

**Approved by the Supervisory Board
JSC "ProCredit Bank"
minutes of the meeting
dated July 26, 2023, №7**

REPORT ON THE REMUNERATION OF THE MANAGEMENT BOARD MEMBERS AND THE KEY FUNCTION HOLDERS OF JOINT STOCK COMPANY "PROCREDIT BANK" FOR 2022

1. INTRODUCTION

The report on the remuneration of the Management Board members and the key function holders of Joint Stock Company "ProCredit Bank" (hereinafter referred to as the Bank) for 2021 has been prepared in accordance with the requirements of Law of Ukraine No. 2121-III "On Banks and Banking" of December 7, 2000 (as amended), Law of Ukraine No. 2465-IX "On Joint Stock Companies" of July 27, 2022 (as amended), Regulation on the Bank's Remuneration Policy approved by Resolution of the Board of the National Bank of Ukraine No. 153 dated November 30, 2020, Methodological Recommendations on the Organization of Corporate Governance in Ukrainian Banks approved by the Board of the National Bank of Ukraine No. 814-рш dated December 3, 2018 (as amended), the Bank's Charter, as well as the Regulations on the Management Board Members and Key Function Holders Remuneration of JSC "ProCredit Bank" approved by the Supervisory Board (minutes of 28.12.2021, w/n) (hereinafter - the Remuneration Regulations).

The Bank does not provide for a variable component of remuneration, therefore, the report does not contain information on the performance evaluation criteria, based on the results of which variable remuneration was accrued, as well as on the presence/absence of reasonable grounds for payment/delay/reduction/refund of variable remuneration to a member of the Management Board, a key function holder (including the facts of the Bank's use of the right to refund variable remuneration previously paid to members of the Management Board, the key function holders).

The Supervisory Board of the Bank (Minutes No. 20 dated February 15, 2022) decided to pay a variable remuneration for diligent work and excellent performance to all employees of the Bank, including members of the Management Board and key function holders of the Bank.

During the reporting period, there were no cases of decision-making refusal by the members of the Bank's Management Board on the grounds of a conflict of interest that prevents them from fully fulfilling their duties without prejudice to the interests of the Bank, its depositors and shareholders. The decision on providing loans to the Bank's related parties was made with the support of the Management Board members. There are no cases of untimely or improper fulfillment of obligations to the Bank by the Bank's related parties, the decisions on transactions with which were made with the support of the Bank's Management Board members, or cases of reporting by the Bank's Management Board members of a real or potential conflict of interest.

During the reporting period, there were no cases of decision-making refusal by the Bank's key function holders on the grounds of a conflict of interest that prevents them from fully fulfilling their duties without prejudice to the interests of the Bank, its depositors and shareholders. There were no cases of reporting by the Bank's key function holders of real or potential conflicts of interest.

2. REPORT ON THE REMUNERATION OF MEMBERS OF THE MANAGEMENT BOARD OF PROCREDIT BANK FOR 2022

The composition of the Management Board of the Bank is provided in the respective section of the Bank's official website, there were no changes in the composition of the Management Board during the reporting period.

№	The list of information in accordance with the Remuneration Regulations	Information on the remuneration of the members of the Management Board
1.	The amount of remuneration that have been and/or are to be paid to the members of the Management Board based on the results of the reporting financial year, in thousands of UAH	11 284 There are no deferred remunerations to the members of the Management Board based on the results of the reporting year.
2.	Terms of actual payment of remuneration, their compliance with the Remuneration Regulations	<p>The actual payment of remuneration was made on a monthly basis within the timeframe provided for the payment of a fixed base salary, namely</p> <ul style="list-style-type: none"> - on the 15th day of each month - for the first half of the month; - on the last business day of the month - for the second half of the month. <p>If the day of payment of remuneration coincided with a day off, holiday or non-working day, such remuneration was paid no later than the business day preceding the day off, holiday or non-working day.</p> <p>There was no violation of the terms of actual payment of remuneration provided for in the Remuneration Regulations.</p>
3.	Full description of the structure of all components of remuneration paid to the members of the Management Board	<p>The monetary remuneration of the Management Board members includes a fixed base remuneration (salary), which was paid during the reporting period; reimbursement of expenses incurred in connection with the performance of official duties, as well as non-monetary incentives, such as: partial payment by the Bank of the cost of voluntary medical insurance of the Management Board members and/or partial payment by the Bank of the cost of voluntary medical insurance of the family members of the respective Management Board member; use of a company car during working and non-working hours; insurance of liability for members of the Management Board of the Bank – D&O insurance; possibility to acquire a stake in the capital of ProCredit Staff Invest.</p> <p>In the reporting period, by a separate decision of the Supervisory Board, variable remuneration was paid for diligent work and excellent performance of official duties.</p> <p>The Bank's remuneration system does not provide for</p>

