

Addendum No.2

to Decision No. 43 of the sole shareholder of Joint Stock Company "Deutsche Bank DBU"

dated 29 April 2024

Report of the Supervisory Board of Joint Stock Company "Deutsche Bank DBU" for 2023 Reporting Year

This report of the Supervisory Board of Joint Stock Company "Deutsche Bank DBU" (**Bank**) for 2023 was prepared for decision by the sole shareholder of the Bank based on its results, and developed taking into account the requirements of Ukrainian legislation, namely: in accordance with the Law of Ukraine "On Joint-Stock Companies", the Law of Ukraine "On Banks and Banking Activities", as well as taking into account the Methodological Recommendations on the organization of corporate governance in banks of Ukraine, approved by the decision №814-rsh of the Management Board of the National Bank of Ukraine dated 3 December 2018 (as amended).

The report is intended to provide the sole shareholder of the Bank with full information on the work and decisions of the Supervisory Board in the 2023 financial year.

1. Appraisal of completeness, structure and activity of the Supervisory Board

Composition and structure of the Supervisory Board in 2023

During the year 2023, the members of the Supervisory Board were:

1. Joerg Bongartz, Chairman of the Supervisory Board, representative of the shareholder.
2. Beate Ramona Hofmann, Deputy Chairwoman of the Supervisory Board, representative of the shareholder.
3. Dinev Penko Stefanov, Independent Member of the Supervisory Board.
4. Carlo Appetiti, Independent Member of the Supervisory Board (from 1 April 2023).
5. Wolfgang Gomernik, Independent Member of the Supervisory Board (from 1 November 2023).

During the year the Bank generally adhered to the current requirements of the composition and structure of the Supervisory Board as per the Law of Ukraine "On Joint Stock Companies" and the Law of Ukraine "On Banks and Banking", in particular:

- the number of Supervisory Board Members in 2021 - 5 (five) individuals;
- the Supervisory Board includes three (3) independent members (**independent directors**) who meet the requirements, established by the law on the independence of directors for a joint-stock company;
- the Supervisory Board members of the Bank are not and were not acting as members of the Management during the year and did not hold any other positions in the Bank under the terms of an employment agreement (contract) and did not provide services to the Bank in terms of a contract.

In connection with the early termination in 2022 for reasons beyond the Bank's control of the powers of two independent directors, the Bank temporarily ceased to meet the requirements regarding the minimum number of members of the Supervisory Board and the minimum number of independent directors. In order to bring the composition of the Supervisory Board into compliance with the requirements of the law, the Bank has taken measures to fill two vacancies, which were filled in during the year, in particular Mr. Carlo Appetiti was appointed from 1 April 2023 and Mr. Wolfgang Gomernik was appointed from 1 November 2023.

Based on this, the Supervisory Board concludes that it generally meets its objectives in terms of its composition and structure.

Changes in the composition of the Supervisory Board in 2023

During 2023, there were the following changes in the composition of the Supervisory Board:

- Mr. Carlo Appetiti was appointed from 1 April 2023; and
- Mr. Wolfgang Gomernik was appointed from 1 November 2023.

Activities of the Supervisory Board in 2023

In performing its functions, the Bank's Supervisory Board acted within the competence defined by the legislation of Ukraine, the Bank's Charter, and taking into account the Regulations on the Bank's Supervisory Board, the Bank's Corporate Governance Code and the Methodological Recommendations on Corporate Governance in Ukrainian Banks. Adopted by Decision No.814-rsh of the Management Board of the National Bank of Ukraine dated 3 December 2018 (as amended).

During 2023, the Supervisory Board did not go beyond its powers.

During the reporting period, the forms of activity (decision-making) of the Supervisory Board complied with the provisions of the Bank's charter, namely via convening a meeting to discuss issues on the agenda and decision-making (holding regular and extraordinary meetings of the Supervisory Board).

During 2023, the Supervisory Board held regular meetings, namely: twelve (12) meetings in the form of joint presence (one in each quarter, according to the frequency provided by current legislation, as well as eight (8) additional extraordinary meetings.

All decisions of the Supervisory Board meetings in 2023 were valid due to the presence of the relevant quorum and the absence of objections to the form of the meeting or decision-making and/or on the agenda items.

Members of the Bank's Management Board participated in all regular (quarterly) meetings of the Supervisory Board, as issues within their competence were included in the agenda of each meeting of the Bank's Supervisory Board and were provided directly by members of the Management Board.

In each case, the members of the Supervisory Board were guided by the information provided by the members of the Management Board/heads of the respective divisions, their own experience and skills, and made decisions in the interests of the Bank and its shareholder.

Each meeting of the Supervisory Board was accompanied by an open and intensive exchange of information on all issues important for the Bank's activities and the adoption of relevant decisions by members of the Supervisory Board.

The following main topics were discussed by the Supervisory Board:

- Macroeconomic review;
- Financial performance of the Bank;
- Key changes in legislation and their implementation;
- Results of audits and inspections, including review of the Report of the National Bank of Ukraine on inspection and approval of the action plan of remediation of findings / elimination of inconsistencies;
- Risk management;
- Compliance topics;
- Issues related to the internal and external audit;
- Issues related to the corporate governance of the Bank, which are related to the competence of the Supervisory Board; and
- Miscellaneous.

The information on the activities of the Supervisory Board, namely the list of Agenda Items submitted for discussion in the context of each meeting is provided in the Table.

