

**Report  
of the Nomination and Remuneration Committee  
of the Supervisory Board of JSC "Ukrposhta"  
on the results of activities in the period  
from January 1, 2025 to December 31, 2025  
(for 2025)**

**I. The composition of the Nomination and Remuneration Committee of the Supervisory Board of JSC "Ukrposhta" in the reporting period:**

1. Carroll Gary John – Chairman of the Committee, independent member of the Supervisory Board;
2. Yarema Oleksandr Yosypovych – Deputy Chairman of the Committee, member of the Supervisory Board - representative of the state;
3. Mitiukov Ihor Oleksandrovych - member of the committee, independent member of the Supervisory Board, Chairman of the Supervisory Board.

The Nomination and Remuneration Committee is a mandatory permanent Committee, established in accordance with the decision of the Supervisory Board of the Company dated 14.12.2018 (minutes No. 1) (with amendments and supplements) in the above composition, carried out its activities in accordance with the Regulations on the Supervisory Board of the Company, approved by the Order of the Ministry of Development of Communities and Territories of Ukraine dated 10.12.2025 No. 1718, the Regulations on the Nomination and Remuneration Committee, approved by the decision of the Supervisory Board dated 30.05.2022 (minutes No. 5) and the Law of Ukraine "On Joint-Stock Companies".

During the reporting period, the following changes occurred in the personal composition of the Committee:

I. Composition of the Nomination and Remuneration Committee of the Supervisory Board of JSC "Ukrposhta" from 01.01.2025 to 19.03.2025, approved by the decision of the Supervisory Board dated 27.11.2024 (Minutes No. 12):

1. Carroll Gary John - Chairman of the Committee, independent member of the Supervisory Board;
2. Abdrasilov Rinat - Deputy Chairman of the Committee, independent member of the Supervisory Board;
3. Malynska Olena Oleksandrivna, independent member of the Supervisory Board;
4. Tkachenko Tymur Firuddinovych, member of the Supervisory Board - representative of the state.

II. Composition of the Nomination and Remuneration Committee of the Supervisory Board of JSC "Ukrposhta" from 20.03.2025 to 29.05.2025, changes made by the decision of the Supervisory Board dated 20.03.2025 (Minutes No. 3):

1. Carroll Gary John - Chairman of the Committee, independent member of the

Supervisory Board;

2. Abdrasilov Rinat - Deputy Chairman of the Committee, independent member of the Supervisory Board;

3. Malynska Olena Oleksandrivna, independent member of the Supervisory Board;

4. Tkachenko Tymur Firuddinovych, member of the Supervisory Board - representative of the state;

5. Mitiukov Ihor Oleksandrovich, independent member of the Supervisory Board, Chairman of the Supervisory Board.

III. Composition of the Nomination and Remuneration Committee of the Supervisory Board of JSC "Ukrposhta" from 30.05.2025 to 26.08.2025, changes occurred due to the voluntary dismissal of Tkachenko Tymur Firuddinovych:

1. Carroll Gary John - Chairman of the Committee, independent member of the Supervisory Board;

2. Abdrasilov Rinat - Deputy Chairman of the Committee, independent member of the Supervisory Board;

3. Malynska Olena Oleksandrivna, independent member of the Supervisory Board;

4. Mitiukov Ihor Oleksandrovych, independent member of the Supervisory Board, Chairman of the Supervisory Board.

IV. Composition of the Nomination and Remuneration Committee of the Supervisory Board of JSC "Ukrposhta" from 27.08.2025 to 08.09.2025, changes occurred due to the voluntary resignation of Malynska Olena Oleksandrivna:

1. Carroll Gary John - Chairman of the Committee, independent member of the Supervisory Board;

2. Abdrasilov Rinat - Deputy Chairman of the Committee, independent member of the Supervisory Board;

3. Mitiukov Ihor Oleksandrovych, independent member of the Supervisory Board, Chairman of the Supervisory Board.

V. Composition of the Nomination and Remuneration Committee of the Supervisory Board of JSC "Ukrposhta" from 09.09.2025 to 23.09.2025, changes occurred due to the voluntary resignation of Abdrasilov Rinat. During the specified period, the quorum of the Committee was absent:

