of the powers of a Supervisory Board member.
- 3.3.** The remuneration system for members of the Bank's Supervisory Board provides for the payment of fixed remuneration only, as well as non-monetary incentive measures in the form of a non-monetary incentive — liability insurance for members of the Bank's Supervisory Board — D&O insurance.
- 3.4.** Fixed remuneration means a predetermined amount of remuneration paid to Supervisory Board members for the performance of their duties, which is of a permanent nature throughout the entire period of their service on the Supervisory Board, corresponds to the role of a senior manager, the Bank's organizational structure, and the level of their qualifications, skills, experience, and responsibility. It does not encourage the taking of risks that are not acceptable under normal conditions and does not depend on the Bank's performance results. It is guaranteed and constitutes a fixed payment in the amount stipulated by the terms of the civil law agreement (contract) and may be revised by amending the agreement or in accordance with the requirements of applicable legislation of Ukraine.
- 3.5.** Fixed annual remuneration includes remuneration for:
- performance of the duties of a Supervisory Board member;
 - participation in the Supervisory Board committee(s);
 - performance of the duties of Chairperson of the Audit Committee and the Risk Management Committee.
- 3.6.** The remuneration period starts on the first business day following the approval of the appointment of a person as Chairperson or member of the Bank's Supervisory Board by the National Bank of Ukraine and is paid on an ongoing basis throughout the entire period of the member's performance of Supervisory Board functions.
- 3.7.** The remuneration system for members of the Bank's Supervisory Board does not provide for any variable remuneration components, monetary incentives, supplementary pension arrangements, early retirement benefits, severance payments or appointment payments, etc.
- 3.8.** Reimbursement of expenses incurred by a Supervisory Board member in connection with the performance of their duties is carried out in accordance with applicable legislation, agreements, and the Bank's internal documents and does not form part of fixed or variable remuneration.
- 3.9.** The amount and procedure for calculating remuneration are approved by the General Meeting of Shareholders (decision of the Sole Shareholder) of the Bank and are included in the terms of the civil law contract with each Supervisory Board member (where such an agreement is concluded on a paid basis).
- 3.10.** Civil law contracts for the exercise of the powers of a member of the Board also establish the rights, obligations, responsibilities of the parties, terms and conditions of remuneration, grounds for early termination and consequences of termination of such contracts, etc. and may be paid or unpaid.
- 3.11.** The term of civil law agreements with members of the Supervisory Board is established from the date of their conclusion (the commencement date) and remains valid for the duration of the Supervisory Board member's term of office, in accordance with the applicable legislation of Ukraine. Upon

termination of the powers of a member of the Supervisory Board, the contract concluded with the member shall be terminated at the same time.

- 3.12. On behalf of the Bank, civil law contracts with members of the Supervisory Board are signed by a person authorised by the General Meeting of Shareholders (by decision of the sole shareholder) of the Bank (Chairman of the Management Board of the Bank or Member of the Management Board) on the terms approved by the decision of the General Meeting (by decision of the sole shareholder).
- ~~3.13.~~ If a member of the Supervisory Board is a person related by employment with a direct shareholder (owner of direct significant participation) of the Bank, the fixed remuneration for such a member of the Board is not established and not paid by the Bank. During the period of exercising their powers as a member of the Supervisory Board, such person shall be granted remuneration in the form of a non-monetary incentive — liability insurance for members of the Bank's Supervisory Board — D&O insurance.
- 3.14. The remuneration of independent members of the Supervisory Board consists of a basic fixed amount approved by a decision of the Bank's highest governing body of the Bank and a non-cash incentive — liability insurance for members of the Supervisory Board — D&O insurance.
- 3.15. The remuneration of the members of the Board is paid by the Bank. The fixed remuneration is calculated based on the acts of services actually rendered, in accordance with the provisions of the concluded civil law contracts, and is payable to the member of the Supervisory Board at the end of the financial year during which the member performed their duties. If a member of the Supervisory Board begins or ceases to perform their duties as a member of the Supervisory Board and/or Supervisory Board committees during the financial year, the remuneration payable shall be calculated on a pro rata basis.
- 3.16. Remuneration of the Board members shall be paid to the current account of the respective Board member, the details of which shall be provided to the Bank in writing or by e-mail, by transferring funds in the amount specified in the civil law agreement and in accordance with clause 3.15 hereof, less all necessary taxes, fees and other mandatory payments in accordance with the applicable legislation of Ukraine.
- 3.17. If it is impossible to pay the fee within the specified period due to lack of necessary account details for the transfer of funds, the payment of the fee may be made within five (5) working days from the date of receipt of the necessary data.
- 3.18. In the event of a change in the procedure or frequency of payment of remuneration to an acting member of the Supervisory Board at their request, the Bank shall enter into a new or additional contract with such a member to the main civil law contract for the exercise of the powers of a member of the Board, concluded earlier.
- 3.19. Periodic independent external evaluation of the remuneration of members of the Supervisory Board on a permanent basis is not conducted, however, by decision of the general meeting of shareholders (sole shareholder) such an evaluation can be carried out.

