



APPROVED

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PJSC "UFHC"
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**REGULATION
ON THE NOMINATION AND
REMUNERATION COMMITTEE OF
PRIVATE JOINT STOCK COMPANY
"UKRAINIAN FINANCIAL HOUSING COMPANY"**

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1. GENERAL

1.1. This Regulation on the Nomination and Remuneration Committee of the Supervisory Board of PRIVATE JOINT STOCK COMPANY “UKRAINIAN FINANCIAL HOUSING COMPANY” (“Regulation”) was developed in accordance with the Law of Ukraine “On Joint Stock Companies” (as amended), Law of Ukraine “On Management of State-Owned Property” (as amended), the Articles of Association of PRIVATE JOINT STOCK COMPANY “UKRAINIAN FINANCIAL HOUSING COMPANY”, the Regulation on the Supervisory Board of PRIVATE JOINT STOCK COMPANY “UKRAINIAN FINANCIAL HOUSING COMPANY” (hereinafter, “Company” or PJSC “UFHC”), and other statutory documents governing the Company’s activities.

1.2. This Regulation defines the status, objectives and functions of the Nomination and Remuneration Committee of the Supervisory Board of PJSC “UFHC” (“Committee”), the procedure for the formation and termination of powers, rights and obligations of its members, the procedure for organizing its work and decision-making by the Committee, as well as the interaction procedure between the Committee and the Supervisory Board and other bodies of the Company.

1.3. In its activities the Committee is accountable to the Supervisory Board of the Company.

2. PURPOSE OF FORMATION, COMPETENCE, FUNCTIONS, AND POWERS OF THE COMMITTEE

2.1. The Committee is established for the purpose of preliminary review and preparation for consideration by the Supervisory Board of the Company of matters related to the formation of personnel policy for the selection of highly qualified executives of the Company; development of principles and criteria for determining remuneration and compensation payable to executives and other persons performing managerial functions; and development of a transparent system of their motivation.

2.2. The following issues shall fall within the **competence** of the Committee:

2.2.1. In the field of nominations:

- 1) Development and periodic review of the Company’s nominations policy (internal regulation)
- 2) Identification and recommendation for approval by the Supervisory Board of candidates for vacant positions in the executive body and, in cases provided for by the Company’s Articles of Association or internal documents, for other vacant positions
- 3) Periodic assessment of the structure, size, composition, and performance of the executive body, and submission of recommendations to the Supervisory Board regarding any changes
- 4) Periodic assessment of members of the Supervisory Board and the executive body for compliance with qualification requirements and reporting to the Supervisory Board on such matters, as well as assessment of the collective suitability of the Management Board and Supervisory Board in relation to the Company’s size, complexity, scope, types and nature of operations, organizational structure, and risk profile, taking into account the specific nature of the Company’s activities
- 5) Development of succession plans for the positions of the Chairman and members of the Supervisory Board, and submission of proposals to shareholders, if provided for by the Company’s internal documents, regarding candidates for membership in the Supervisory Board
- 6) Development of a succession plan for positions within the executive body, and ensuring that the executive body has an appropriate succession plan for other persons performing managerial functions

within the Company

7) Provision of recommendations to the Supervisory Board regarding the composition of each of its committees, as well as periodic rotation of Supervisory Board members among committees

8) Development and submission to the Supervisory Board for approval of the Company's Code of Corporate Ethics, which, in particular, regulates conflicts of interest, confidentiality, fair business conduct, protection and proper use of the Company's assets, compliance with legislation and internal regulations, as well as the obligation to inform the Supervisory Board of any known violations of legal requirements or ethical standards

9) Ensuring the implementation of orientation and training programs for members of the Supervisory Board and the executive body to enable them to effectively perform their duties within the Company's corporate governance model

10) Preliminary selection, qualification approval, and preparation of recommendations for the Supervisory Board regarding the appointment of people whose appointment falls within the competence of the Supervisory Board

11) Conducting an annual assessment of the effectiveness of the executive body and the Supervisory Board (including assessment of the structure, size, and composition of the collegial body) and providing recommendations to the Supervisory Board on measures to improve the performance of the Supervisory Board and the executive body.