1. Carroll Gary John – Chairman of the Committee, independent member of the Supervisory Board;

2. Mitiukov Ihor Oleksandrovych, independent member of the Supervisory Board, Chairman of the Supervisory Board.

VI. Composition of the Nomination and Remuneration Committee of the Supervisory Board of JSC "Ukrposhta" from 24.09.2025 to 31.12.2025, changes made by the decision of the Supervisory Board dated 24.09.2025 (Minutes No. 10):

1. Carroll Gary John – Chairman of the Committee, independent member of the Supervisory Board;

2. Yarema Oleksandr Yosypovych – Deputy Chairman of the Committee, member of the Supervisory Board - representative of the state;

3. Mitiukov Ihor Oleksandrovych, independent member of the Supervisory Board, Chairman of the Supervisory Board.

## **II. Nomination and Remuneration Committee meeting**

In accordance with the Regulation on the Nomination and Remuneration Committee, approved by the decision of the Supervisory Board dated 30.05.2022 (minutes No.5), and the Regulation on the Supervisory Board, the requirements of the legislation, the Company's internal documents or by the instructions of the Supervisory Board, the competence of the Nomination and Remuneration Committee in the reporting period was attributed to:

1. development and periodic review of the policy (internal regulations) of the Nomination and Remuneration Committee;
2. determining and recommending candidates for the position of the Director General, as well as for other vacant positions (in cases indicated in the Charter or the Company's internal documents), to the Supervisory Board for approval;
3. periodically evaluating the work of the Director General and making appropriate recommendations to the Supervisory Board;
4. development of the succession plan for the Chairman and members of the Supervisory Board, submitting proposals concerning candidates for members of the Supervisory Board to the shareholder (in cases indicated in the Company's internal documents);
5. providing the Supervisory Board with recommendations on the staff of each of its committees, as well as periodic rotation of the Supervisory Board members between committees;
6. drafting and providing to the Supervisory Board for approval the Code of Ethics and Business Conduct of the Company, which, in particular, regulates issues of conflict of interests, confidentiality, fair dealing, protection and proper use of the Company's assets, compliance with applicable legislation and internal regulations, and also the need to provide the Supervisory Board with information on any known facts of violations of legal or ethical requirements;
7. providing guidance and training programs for the members of the Supervisory Board and the executive body necessary for the effective performance of their responsibilities in the Company's corporate governance model;
8. submission, if provided by the Company's internal documents, of proposals to the shareholder regarding the remuneration of the Supervisory Board members;
9. introducing proposals to the Supervisory Board for remuneration to the Director General;
10. submitting proposals to the Supervisory Board for remuneration to the Director General. Such proposals should address any form of compensation, including, in particular, fixed remuneration, performance rewards, retirement arrangements, and compensation for dismissal. Proposals for performance schemes should be accompanied by recommendations on the relevant targets and evaluation criteria;
11. submitting proposals to the Supervisory Board on individual remuneration paid to the Director General, ensuring its compatibility with the remuneration policy adopted by the Company and compliance with the assessment of the Director General's work;
12. submitting proposals to the Supervisory Board on forms and essential terms of agreements and contracts for the Director General;

13. submitting proposals to the Supervisory Board on key performance indicators and organizing procedures for periodic evaluation of their performance by the Director General;
14. providing general guidance to the Director General concerning the level and structure of remuneration for officials exercising managerial functions;
15. control over amount and structure of remuneration paid to the persons performing management functions based on the accurate information provided by the executive body;
16. responding to compliance risks or violations of norms of corporate ethics and business conduct (including regarding conflict of interests) concerning the Supervisory Board members or the Director General, as well as making decisions regarding the specified cases;
17. implementation of measures aimed at strengthening the Company's business culture, which will promote ethical conduct and act in accordance with the principles of the Code of Ethics and Business Conduct of the Company and the Organization for Economic Co-operation and Development (OECD);
18. responding to violations of corporate ethics and business conduct, as well as making decisions in these cases;
19. developing recommendations to improve the Company's business ethics and enhance its corporate culture;
20. determination of ethical standards through approval of the Code of Ethics and Business Conduct for further approval by the resolution of the Supervisory Board and supervision of its implementation.