Supervisory Board minutes number	Date of the Meeting	Agenda items
97	9 January 2023	<ol style="list-style-type: none"> 1. Review and approval of the report on the Internal Audit performance according to the audit plan for 2022 as per Addendum No. 1 hereto. 2. Review and approval of the internal self-assessment of the Internal Audit Department of the Bank as per Addendum No. 2 hereto. 3. Approval of the internal regulations of the Bank listed in Addendum No. 3 hereto. 4. Update on the implementation of the recommendations provided by the National Bank of Ukraine based on the results of the unified procedure and methodology of the Supervisory Review and Evaluation Process (SREP) on the Bank's annual supervisory assessment as of 1 January 2022. 5. With respect to the following two sections of the annual fraud questionnaire: <ul style="list-style-type: none"> - Review and provision of comments to Addendum No. 4-1: Fraud questionnaire section, which is prepared and signed by the Chairman of the Management Board and the CFO; and - Review, filling-in and discussion of issues covered in Addendum No. 4-2: Assessment of the fraud risks, questionnaire which is completed and approved by the Supervisory Board. 6. Miscellaneous.
98	3 March 2023	<ol style="list-style-type: none"> 1. Information on various aspects of the Bank's operations and activities, covered by the PPT presentation attached to this Minutes, which includes, among other topics, the following main items:

Supervisory Board minutes number	Date of the Meeting	Agenda items
		<ul style="list-style-type: none"> • meeting minutes, action status update; • war in Ukraine, political and macroeconomic update and outlook; • the Bank's financials and outlook; • the Bank's updated business strategy; • treasury update; • business initiatives/interim result: update; • regulatory and business projects initiatives/updates; • extension of the office lease/ office relocation of the Bank's; • quarterly risk reporting; • report on internal AML/CTF system, issues related to it and ML/TF risk management - Y2022; • report on AML/CTF Risk Assessment results for the period of October 2021 – September 2022; • Group audit findings and audit status; • annual compliance risk assessment results; • compliance risk report; • key changes in legislation: action plan and status of implementation; and • miscellaneous. <p>2. Review and approval of the Control Units Effectiveness Evaluation Report for the year of 2022, as per Addendum No. 1 hereto.</p> <p>3. Review and approval of the general objectives for the Management Board and individual objectives for each Management Board member, CRO, Chief Compliance Officer and Chief Internal Auditor for the year of 2023 as per Addendum No. 2 hereto.</p> <p>4. Review and approval of the personal distribution of functions and authorities of the Members of the Management Board of JSC Deutsche Bank DBU as per Addendum No. 3 hereto.</p> <p>5. Review and approval of the list of material transactions entered into by the Bank for the period from 1 until 31 December (inclusive) 2022 as per Addendum No. 4 hereto.</p> <p>6. Review and approval of the overview related to an issue of ensuring timely provision (publication) by the Bank of reliable information about its operations in accordance with Ukrainian law in 2022 as per Addendum No. 5.</p> <p>7. Review and approval of the information on the issues considered at the meetings of the Supervisory Board of the Bank in 2022 and the decisions adopted during such meetings, as well as the list of members of the Supervisory Board of the Bank present during the meetings of the Supervisory Board of the Bank, as set out in Addendum No. 6.</p> <p>8. Review and approval of the updated results of the assessment of the collective suitability of the Supervisory Board for submitting information to the National Bank of Ukraine about the collective suitability of the Supervisory Board in the form determined by the executive act of the National Bank of Ukraine as set out in Addendum No. 7 hereto.</p> <p>9. Review and approval of the internal policies, regulations and procedures (including, review and approval of the changes to the already existing policies, regulations and procedures) of the Bank as per the list set out in Addendum No. 8 hereto.</p> <p>10. Review and approval of the report on internal anti-money laundering/ counter terrorism financing (AML/CTF) system, issues related to it and ML/TF risk management for the year of 2022 as per Addendum No. 9 hereto.</p> <p>11. Review and approval of the report on AML/CTF risk assessment results for the period of October 2021 – September 2022 as per Addendum No. 10 hereto.</p> <p>12. Review and approval of the report on annual compliance risk assessment results performed in 2022 as per Addendum No. 11.</p>