2.2.2. In the field of remunerations:

1) Development and periodic review of the Company's remuneration policy (internal regulation)

2) Submission of proposals to the shareholder, if provided for by the Company's internal documents, regarding the remuneration of Supervisory Board members

3) Submission of proposals to the Supervisory Board regarding the remuneration of members of the executive body. Such proposals shall cover all forms of remuneration, including fixed remuneration, performance-based (variable) remuneration, supplementary pension arrangements or early retirement schemes, and severance payments

4) Submission of proposals to the Supervisory Board regarding individual remuneration awarded to members of the executive body, ensuring consistency with the Company's remuneration policy and alignment with performance assessment

5) Submission of proposals to the Supervisory Board regarding the form and essential terms of agreements and contracts to be concluded between the Company and members of the executive body

6) Submission of proposals to the Supervisory Board regarding KPIs for the Chairman and members of the executive body, as well as criteria and procedures for periodic performance assessment

7) Preliminary review of information on the achievement of established KPIs by members of the executive body and submission of relevant information to the Supervisory Board for reporting to the General Meeting in accordance with the Company's Articles of Association

8) Preliminary review of information on the achievement of established KPIs by members of the Supervisory Board and submission of relevant information to the Supervisory Board for further review by the General Meeting of Shareholders of the Company

9) Provision of general recommendations to the executive body regarding the level and structure of remuneration for persons subordinated to the executive body who perform managerial functions

10) Monitoring of the level and structure of remuneration for persons subordinated to the executive body who perform managerial functions, based on reliable information provided by the executive body

11) Assessment of performance effectiveness and determination of motivation and remuneration conditions for persons directly subordinated to the Supervisory Board

12) Submission of proposals to the Supervisory Board regarding the remuneration of the Chief Risk Officer, Chief Compliance Officer, Head of Anti-Corruption Unit, Head of Internal Audit Unit, Corporate Secretary, and other persons directly subordinated to the Supervisory Board, including variable remuneration

13) Submission of proposals to the Supervisory Board regarding the KPIs, key objectives and tasks for the Chief Risk Officer, Chief Compliance Officer, Head of Anti-Corruption Unit, Head of Internal Audit Unit, Corporate Secretary, and other persons directly subordinated to the Supervisory Board

14) Preparation and preliminary review of the report on remuneration of Supervisory Board members and the report on remuneration of executive body members, followed by submission of such reports to the Supervisory Board for preliminary consideration and for approval by the General Meeting of Shareholders of the Company.

3. RIGHTS AND OBLIGATIONS OF THE COMMITTEE AND ITS MEMBERS

3.1. For the purpose of performing their functions the Committee and its members shall have the right to:

1) Request, within their competence, documents, reports, explanations and other information from the members of the Supervisory Board, Management Board, other committees established in the Company, the Internal Audit Unit, heads of other control units, the Corporate Secretary, and other employees of the Company

2) Invite the members of the Supervisory Board, the Management Board of the Company, including the Chief Risk Officer (CRO), Chief Compliance Officer (CCO), Head of Anti-Corruption Unit, Head of Internal Audit Unit, and other persons to their meetings or to review a certain issue, if necessary, without the right to vote

3) Use the services of external experts and consultants in the prescribed manner and within the limits of costs provided for in the Company's budget for the current year;

4) Participate in control and audit of the fulfillment of decisions and instructions of the Supervisory Board within the scope of assigned powers;

5) Develop and submit proposals for amendments and supplements to this Regulation;

6) Develop and submit to the Supervisory Board for approval draft documents related to the Committee's activities;

7) Request that a meeting of the Committee be convened, and propose matters on the agenda of the Committee meeting;

- 8) Request the dissenting written opinion be included in the minutes of the Committee meeting;
- 9) Terminate their powers ahead of time by sending a respective application to the Chairman of the Supervisory Board and the Chairman of the Committee;
- 10) Enjoy other rights necessary for exercising their powers.

