

REPORT OF THE REMUNERATION AND NOMINATION COMMITTEE OF THE SUPERVISORY BOARD FOR 2024

INTRODUCTION

The Remuneration and Nomination Committee of the Supervisory Board (the "RNC") was established by the decision of the Supervisory Board of the Bank dated 30.09.2024 (the Minutes No. 19_24).

According to the RNC 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 particular reference to nomination, suitability assessment and remuneration.

THE RNC KEY RESPONSIBILITIES

As prescribed by the RNC Charter **in part of the responsibilities** the RNC constitutes an organizational method through which the Bank's Supervisory Board increases the effectiveness of its strategic supervision functions **in relation to the appointments** in the Bank's Management Board, and of the other Officers whose appointment falls within the competence of the Supervisory Board, including the Heads of Control Functions. The Committee also supports the Supervisory Board in decisions **regarding remuneration** of the Bank's Management Board, Heads of Control Functions and of the other employees/officers whose remuneration falls within the competence of the Supervisory Board as well as for those which have implications for the Bank's risk exposure and risk management and not included in the previous clusters and in guaranteeing the compliance with the relevant legislation, the Bank's Remuneration and Incentive Policies (hereinafter, "the Remuneration Policy"), Intesa Sanpaolo Group Remuneration and Incentive Policies, and other relevant internal act governing the remuneration of employees.

THE RNC COMPOSITION

The composition of the RNC is **aligned with the requirements of the RNC Charter**. The RNC shall consist of at least **3 (three) members** and all of them shall be members of the Supervisory Board, out of which **1 (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.

The composition of the RNC was approved by the Supervisory Board by its decision dated 30.09.2024 (the Minutes No. 19_24).

As of 31.12.2024 **the composition** of the RNC was as follows:

Chairperson

- Ms. Laura Febbraro (independent)

Members:

- Ms. Daniela Blandino
- Mr. Silvio Pedrazzi

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THE RNC MEETINGS HELD IN 2024

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)	
Remuneration & Nomination Committee	3	2	1	-	67%/33%

Since the RNC was established in the second half of 2024, no regular meetings were scheduled for the reporting period. However, in accordance with the approved RNC Charter, **meetings and polling were convened when it was necessary to assess proposals prior to consideration by the Supervisory Board.**

During the reporting period, the Committee held a total of three (3) sessions:

- **Two (2) meetings** conducted via videoconference with the direct participation of the Committee Members.
- **One (1) polling** organized remotely to ensure operational efficiency and timely decision-making.

The Chairperson presided over the meetings, set the agendas, ensured adherence to them, oversaw the timely distribution of relevant materials to Committee Members, and ensured that minutes of meetings were properly recorded and maintained.

THE RNC MEMBERS ATTENDANCE OF THE RNC MEETINGS IN 2024

RNC member	Attendance ratio
Ms. Laura Febbraro	3/3 (100%)
Ms. Daniela Blandino	3/3 (100%)
Mr. Silvio Pedrazzi	3/3 (100%)
Average ratio	100%

Based on the results of attendance assessment it should be concluded that the regular record of **attendance** as per meetings is **high, average - 100% that evidences the high involvement of the RNC members in the activity of the RNC.**

THE RNC KEY ACTIVITIES IN 2024

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

- *Review of the Remuneration and Incentive Policies;*
- *Assessment of Labour contract of the MB Member;*
- *Report on the verification of compliance with the eligibility requirements of the Chairman and Members of the Supervisory Board, and independence requirements (for the independent Members of the Supervisory Board), the Chairman and Members of the Management Board, Head of the Internal Audit Department, CRO -*

*Head of the Risk Management Department, Chief Accountant and AML Officer,
CCO - Head of Compliance and AML Department;*

- Welfare Subsidy for the Heads of Control Functions and Employees of the Internal Audit Department.*

EFFECTIVENESS OF THE PROCEDURES AND METHODS USED BY THE RNC

Throughout the reporting period, the RNC adhered to the methods and procedures set forth in its Charter, enabling the effective organization and execution of its delegated responsibilities.

To ensure the quality and comprehensiveness of its work, the Chairperson and Committee Members maintained active collaboration 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 cooperation facilitated thorough preparation and informed decision-making on matters within the Committee's remit.

CONCLUSION

Looking ahead, the Committee intends to continue fulfilling its assigned functions in full alignment with applicable legislative acts and the provisions of the RNC Charter. The Committee remains committed to delivering effective support to the Supervisory Board in matters of nomination and remuneration, thereby contributing to the Bank's strong governance framework.

On behalf of the Committee,

Ms. Laura Febbraro

Chairperson of the Remuneration and Nomination Committee

April 2025