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		<p>13. Review and approval of the report compliance risk report for the period of November 2022 - January 2023 as per Addendum No. 12.</p> <p>14. Review and approval of the updated business strategy of the Bank (the document titled "Business Strategy JSC Deutsche Bank DBU", internal reference number P/012) as per Addendum No. 13 hereto.</p> <p>15. Review of information on the main competitors (market overview) as per Addendum No. 14 hereto.</p> <p>1. Review and approval of risk management and the permanent controls system for the Q4 2022 according to PPT presentation and as per Addendum No. 15, which includes the information on the risk-appetite 2022 report, information on the credit risk, credit risk calculation, market and liquidity risks, operational risk and operational risk: key risk indicators Q4 2022.</p> <p>17. Review and approval of the following issues:</p> <ul style="list-style-type: none"> • payment of the remunerative incentive amounts (bonus for 2022 financial year) to the members of the Management Board (including head of AFC/compliance department), the acting head of risk management department and the head of internal audit department of the Bank, as per Addendum No. 16 hereto; • with effect from 1 April 2023 introduction of the new amount of monthly salary for certain members of the Management Board (including head of AFC/compliance department), the acting head of risk management department and the head of internal audit department of the Bank, as per Addendum No. 16 hereto; with introduction of corresponding changes into the employment agreements with the relevant employees. <p>18. Miscellaneous.</p>
99	14 March 2023	<p>1. Information on meeting minutes of the Supervisory Board, action status update.</p> <p>2. Review and approval of the addendum to the compliance risk report for the period of November 2022 - January 2023 approved by the SB minutes No. 98 dated 3 March 2023 which includes information on assessment of key changes in legislation and status of their implementation (Addendum No. 1 hereto).</p> <p>3. Review of information on the changes introduced to the Law of Ukraine "On Joint Stock Companies" which became effective from 1 January 2023: main changes and terms for their implementation, as per Addendum No. 2 hereto.</p> <p>4. Review and approval of the internal policies, regulations and procedures (including, review and approval of the changes to the already existing policies, regulations and procedures) of the Bank.</p> <p>5. Review and approval of the following risk related report: the stress-test scenarios overview for the Q4 2022 (as of 31 December 2022) as per Addendum No. 3 hereto.</p> <p>6. Review of the letter from LLC "RSM Ukraine" (the external auditor to the Bank) as per Addendum No. 4 hereto; review and approval of the external audit schedule (contains a description of the subject of the audit, terms of performance of audit services) for 2023, as set out in the audit services agreement between the Bank and LLC "RSM Ukraine" and presented letter from the external auditor provided in Addendum No. 4 hereto.</p> <p>7. Miscellaneous.</p>
100	22 March 2023	<p>1. With respect to upcoming expiration of the term of appointment of the existing composition of the Supervisory Board, reviewing and documenting all issues related to the re-election of the existing composition of the Supervisory Board (extension of the mandates of the existing members of the Supervisory Board) by the sole shareholder of the Bank, DEUTSCHE BANK AKTIENGESELLSCHAFT (Frankfurt am Main, Germany) (Shareholder), namely re-election (extension of the mandate) of: (i) Joerg Bongartz, Chairman of the Supervisory Board, representative of the Shareholder; (ii) Beate Ramona</p>

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		<p>Hofmann, Deputy Chairman of the Supervisory Board, representative of the Shareholder; (iii) Penko Stefanov Dinev, Member of the Supervisory Board, independent director - for three (3) years term, from 1 April 2023 until 1 April 2026 (inclusive).</p> <p>2. In line with the SB regulation, reviewing and documenting all issues related to upcoming election of Mr Carlo Appetiti to the vacant position of the independent director with the Supervisory Board at the Bank (Independent Director) by the Shareholder, including review and consideration of all documents and materials related to the appointment of Mr Carlo Appetiti to the position of the Independent Director (Addendums No. 2-10 hereto).</p> <p>3. Submission of the following proposals to the Shareholder:</p> <ul style="list-style-type: none"> - to re-elect the existing members of the Supervisory Board (to extend the mandates of the existing members of the Supervisory Board) by the Shareholder, namely, to re-elect (to extend the mandates): (i) Joerg Bongartz, Chairman of the Supervisory Board, representative of the Shareholder; (ii) Beate Ramona Hofmann, Deputy Chairman of the Supervisory Board, representative of the Shareholder; (iii) Penko Stefanov Dinev, Member of the Supervisory Board, independent director - for three (3) years term, from 1 April 2023 until 1 April 2026 (inclusive); - to appoint Mr Carlo Appetiti to the vacant position of the Member of the Supervisory Board, Independent Director with effect from 1 April 2023 for the term of three (3) years, i.e., until 1 April 2026 (inclusive); - to approve the terms and conditions of the civil agreements (Addendums No. 11-14 hereto) to be executed between the Bank and the members of the Supervisory Board, fixing their remuneration, as well as well as other terms set forth in the civil agreements; - to authorize the Chairman of the Management Board, Roman Topolnytsky, and Deputy Chairman of the Management Board, Chief Financial Officer, Alexey Rybenko, to execute the civil agreements with the members of the Supervisory Board as per drafts added as Addendums No. 11-14 hereto. <p>4. Review and approval of the internal policies, regulations and procedures (including, review and approval of the changes to the already existing policies, regulations and procedures) of the Bank as per the list set out in Addendum No. 15.</p> <p>5. Annual review of the document establishing the corporate governance fundamentals of the Bank (as per Addendum No. 16 hereto), regarding the necessity of making changes to such document: submission of the relevant proposals to the Shareholder.</p> <p>6. Miscellaneous.</p>
101	31 March 2023	<p>1. In accordance with the intra-group policies and procedures of the Deutsche Bank Group, in addition to all the documents enclosed to minutes No. 100 of the meeting of the Supervisory Board dated 22 March 2023, consideration of additional documents related to the future election of the sole shareholder of the Bank, DEUTSCHE BANK AKTIENGESELLSCHAFT (Frankfurt am Main, Germany) (Shareholder) of Mr. Carlo Appetiti for the vacant position of independent director with the Bank's Supervisory Board (Independent Director), including the analysis and consideration of all documents and materials prepared by Nicole Pillwein, employee of Human Resources at Deutsche Bank AG covering human resources for Ukraine regarding the appointment of Mr. Carlo Appetiti as an Independent Director (Addendum No. 1 hereto).</p> <p>2. With respect to the expected changes in the composition of the Supervisory Board, (1) review and approval of the results of the assessment of the collective suitability of the Supervisory Board for submitting information to the National Bank of Ukraine about the collective suitability of the Supervisory Board in the form determined by the executive act of the National Bank of Ukraine as set out in Addendum No. 2-1 hereto and (2) review and approval of the Supervisory Board Suitability Reports as per Addendums No. 2-2 hereto as per form developed by Deutsche Bank international group.</p> <p>3. Approval of the updated organizational structure of the Bank as per Addendum No. 3 hereto.</p>