For the purpose of enhancing the effectiveness of the Supervisory Board's activities, the Committee shall also have the right to make recommendations to the Supervisory Board on any matters within the Committee's competence that it deems appropriate.

3.2. The Committee and its members shall:

- 1) Perform their duties honestly and in good faith in accordance with this Regulation and in the best interests of the shareholder and the Company as a whole
- 2) Devote sufficient time to the effective discharge of their responsibilities
- 3) Participate in the Committee's work and attend its meetings
- 4) Report to the Supervisory Board on the results of their activities at least once every six months
- 5) Maintain the confidentiality of information obtained in the course of the Committee's activities. When handling restricted information, ensure compliance with the procedures for the use and disclosure of such information established by the laws of Ukraine
- 6) Inform the Supervisory Board of the Company of any changes affecting their status as an independent director or of any conflict of interest arising in connection with decisions to be considered by the Committee.

4. COMPOSITION AND FORMATION OF THE COMMITTEE

4.1. The election of the Chairman and members of the Committee, as well as the early termination of their powers, shall fall within the competence of the Company's Supervisory Board. The Committee shall be formed from among members of the Supervisory Board who possess the necessary professional knowledge to work in the Committee.

A decision on the establishment or dissolution of the Committee shall be adopted by a majority vote of the Supervisory Board members participating in the meeting and entitled to vote. In the event of a tie vote, the Chairman of the Supervisory Board shall have a casting vote.

4.2. The Committee shall consist of at least three members, the majority of whom shall be independent directors. The Chairman of the Committee shall be elected from among the independent directors. The Chairman of the Committee may not simultaneously serve as the Chairman of the Supervisory Board or as the chairman of another committee of the Supervisory Board.

4.3. The Chairman and members of the Committee shall be elected by the Supervisory Board of the Company by a simple majority vote.

4.4. The Chairman and members of the Management Board, as well as employees of the Company, may not be members of the Committee. Members of the Management Board and employees of the Company may attend Committee meetings as invitees.

4.5. The term of office of the Committee members shall coincide with the term of their powers as

members of the Company's Supervisory Board.

4.6. Members of the Committee may be re-elected an unlimited number of times. When considering the re-election of Committee members, the Supervisory Board shall assess the appropriateness of replacing or rotating the Chairman and members of the Committee.

4.7. The Committee may be dissolved prior to the expiration of its term by a decision of the Supervisory Board of the Company.

4.8. The powers of a Committee member shall terminate early in the following cases:

4.8.1. upon resignation at the member's own initiative, provided that the Chairman of the Supervisory Board and the Chairman of the Committee are notified in writing by submitting a written resignation notice at least two weeks in advance;

4.8.2. upon termination of the member's powers as a member of the Supervisory Board in the cases provided for by the Company's Articles of Association and the laws of Ukraine;

4.8.3. upon adoption by the Supervisory Board of a decision on the early termination of the powers of the Committee member.

4.9. The Committee shall have the authority to adopt resolutions if the number of members whose powers remain valid constitutes more than one-half of the Committee's composition as elected by the Supervisory Board.

5. CHAIRMAN OF THE COMMITTEE

5.1. The Chairman of the Committee shall organize work of the chaired Committee, specifically:

- 1) Convene meetings of the Committee, determine the form and method of holding meetings, date and time of meetings, and chair them
- 2) Approve the agenda of Committee meetings
- 3) Organize the keeping of minutes at meetings of the Committee
- 4) Organize discussion of the agenda items at meetings of the Committee, listen to the opinion of invitees
- 5) Interact with the Supervisory Board members and Management Board members of the Company, structural units of the Company in order to obtain most complete and accurate information necessary for making decisions by the Committee and to ensure their effective interaction with the Supervisory Board
- 6) Allocate responsibilities between Committee members, give instructions to them and the secretary of the Committee related to studying and preparing issues for review at the Committee meeting
- 7) Support and coordinate work on the implementation of Committee decisions
- 8) Control the implementation of decisions and instructions given to the Committee.