During the reporting period, the Nomination and Remuneration Committee held 7 meetings in the form of joint presence of Committee members in a designated place to discuss agenda items and voting, including using remote communication tools (video and voice conferences, etc.), which provided everyone participants had the opportunity to hear each other, communicate with each other and identify the voting results, and on which 25 questions were considered.

During the reporting period, the Nomination and Remuneration Committee made decisions, in particular:

1. on the consideration of the status of the implementation of the decisions of the Nomination and Remuneration Committee for December 2024 and January-February, June 2025;
2. on the consideration of the results of the activities of the Nomination and Remuneration Committee for 2024;
3. on the consideration of the organizational structure of the Company, including statistics on changes in the number of employees with disabilities in the Company;
4. on the discussion of the draft agendas of the Nomination and Remuneration Committee for 2025;
5. on the consideration of the trainings for members of the Supervisory Board;
6. on the consideration of the issue of approving the report on the fulfilment of the bonus conditions of the General Director of JSC "Ukrposhta" and the report on the

- fulfilment of differentiated indicators and the amount of the bonus of the General Director of JSC "Ukrposhta" for the 4th quarter of 2024 and for the 1st-3rd quarters of 2025, accrual and payment of the bonus to the General Director for the 4th quarter of 2024 and the 1st-3rd quarters of 2025;
7. on the consideration and approval of the Regulation on the evaluation of the activities of the Supervisory Board of JSC "Ukrposhta";
  8. on the consideration and approval of the Regulation on the remuneration of members of the Supervisory Board of JSC "Ukrposhta";
  9. on the consideration and approval of the Regulation on the remuneration of the executive body of JSC "Ukrposhta";
  11. on the approval of the additional agreement to the contract No. 1-XI dated 17.08.2018 with the General Director of the Company on differentiated indicators and bonus amounts for 2025;
  12. on the consideration of proposals on the approach to salaries and the KPI system for employees of services subordinate to the Supervisory Board;
  13. on the discussion of the strategy for searching for candidates for key positions;
  14. on the development of a succession plan for the positions of the Chairman and members of the Supervisory Board, as well as the General Director;
  15. on the consideration of the HR report on changes to the remuneration system, remuneration levels, succession plan and other issues of the direction;
  16. on the discussion of KPIs for the General Director for 2025;
  17. on the consideration of the report on the implementation of the Occupational Health and Safety Policy;
  18. on consideration of the report on the implementation of the Policy on sustainable development and corporate social responsibility;
  19. on the consideration of other issues.

### **KEY THESES FOR THE SUPERVISORY BOARD**

In the reporting period, the Nomination and Remuneration Committee used the methods and procedures of activity defined in the Regulation on the Supervisory Board and the Regulation on the Nomination and Remuneration Committee, which allowed to effectively organize the process of implementing the assigned powers. It should be noted that 7 meetings of the Nomination and Remuneration Committee in the reporting period were held with 81% attendance of members of the Nomination and Remuneration Committee, which testifies to the responsible attitude of the members of the Nomination and Remuneration Committee to the performance of their duties and the proper performance by the Chairman of his powers to organize the work of the Nomination and Remuneration Committee.

All proposals on issues related to the competence of the Committee submitted for consideration by the Supervisory Board were approved by it, which indicates the proper quality of working out the issues and preparation of materials by the Committee and the sufficient professional level of its members.

**Chairman of the Nomination  
and Remuneration Committee**

**Gary John CARROLL**