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		4. Miscellaneous.
102	28 April 2023	<p>1. Information on meeting minutes of the Supervisory Board, action status update.</p> <p>2. Review and approval of the annual report of the Management Board of the Bank for the year of 2022 as per Addendum No. 1 hereto.</p> <p>3. Review and approval of the annual report of the Supervisory Board of the Bank for the year of 2022 as per Addendum No. 2 hereto. Submission of the proposal to the Bank's sole shareholder, DEUTSCHE BANK AKTIENGESELLSCHAFT (Frankfurt am Main, Germany) (the "Shareholder") for adopting the decision of the Shareholder on the review and approval of the annual report of the Supervisory Board of the Bank for the year of 2022 as per Addendum No. 2 hereto.</p> <p>4. Consideration, review and approval of the list of persons whose professional activity has a significant impact on the risk profile (material risk takers) of the Bank as per Addendum No. 3-2 hereto.</p> <p>5. Review and approval of the report on remuneration of persons of influence of the Bank for the year of 2022 as per Addendum No. 4 hereto.</p> <p>6. Review and approval of the report on remuneration of members of the Management Board of the Bank for the year of 2022 as per Addendum No. 5 hereto.</p> <p>7. Review and approval of the report on remuneration of members of the Supervisory Board of the Bank for the year of 2022 as per Addendum No. 6 hereto. Submission of the proposal to the Shareholder for adopting the decision of the Shareholder on the review and approval of the report on remuneration of members of the Supervisory Board of the Bank for the year of 2022 as per Addendum No. 6 hereto.</p> <p>8. Annual review of the "Regulation on remuneration of the members of the Supervisory Board – JSC Deutsche Bank DBU", document internal number: R/081 as set out in Addendum No. 7 hereto, regarding the necessity of making changes to such document. Submission of the proposal to the Shareholder not to introduce any changes into the "Regulation on remuneration of the members of the Supervisory Board – JSC Deutsche Bank DBU", document internal number: R/081 as set out in Addendum No. 7 hereto and leave the document in its current version.</p> <p>9. Annual review of the "Regulation on the Management Board of Joint Stock Company Deutsche Bank DBU", as set out in Addendum No. 8 hereto, regarding the necessity of making changes to such document.</p> <p>10. Analysis and approval of the results of the Bank's financial activities for 2022 as per documents provided in Addendum No. 9 hereto.</p> <p>11. Review and approval of the decision on the distribution of responsibilities between the Members of the Supervisory Board as per Addendum No. 10 hereto.</p> <p>12. Approval and submission of the proposals to the Shareholder for adopting the decision of the Shareholder on the following:</p> <ul style="list-style-type: none"> i. review and approval of the IFRS annual financial statements of the Bank for the financial year of 2022, confirmed by the external auditor - LLC "RSM Ukraine"; the reports and conclusions of the external auditor of the Bank - LLC "RSM Ukraine", which were prepared based on the results of conducted auditing inspections of the financial statements of the Bank for the accounting period which ended on 31 December 2022; and the Management Report of the Bank for the year of 2022 (all documents set out in Addendum No. 9 hereto) with proposal to adopt the following decisions: <ul style="list-style-type: none"> a. to approve IFRS annual financial statements of the Bank for the financial year of 2022, confirmed by the external auditor; a. to take into consideration the reports and conclusions of the external auditor of the Bank - LLC "RSM Ukraine", which was prepared based on the results of conducted