6. SECRETARY OF THE COMMITTEE

6.1. The functions of the Committee secretary shall be performed by the Company's Corporate Secretary or, in the absence of the Corporate Secretary, by a person appointed by a resolution of the Committee. The Committee secretary shall not be a member of the Committee and shall perform organizational and administrative functions, as well as ensure the resolution of procedural matters relating to the Committee's activities and its interaction with other bodies of the Company.

6.2. The Committee Secretary shall ensure:

- 1) Preparation for and organization of Committee meetings
- 2) Collection and systematization of materials for Committee meetings
- 3) Timely delivery to Committee members and invitees of notices of Committee meetings, meeting agendas, and materials relating to agenda items
- 4) Recording of minutes and maintenance of documentation relating to the Committee's activities, including minutes of meetings and Committee decisions
- 5) Preparation of minutes and extracts from the minutes of Committee meetings, arranging their execution by the Committee members present at the meeting, and communicating the Committee's decisions to the heads of units responsible for implementing such decisions
- 6) Analysis of assignments and instructions of the Supervisory Board falling within the Committee's competence
- 7) Performance of other functions as assigned by the Chairman or other members of the Committee.

7. PROCEDURE FOR HOLDING COMMITTEE MEETINGS AND ADOPTING DECISIONS

7.1. Committee meetings shall be convened as necessary, but at least twice a year.

7.2. Committee meetings shall be convened by the Chairman of the Committee on their own initiative, or at the request of the Supervisory Board or the Management Board of the Company.

7.3. A Committee meeting may be held in the form of a meeting attended by Committee members in person at a designated location for discussion and voting on agenda items (including through electronic means of communication, such as video or audio conferencing), or by absentee voting (poll).

7.4. Members of the Supervisory Board who are not members of the Committee, the Chairman and members of the Management Board, as well as the Chief Risk Officer (CRO), Chief Compliance Officer (CCO), Head of Anti-Corruption Unit, Head of Internal Audit Unit, and other employees of the Company may be invited to attend Committee meetings. Where necessary, experts and consultants possessing the requisite professional expertise may also be engaged in the Committee's work.

7.5. The agenda of a Committee meeting shall be determined by the Chairman of the Committee. Any Committee member may propose the inclusion of additional matters relating to the Committee's functions in the agenda. By mutual agreement of the Committee members, the agenda may be amended or supplemented. Where necessary, the Committee may decide, by a majority vote of its members, not to consider matters included in the current agenda and instead prioritize consideration of other matters deemed more urgent.

7.6. If a Committee member has a personal interest in a matter included in the agenda (conflict of interest), such member shall disclose this information at the Committee meeting.

7.7. Notification of Committee members and invited persons regarding a Committee meeting, together with the distribution of all necessary materials in Ukrainian and English, shall be made by the Committee secretary no later than two (2) business days prior to the meeting date, using the communication method agreed by the Committee members.

7.8. A Committee meeting shall constitute a quorum if attended by at least two thirds of the Committee members.

7.9. Committee meetings shall be chaired by the Chairman of the Committee or, in their absence, by a Committee member elected from among those present at the meeting.

7.10. The meeting shall be conducted by the Chairman. During the meeting, the opinions of Committee members and invitees regarding agenda items shall be heard.

7.11. Decisions of the Committee at the meeting held in the form of joint attendance shall be adopted in open voting.

7.12. During a meeting held by poll, a specific proposed decision on an agenda item shall be submitted for consideration and voting. The Committee secretary shall send to the Committee members, by electronic means, a draft minutes of such meeting together with the relevant supporting materials.