4. Report on the Remuneration of Members of the Bank's Supervisory Board

- 4.1. The Bank shall annually prepare a report on the remuneration of the Board members in accordance with the requirements established by the applicable legislation of Ukraine, the Bank's Articles of Association, and this Policy.
- 4.2. The Report must contain information on:
 - 1) the amounts of remuneration accrued/paid for/in previous periods and/or should be paid to members of the Supervisory Board based on the results of the reporting financial year (broken down into fixed and variable components of remuneration, in cash and non-cash instruments);
 - 2) the terms of remuneration payments (actually paid amounts and deferred remuneration, with indication of deferral periods);
 - 3) a description of the non-cash instruments in which remuneration is to be paid to members of the Board;

- 4) any instances in which the Bank exercised its right to reduce / cancel / reclaim variable remuneration previously paid to members of the Board;
 - 5) violations of the terms of the Policy identified by the Bank (if any) and measures or decisions applied as a result of such violations;
 - 6) the actual attendance of a member of the Board at meetings of the Board and its committees of which they are a member, or the reasons for their absence;
 - 7) decisions that a member of the Bank's Board refused to make due to a conflict of interest that prevented him/her from fully performing their duties without prejudice to the interests of the Bank, its depositors, and shareholders;
 - 8) decisions on transactions with the Bank's related persons adopted with the support of a member of the Board of the Bank;
 - 9) untimely or inadequate performance of their obligations to the Bank by the Bank's related persons, the decision on transactions with which was adopted with the support of a member of the Board of the Bank;
 - 10) confirmed facts of unacceptable behaviour of a member of the Bank's Board (including those reported confidentially) and measures taken based on the results of an investigation, if such facts/measures have an impact on the payment of remuneration to the member of the Bank's Board;
 - 11) the presence / absence of justified grounds for the payment / deferral / reduction / return of variable remuneration of a member of the Board;
- 4.3. The Report must contain the following information regarding payments in cash and/or non-cash instruments (if any) made to members of the Board in the reporting financial year:
- 1) amounts of payments related to hiring/dismissal;
 - 2) the market value of rewards paid in the form of material incentives, in the event that the Bank made such payments.
- 4.4. The Report must contain the following information regarding remuneration in the form of participation by members of the Board in an additional pension benefit programme (if any) in the case of:
- 1) participation in a defined benefit plan — information on changes in planned benefits that occurred during the reporting financial year;
 - 2) participation in a defined contribution plan — information on contributions paid by the Bank on behalf of members of the Board during the reporting financial year.
- 4.5. The Report shall contain information on loans, credits or guarantees granted by the Bank to members of the Board during the reporting financial year (with indication of amounts and interest rates).
- 4.6. In the event of non-application of disclosure requirements or their absence or failure to disclose relevant information, the Report shall state the reasons for such non-application or non-disclosure.
- 4.7. The General Meeting of Shareholders of the Bank (sole shareholder) approves the Report on the remuneration of the members of the Board upon submission by the Board, following its prior review by the Supervisory Board's Remuneration and Nomination Committee.
- 4.8. The Bank publishes the Report on its website on the Internet within 15 working days from the date of its approval by the General Meeting of Shareholders (decision of the sole shareholder) with the possibility of its review.
- 4.9. The Bank shall include in its annual report information on the remuneration of the members of the Supervisory Board, as determined by this Policy.

5. Final Provisions

- 5.1. This Policy and any amendments thereto shall be approved by the General Meeting of Shareholders of the Bank (the Sole Shareholder) upon submission by the Supervisory Board, following their prior review by the Supervisory Board's Remuneration and Nomination Committee, and shall enter into force upon their approval, unless otherwise specified in the decision of the General Meeting of Shareholders of the Bank (the Sole Shareholder).
- 5.2. The issue of the appropriateness of amending this Policy is included in the agenda of each annual General Meeting of Shareholders or is considered by the Sole Shareholder on an annual basis and is formalised by a written decision, or is subject to consideration if there are proposals to amend the Policy.
- 5.3. In the event of proposals to amend this Policy, the Bank shall ensure that the Bank's shareholders are provided with a description of the proposed changes to the remuneration system compared to the previous year (period).
- 5.4. The Bank shall post this Remuneration Policy on its website within 15 business days from the date of its approval / amendment to ensure public access for review.
- 5.5. In case of any inconsistency between any part of this Policy and the applicable legislation of Ukraine, including regulations of the National Bank of Ukraine whether due to the adoption of new regulations or amendments to existing ones this Policy shall remain valid only to the extent that it does not contradict the applicable legislation of Ukraine. Until the relevant amendments to this Policy are made, the Bank's employees shall be guided in their work by the applicable laws of Ukraine.