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		<p>auditing inspections of the financial statements of the Bank for the accounting period which ended on 31 December 2022; and</p> <p>b. having considered the reports of the external auditor of the Bank - LLC "RSM Ukraine", to adopt the decision not to take any measures based on the findings of the external auditor.</p> <p>ii. review and approval of decision on distribution of profit and losses coverage of the Bank based on results of the Bank's operations in 2022, namely to provide the proposal with respect to the approval of a decision on distribution of profit of the Bank for 2022 – to distribute the profit for 2022, according to annual financial statements for 2022 of the Bank, in the amount UAH 185 628 626.36 (one hundred eighty-five million six hundred twenty-eight thousand six hundred twenty-six Ukrainian Hryvnas 36 kop.) in the following proportions:</p> <p>a. 5% of 2022 net profit - the amount of UAH 9 281 431.32 (nine million two hundred eighty-one thousand four hundred thirty-one Ukrainian hryvnas 32 kop.) - to transfer to the Bank's reserve fund; and</p> <p>a. 95% of 2022 net profit - the amount of UAH 176 347 195.04 (one hundred seventy-six million three hundred forty-seven thousand one hundred ninety-five Ukrainian Hryvnas 04 kop.) - to retain undistributed.</p> <p>iii. review and approval of the Report of Supervisory Board of the Bank for the year of 2022, as set out in Addendum No. 2 hereto; with a proposal to approve the Report of the Supervisory Board for 2022 without any warnings, without the need to apply any measures based on the results of its consideration;</p> <p>iii. review and approval of the Report on remuneration of the members of the Supervisory Board for the year of 2022, as set out in Addendum No. 6 hereto; with a proposal to approve such report;</p> <p>iv. annual review of the Regulation on remuneration of the members of the Supervisory Board - JSC Deutsche Bank DBU, internal document number: R/081, as set out in Addendum No. 7 hereto, regarding the need to make changes to such a document; submitting a proposal not to make changes to the current version of this regulation and leaving the document in its current version.</p> <p>13. In connection with the expected termination of the 6-month term during which Svetlana Khatkhokhu was appointed by the Supervisory Board to the position of the acting Chief Risk Officer (CRO), acting Head of the Risk Management Department, from 1 May 2023:</p> <ul style="list-style-type: none"> • to transfer Oleksandr Borysenko from the position of the Deputy Head of the Risk Management Department to the position of the acting Chief Risk Officer (CRO), acting Head of the Risk Management Department, for a period of 6 months, i.e. until 1 November 2023; and • to transfer Svetlana Khatkhokhu from the position of the acting Chief Risk Officer (CRO), acting Head of the Risk Management Department to the position of the Deputy Head of the Risk Management Department. <p>14. Approval of the updated organizational structure of the Bank as per Addendum No. 11 hereto.</p> <p>15. In connection with changes in the composition of the Risk Management Department, namely the appointment of Oleksandr Borysenko to the position of the acting Chief Risk Officer (CRO), acting Head of the Risk Management Department, consideration and adoption of the following decisions:</p> <ul style="list-style-type: none"> • in case of a temporary absence of Oleksandr Borysenko, acting Head of Risk Management Department, acting CRO, appoint Svetlana Khatkhokhu as temporary acting Head of Risk Management Department, temporary acting CRO, for the relevant period of Oleksandr Borysenko's absence on a permanent basis, without the need for the Supervisory Board to adopt a separate additional decision on this issue; and • to approve the updated job descriptions Svetlana Khatkhokhu and Oleksandr Borysenko, which are set out in Addendum No. 12 hereto. <p>16. Miscellaneous.</p>

Supervisory Board minutes number	Date of the Meeting	Agenda items
103	24 May 2023	<p>1. Information on various aspects of the Bank's operations and activities, covered by the PPT presentation attached to this Minutes, which includes, among other topics, the following main items:</p> <ul style="list-style-type: none"> • meeting minutes, action status update; • compliance risk report for February-April 2023; • key changes in legislation: action plan and status of implementation; • HR update; • war in Ukraine, political and macroeconomic update and outlook; • the Bank's financials and outlook; • treasury update; • business initiatives/interim result: update; • regulatory and business projects initiatives/updates; • quarterly risk reporting; • annual review of the stress test scenarios; • Group audit findings and audit status; and • miscellaneous. <p>2. Annual review of the "Regulation on remuneration of the members of the Management Board and persons of influence - JSC Deutsche Bank DBU", document internal number: R/080 as set out in Addendum No. 1 hereto, regarding the necessity of making changes to such document.</p> <p>3. Regarding the approval of the terms of the agreement executed with the audit firm conducting external audit and establishing the amount of payment for the services of such audit firm:</p> <ul style="list-style-type: none"> • approve the terms of additional agreement No. 1 to the audit services agreement No. No. 06-10/2022 B 700 on 06.10.2022 to be executed between the Bank and LLC "RSM Ukraine" (changes related to the scope of audit services, amount and terms of payment for services, and other terms in accordance with the requirements of Ukrainian legislation) as per Addendum No. 2 hereto; • to authorise Alexey Rybenko, the Deputy Chairman of the Management Board, CFO, and Roman Topolnytsky, the Chairman of the Management Board, to sign additional agreement No. 1 to the audit services agreement No. No. 06-10/2022 B 700 on 06.10.2022 between the Bank and LLC "RSM Ukraine". <p>4. Review and approval of the internal policies, regulations and procedures (including, review and approval of the changes to the already existing policies, regulations and procedures) of the Bank as per the list set out in Addendum No. 3 hereto.</p> <p>5. Review and approval of the report compliance risk report for the period of February – April 2023 as per Addendum No. 4.</p> <p>6. Designation of an audit firm for conducting an audit of financial statements of the Bank for 2023-2029 years and other mandatory tasks, approving the cost for the services to be provided, as per Addendum No. 5.</p> <p>7. Review and approval of the following risk related reports:</p> <ul style="list-style-type: none"> • the report on the risk management and the permanent controls system for the Q1 2023 according to PPT presentation and as per Addendum No. 6 hereto; • the review of stress-test scenarios for the Q1 2023 as per Addendum No. 7 hereto; • the annual review and approval of the stress-test scenarios as per Addendum No. 8 hereto. <p>8. In connection with the Bank's receipt of the decision of the Committee on Supervision and Regulation of Bank Activities, Oversight of the Payment Infrastructure of the NBU dated 22.05.2023 No. 24/947-rk on the approval of Svetlana Makhmudivna Khatkhokhu as a candidate for the position of Chief Risk officer of the Bank (Addendum No. 9 hereto), with effect from 25 May 2023:</p> <ul style="list-style-type: none"> • to appoint Svetlana Makhmudivna Khatkhokhu to the position of the Chief Risk Officer (CRO), Head of the Risk Management Department; and