A Committee member may express a dissenting opinion, which shall be included in the minutes, and may propose amendments to the draft decision on the agenda item. In such case, the amended draft decision shall be resubmitted to the Committee members for voting.

7.13. To facilitate the efficient operation of the Committee, including the execution of Committee minutes, an electronic document management system using electronic digital signatures of Committee members may be implemented.

7.14. All Committee decisions shall be adopted by a majority vote of the members participating in the meeting, calculated from the total composition of the Committee. Each Committee member shall have one vote.

The Chairman of the Committee (or the Committee member chairing the meeting) shall have a casting vote in the event of a tie.

7.15. The Supervisory Board of the Company shall adopt decisions on matters preliminarily prepared by the Committee on the basis and within the scope of the Committee's proposals.

7.16. A Committee recommendation in the form of a draft Supervisory Board resolution shall be submitted to the Chairman of the Supervisory Board and included by the Corporate Secretary in the agenda of the next regular or extraordinary meeting of the Supervisory Board.

7.17. The Supervisory Board may adopt a reasoned decision rejecting a draft resolution proposed by the Committee. In such case, the matter shall be referred back to the Committee for reconsideration.

7.18. Committee decisions shall be documented in minutes prepared by the Committee secretary within five (5) business days following the meeting. The draft minutes shall be circulated to and agreed by all Committee members who attended the meeting. The minutes shall be signed by the Chairman of the Committee and the Committee Secretary.

The minutes shall be prepared in English and Ukrainian languages, both texts being equally effective and valid. In the event of any discrepancies, the Ukrainian text shall prevail.

The minutes of a Committee meeting shall contain:

- 1) the date, place, and time of the meeting;
- 2) a list of Committee members participating in the meeting and a list of invitees;

- 3) information regarding the quorum;
- 4) the agenda;
- 5) identification of the presenter and a summary of each presentation on agenda items;
- 6) opinions expressed by Committee members regarding the matters discussed;
- 7) any dissenting opinion of a Committee member, where applicable;
- 8) the results of the roll-call vote and the decisions adopted on the matters considered, together with the proposed draft Supervisory Board decision;
- 9) the substance of the decisions adopted, instructions issued, deadlines for implementation, and the units (employees) responsible for implementation.

7.19. The Committee's minutes and all materials relating to the Committee's activities shall be maintained by the Committee secretary, who shall ensure access to such minutes and materials for all Committee members and members of the Supervisory Board. Such documentation shall be used by the Supervisory Board in assessing the effectiveness of the Committee's performance.

8. REPORTING PROCEDURE OF THE COMMITTEE

8.1. The Committee shall submit to the Supervisory Board of the Company a report on its performance results at least once a year.

8.2. The information on the Committee's activities included in such report shall contain information on the Committee's composition, the number of Committee meetings held, its principal activities, as well as information on the implementation of the Committee's decisions.

8.3. Upon the instruction of the Supervisory Board, the report may also include other information.

8.4. The Chairman of the Committee shall organize the preparation of information on the Committee's performance for inclusion in the Supervisory Board's report and the Company's annual report.

9. DOCUMENT REVISION PROCEDURE

9.1. This Regulation shall be reviewed and updated as necessary, but at least once every three years. The Chairman of the Committee shall be responsible for such review and update.

9.2. This Regulation shall enter into force upon its approval by the Supervisory Board of the Company.

Any amendments and supplements to this Regulation shall be approved by the Supervisory Board of the Company and formalized by adopting a new version of the Regulation.

Adoption of the restated Regulation shall automatically invalidate its previous revision.

9.3. If any part of this Regulation does not conform to the legislation of Ukraine, including in connection with the adoption of new regulatory legal acts of Ukraine, the Regulation shall remain in force to the extent it is not in conflict with the current legislation of Ukraine.