		the establishment and payment of additional pension benefits, remuneration in case of early retirement, etc.
4.	Participants in the introduction of the remuneration system	The Bank did not establish a remuneration committee; no external consultants were involved in the introduction of the remuneration system. The remuneration of the Management Board members is the competence of the Bank's Supervisory Board, which includes representatives of the shareholder.
5.	The incentive program	The incentive program provides for the following non-monetary incentives, such as: - partial payment by the Bank of the cost of voluntary medical insurance of the Management Board members and/or partial payment by the Bank of the cost of voluntary medical insurance of the family members of the respective Management Board member; - use of a company car during working and non-working hours; - insurance of liability for members of the Management Board of the Bank – D&O insurance; - possibility to acquire a stake in the capital of ProCredit Staff Invest; The Bank does not have any additional pension programs.
6.	Deviations of the amounts of actual payments from the amounts to be paid in accordance with the Remuneration Regulations, as well as an explanation of the reasons for such deviation and specific elements of the Remuneration Regulations in respect of which the deviation occurred, if such deviations occurred during the reporting year	There were no deviations between the amounts of actual payments and the amounts payable in accordance with the Remuneration Regulations
7.	Violations of the terms of the Remuneration Regulations identified by the Bank (if any) and measures or decisions taken as a result of such violations	No violations of the terms of the Remuneration Regulations were identified
8.	Actual attendance of members of the Management Board at meetings of the Management Board and its committees of which such member is a member, or reasons for his/her absence	Viktor Ponomarenko, General Manager of the Management Board, attended the following meetings: Management Board (25 out of 25), Assets and Liabilities Committee (28 out of 29), Risk Management Committee (14 out of 14), Credit and Provisioning Committee (11 out of 12).

		<p>Oleksandr Povshednyi, Deputy General Manager of the Management Board, attended the following meetings: Management Board (24 out of 25), Assets and Liabilities Committee (24 out of 29), Risk Management Committee (8 out of 14).</p> <p>Valerii Smolinskyi, Member of the Management Board, Chief Accountant, attended the following meetings: Management Board (33 out of 34). Cases of absence of the Management Board members during the reporting year at the said meetings of collegial bodies were related to their vacation or other urgent work tasks.</p>
9.	Confirmed facts of inappropriate behaviour of the Bank's Management Board members (including those reported in confidence)	No facts of inappropriate behavior were found.
10.	Total amount of funds paid by the Bank in the reporting financial year, in thousands of UAH	11 284
11.	Payment of fixed remuneration in a predetermined amount, which is a fixed base salary, in thousands of UAH	10 835
12.	The amount of funds paid by the Bank as additional remuneration for performance of work outside the usual functions	119
13.	Amount of severance pay	Not paid
14.	Estimated value of remuneration provided in non-monetary form, in case of their implementation by the Bank, in thousands of UAH	330
15.	Information on loans, credits or guarantees granted by the Bank to the members of the Management Board during the reporting financial year (with amounts and interest rates)	No loans, credits or guarantees were provided

3. REPORT ON THE KEY FUNCTION HOLDERS REMUNERATION FOR 2022

The list of the Bank's influential persons during the reporting period was determined in accordance with subpara. 3¹ clause 2 of Regulation No. 153:

No	The list of information in accordance with the Remuneration Regulations	Information on the remuneration of the key function holders
1.	The amount of remuneration that have been and/or are to be paid to the to the key function holders based on the results of the reporting financial year, in thousands of UAH	<p>5 989</p> <p>There are no deferred remunerations the key function holders based on the results of the reporting year</p>

2.	Terms of actual payment of remuneration, their compliance with the Remuneration Regulations	<p>The actual payment of remuneration was made on a monthly basis within the timeframe provided for the payment of a fixed base salary, namely</p> <ul style="list-style-type: none"> - on the 15th day of each month - for the first half of the month; - on the last business day of the month - for the second half of the month. <p>If the day of payment of remuneration coincided with a day off, holiday or non-working day, such remuneration was paid no later than the business day preceding the day off, holiday or non-working day.</p> <p>There was no violation of the terms of actual payment of remuneration provided for in the Remuneration Regulations</p>
3.	A full description of the structure of all components of remuneration paid to the key function holders	<p>The remuneration of the key function holders includes a fixed base remuneration (salary), which was paid during the reporting period, reimbursement of expenses incurred in connection with the performance of official duties, as well as non-monetary incentives, such as: partial payment by the Bank of the cost of voluntary medical insurance of the key function holders and/or partial payment by the Bank of the cost of voluntary medical insurance of the family members of the respective key function holder; use of a company car during working and non-working hours; possibility to acquire a stake in the capital of ProCredit Staff Invest.</p> <p>In the reporting period, by a separate decision of the Supervisory Board, variable remuneration was paid for diligent work and excellent performance of official duties.</p> <p>The Bank's remuneration system does not provide for the establishment and payment of additional pension benefits, remuneration in case of early retirement, etc.</p>
4.	Participants in the introduction of the remuneration system	<p>The Bank did not establish a Remuneration Committee; no external consultants were involved in the introduction of the remuneration system.</p> <p>The remuneration of the key function holders is the competence of the Bank's Supervisory Board, which includes representatives of the shareholder</p>
5.	Incentive program	<p>The incentive program provides for the following non-monetary incentives, such as:</p> <ul style="list-style-type: none"> - partial payment by the Bank of the cost of voluntary medical insurance of the key function holders and/or partial payment by the Bank of the cost of voluntary medical insurance of the family members of the respective key function holder; - use of a company car during working and non-working hours; - possibility to acquire a stake in the capital of ProCredit

		Staff Invest. The Bank does not have any additional pension programs
6.	Deviations of the amounts of actual payments from the amounts to be paid in accordance with the Remuneration Regulations, as well as an explanation of the reasons for such deviation and specific elements of the Remuneration Regulations in respect of which the deviation occurred, if such deviations occurred during the reporting year	There were no deviations between the amounts of actual payments and the amounts payable in accordance with the Remuneration Regulations
7.	Violations of the terms of the Remuneration Regulations identified by the Bank (if any) and measures or decisions taken as a result of such violations	No violations of the terms of the Remuneration Regulations were found
8.	Confirmed facts of inappropriate behaviour of the Bank's key function holders (including those reported in confidence)	No facts of inappropriate behavior were found
9.	Total amount of funds paid by the Bank in the reporting financial year, in thousands of UAH	5 989
10.	Payment of fixed remuneration in a predetermined amount, which is a fixed base salary, in thousands of UAH	5 707
11.	The amount of funds paid by the Bank as additional remuneration for performance of work outside the usual functions	159
12.	Amount of severance pay	Not paid
13.	Estimated value of remuneration provided in non-monetary form, in case of their implementation by the Bank, in thousands of UAH	123
14.	Information on loans, credits or guarantees granted by the Bank to the key function holders during the reporting financial year (with amounts and interest rates)	No loans, credits or guarantees were provided

Kyiv, Ukraine, July 26, 2023

General Manager of the Management Board

JSC "ProCredit Bank"

Viktor PONOMARENKO