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		<ul style="list-style-type: none"> • to transfer Oleksandr Borysenko from the position of the acting Chief Risk Officer (CRO), acting Head of the Risk Management Department to the position of the Deputy Head of the Risk Management Department, deputy CRO. <p>9. In connection with changes in the composition of the Risk Management Department, namely the appointment of Svetlana Makhmudivna Khatkhokhu to the position of the Chief Risk Officer (CRO), Head of the Risk Management Department, consideration and adoption of the following decisions:</p> <ul style="list-style-type: none"> • in case of a temporary absence of Svetlana Makhmudivna Khatkhokhu, Head of Risk Management Department, CRO, appoint Oleksandr Borysenko as temporary acting Head of Risk Management Department, temporary acting CRO, for the relevant period of Svetlana Makhmudivna Khatkhokhu's absence on a permanent basis, without the need for the Supervisory Board to adopt a separate additional decision on this issue; and • to approve the updated job descriptions Svetlana Makhmudivna Khatkhokhu and Oleksandr Borysenko, which are set out in Addendum No. 11 hereto. <p>10. Approval of the updated organizational structure of the Bank as per Addendum No. 12 hereto.</p> <p>11. With respect to the expected resignation of Maria Tsabal who is currently carrying out the duties of the corporate secretary of the Bank, secretary to the Supervisory Board, with effect from 12 June 2023, to appoint Denis Nakonechnyi as the new person who is carrying out the duties of the corporate secretary of the Bank, secretary to the Supervisory Board.</p> <p>12. Miscellaneous.</p>
104	19 July 2023	<p>1. Review and approval of the report compliance risk report for the period of May – June 2023 as per Addendum No. 1.</p> <p>2. Review and approval of the terms of the agreement to be executed with the audit firm conducting external audit:</p> <ul style="list-style-type: none"> • approve the terms of Engagement Contract No. 67-SA/2023 for the provision of audit services to be executed between the Bank and Private Joint-Stock Company KPMG Audit as per the draft in Addendum No. 2; • to authorise Alexey Rybenko, the Deputy Chairman of the Management Board, CFO, and Roman Topolnytsky, the Chairman of the Management Board, to sign Engagement Contract No. 67-SA/2023 for the provision of audit services between the Bank and Private Joint-Stock Company KPMG Audit. <p>3. Review and approval of the securities issuer's annual information for 2022 as per Addendum No. 3.</p> <p>4. Review and approval of the internal policies, regulations and procedures (including, review and approval of the changes to the already existing policies, regulations and procedures) of the Bank as per the list set out in Addendum No. 4.</p>
105	27 September 2023	<p>1. Information on various aspects of the Bank's operations and activities, covered by the PPT presentation attached to this Minutes, which includes, among other topics, the following main items:</p> <ul style="list-style-type: none"> • war in Ukraine, political and macroeconomic update and outlook; • the Bank's financials and outlook; • treasury update; • business initiatives/interim result: update; • regulatory project updates; • risk report for May-August 2023; • annual review of the stress test scenarios; • compliance risk report for July-August 2023; • key changes in legislation: action plan and status of implementation; • review of the NBU letter addressed to the Bank and all banks based on the Supervisory Review and Evaluation Process of AML/CTF area; • Group audit findings and audit status; and

Supervisory Board minutes number	Date of the Meeting	Agenda items
		<ul style="list-style-type: none"> • miscellaneous. 2. Review and approval of the internal policies, regulations and procedures (including, review and approval of the changes to the already existing policies, regulations and procedures) of the Bank as per the list set out in Addendum No. 1 hereto. 3. Review of the NBU recommendations regarding the revision and amendment of the Bank's internal AML/CFT documents, the reassessment of Bank's risk profile and risk appetite, as well as the improvement of other processes described in the NBU letters regarding the proper organization of the corporate governance, efficiency and adequacy of operation of the ML/TF risk management system and internal control of the bank in the AML/CFT area №25-0014/66931 dated 11.09.2023 and №25-0007/48533 dated 06.07.2023 (Addendum No. 2 hereto). Approval of further actions and respective due dates for them. 4. Review and approval of the report compliance risk report for the period of July-August 2023 according to PPT presentation and as per Addendum No. 3. 5. Review and approval of the following risk related reports: <ul style="list-style-type: none"> • the report on the risk management and the permanent controls system for May-August 2023 according to PPT presentation and as per Addendum No. 4 hereto; • the review of stress-test results for 2Q 2023 as per Addendum No. 5 hereto. 6. Review and approval of the changes to the internal audit plan for 2023 as per Addendum No. 6 hereto. 7. In line with the SB regulation, reviewing and documenting all issues related to upcoming election of Mr Wolfgang Gomernik to the vacant position of the independent director with the Supervisory Board at the Bank (Independent Director) by the sole shareholder of the Bank, DEUTSCHE BANK AKTIENGESELLSCHAFT (Frankfurt am Main, Germany) (Shareholder), including review and consideration of all documents and materials related to the appointment of Mr Wolfgang Gomernik to the position of the Independent Director (Addendums No. 7-1 – 7-9 hereto). 8. Submission of the following proposals to the Shareholder: <ul style="list-style-type: none"> • to appoint Mr Wolfgang Gomernik to the vacant position of the Member of the Supervisory Board, Independent Director for the term until 1 April 2026 (inclusive); • to approve the terms and conditions of the civil agreement (Addendum No. 7-10 hereto) to be executed between the Bank and Mr Wolfgang Gomernik, fixing his remuneration, as well as other terms set forth in the civil agreement; • to authorize the Chairman of the Management Board, Roman Topolnytsky, and Deputy Chairman of the Management Board, Chief Financial Officer, Alexey Rybenko, to execute the civil agreement with the Mr Wolfgang Gomernik as per draft added as Addendum No. 7-10 hereto. 9. Appointment (extension of the mandate) of Anastasiya Neroshchyna, Member of the Management Board, COO, for a new 5-year term of Member of the Management Board, COO (from 23 October 2023 until 23 October 2028). 10. Review and approval of the Internal Audit's report on DB Ukraine – Anti-Money Laundering as per Addendum No. 9.
106	13 November 2023	<ol style="list-style-type: none"> 1. Review and approval of (1) the results of the assessment of the collective suitability of the Supervisory Board for submitting information to the National Bank of Ukraine about the collective suitability of the Supervisory Board in the form of the National Bank of Ukraine as set out in Addendum No. 1-1 and (2) the Supervisory Board Suitability Matrix in the form of Deutsche Bank Group as set out in Addendum No. 1-2.
107	24 November 2023	<ol style="list-style-type: none"> 1. Information on various aspects of the Bank's operations and activities, covered by the PPT presentation attached to this Minutes, which includes, among other topics, the following main items: <ul style="list-style-type: none"> • war in Ukraine, political and macroeconomic update and outlook;

Supervisory Board minutes number	Date of the Meeting	Agenda items
		<ul style="list-style-type: none"> • the Bank's financials and outlook; • treasury update, including current balance sheet and liquidity structure of the Bank based on volumes and tenors, overview of the Bank's interest rates environment versus market key indicators and a snapshot of market liquidity and reserves requirements for the period covered by the SB Meeting; • risk report for September-October 2023; • business initiatives/interim result: update; • business strategy (including business plan) for 2024-2026 • regulatory project updates; • review of the stress test scenarios; • compliance risk report for September-October 2023; • key changes in legislation: action plan and status of implementation; • Group audit findings and audit status; • overview of legal requirements as to the establishment of committees of the Supervisory Board; and • miscellaneous. <p>2. Review and approval of the internal policies, regulations and procedures (including, review and approval of the changes to the already existing policies, regulations and procedures) of the Bank as per the list set out in Addendum No. 1.</p> <p>3. Review and approval of the report compliance risk report for the period of September-October 2023 according to PPT presentation and as per Addendum No. 2.</p> <p>4. Review and approval of the following risk related reports:</p> <ul style="list-style-type: none"> • the report on the risk management and the permanent controls system for September-October 2023 according to PPT presentation and as per Addendum No. 3-1; • the review of stress-test results for 3Q 2023 as per Addendum No. 3-2. <p>5. Review and approval of the updated business strategy of the Bank (the document titled "Business Strategy JSC Deutsche Bank DBU", internal reference number P/012) as per Addendum No. 4.</p> <p>6. Appointment (extension of the mandate) of Oleksandra Kostiana, Member of the Management Board, AFC/ Compliance head, for a new 5-year term of Member of the Management Board, AFC/ Compliance head (from 24 November 2023 until 24 November 2028).</p> <p>7. Appointment of Denis Nakonechnyi as corporate secretary; approval of employment agreement.</p> <p>8. Approval of the updated organizational structure of the Bank as per Addendum No. 7.</p>
108	27 December 2023	<p>1. KPMG audit plan presentation as per Addendum No. 1: audit team and schedule; materiality and material risks for 2023; confirmation of independence.</p> <p>2. Approval of the list of non-audit services which members of KPMG audit network may provide to Deutsche Bank AG and its subsidiaries, associated and other affiliated entities out of Ukraine during year 2024 as per Addendums Nos. 2-1 and 2-2.</p> <p>3. Approval of the outcome of check of managers of the Bank and heads of control units of the Bank for compliance to the qualified requirements, and independent SB members – to requirements of independency as per Addendum No. 3.</p> <p>4. Approval of the Supervisory Board Meetings Plan for 2024 as per Addendum No. 4.</p> <p>5. Approval of the report on evaluation of effectiveness of the Management Board, Management Board members and the Head of the Control Units (Chief Risk Officer, Chief Compliance Officer and Internal Auditor) based on objectives approved for the year of 2023.</p>

Supervisory Board minutes number	Date of the Meeting	Agenda items
		<p>6. Review and approval of: (i) the Management Board Effectiveness Evaluation Report for year of 2023 as per Addendum No. 6-1; (ii) the Management Board Committees Effectiveness Evaluation Report for year of 2023 as per Addendum No. 6-2.</p> <p>7. Approval of the annual audit plan (schedule) of Internal Audit Department for the year 2024 as per Addendum No. 7.</p> <p>8. Review and approval of the Supervisory Board Suitability Report as per Addendums No. 8 (NBU form).</p> <p>9. Review and approval of the Management Board Suitability Report as per Addendums No. 9-1 (DB Group form) and No. 9-2 (NBU form).</p> <p>10. Review and approval of the internal policies, regulations and procedures (including, review and approval of the changes to the already existing policies, regulations and procedures) of the Bank as per the list set out in Addendum No. 10 hereto.</p> <p>11. Review and approval of the following risk related reports:</p> <ul style="list-style-type: none"> • the risk-appetite statement for 2024 (summary and changes) as per Addendum No. 11-1; • Risks Self-Assessment result for Y2023 as per Addendum No. 11-2; • review and approval of the stress-test scenarios as per Addendum No. 11-3. <p>12. Approval of changes to the downsize case of the business strategy to align with the approved ICAAP documents as per Addendum No. 12.</p> <p>13. Establishment of Supervisory Board committees: audit committee, appointment and remuneration committee; appointment of chairs and members of the said committees; approval of regulations on the committees as per Addendums Nos. 13-1 and 13-2.</p> <p>14. Approval of the updated organizational structure of the Bank as per Addendum No. 14.</p>

All decisions made were duly reflected in the minutes of the Supervisory Board meetings.

In performing their duties, the members of the Supervisory Board complied with the current legislation of Ukraine and international standards of corporate governance.

2. Appraisal of competence and efficiency of each Supervisory Board Member, including information on his activity as an officer in other legal entities and other activities – payable or free of charge

The competence and efficiency of each member of the Bank's Supervisory Board are appropriate.

During the reporting year, each member of the Supervisory Board fulfilled its duties in an appropriate manner, including, but not restricted to:

- active participation in regular meetings,
- reviewing documents (reports, information, new / updated internal documents of the Bank) provided by the members of the Management Board / other departments,
- participation in the discussion of resolution of complex topics,
- active participation in the decision-making process,
- deciding by voting within the competence of the Supervisory Board.

During 2023, segregation of functions between Supervisory Board Members was established as approved on 22 December 2022.

The Chairman and Deputy Chairman of the Supervisory Board duly fulfilled the powers stipulated by the Charter and the Regulations of the Supervisory Board.

In the Bank's view, other activities of the Supervisory Board Members do not create any conflict of interest and do not affect the quality of performance of their function as Member of Supervisory Board of the Bank. Information on the activities of the members of the Supervisory Board in other legal entities:

- Joerg Bongartz - CEO Central and Eastern Europe, Deutsche Bank AG; Deutsche Bank Polska S.A., Warsaw, Chairman of the Supervisory Board; and Deutsche Bank Ltd, Moscow, Chairman of the Supervisory Board;
- Beate Ramona Hofmann - Head Working Capital Development, Deutsche Bank AG;
- Penko Dinev – CEO in C-TRUST Ent LTD, Bulgaria;
- Carlo Appetiti – senior advisor, Boston Consulting Group, Italy; statutory auditor, Board of Statutory Auditors, BPER Banca SpA, Italy;
- Wolfgang Gomernik – director of LLC "Alfa Construction Ukraine" (EDRPOU 38062587), CEO Green & Fair Development (Austria, ATU 75091124), CEO DELTA Holding (Austria, ATU 62740001), CEO DELTA Projektconsult (Austria, ATU 41288600), general director LLC "Delta Projektconsult Ukraine" (EDRPOU 34693476).

Taking into account the requirements of Article 42 of the Law of Ukraine "On Banks and Banking Activities", the Law of Ukraine "On Joint Stock Companies", paragraph 360 of Chapter 43 of Section VI of the Regulation on Licensing of Banks, approved by the Management Board of the National Bank of Ukraine of 22 December 2018 (as amended) No. 149, as well as in accordance with the internal regulations of the Bank, which regulates the evaluation of compliance of the Bank's managers, in December 2023 an evaluation of the professional suitability and business reputation of the members of the Supervisory Board of the Bank was conducted. According to the conclusions of such evaluation and the approved decisions of the Supervisory Board (Minutes No. 108 dated 27 December 2023, Addendum No. 3), the results of the evaluation of managers 'qualifications and independent directors' found that during the reporting period all members of the Supervisory Board met the requirements of professional suitability, signs of improper business reputation of these managers were not found, the independent members of the Supervisory Board met the established criteria of independence in understanding the Law of Ukraine "On Joint Stock Companies" and the Law of Ukraine "On Banks and Banking Activities". No facts of unacceptable conduct were established by Bank officials during the reporting period.

3. Appraisal of the independence of each independent Supervisory board member

As noted above, in December 2023 the Bank audited the independent directors for independence.

The Bank ensures compliance with the requirements regarding the independence of each of the independent director of the Supervisory Board (independent directors), namely, there is no influence by other persons on the said members of the Supervisory Board of the Bank in the process of their decision making while performing the duties of the independent director.

In particular, the independent directors as of December 2023:

- 1) was the member of the Bank's Management Board and/or legal entities affiliated with them during the previous five years (prior to occupation of this position);
- 2) receives and/or received additional remuneration from the Bank and / or affiliated legal entities in the amount of more than 5 per cent of the annual income of such person for each of these years during the previous three years (prior to occupation of this position);
- 3) owns (directly or indirectly) 5 percent or more of the authorized capital of the legal entity and is an official or person who carries out management functions in the Bank, nor is it an individual, an entrepreneur, who during the past year had substantial business relations with the Bank and / or affiliated with it legal entities;
- 4) is or has been an key auditor partner, officer of the auditor of the Bank and / or affiliated legal entities during the preceding three years;
- 5) is or has been during the previous three years an employee of an audit firm that provided audit services to the Bank and / or affiliated legal entities during the previous three years;
- 6) is or has been an employee of the Bank and / or legal entities affiliated with the Bank during the previous three years (prior to occupation of this position);
- 7) is a shareholder, holding a controlling block of shares and is a representative of a shareholder holding a controlling block of shares of the Bank in any civil relations;
- 8) has been a member of the Bank's Supervisory Board for more than 12 years;
- 9) is a relative of individuals specified in the above-mentioned points 1-8 of this part;
- 10) does not meet the criteria established by the charter or other internal documents of the Bank for the independent directors.

The Bank, on the basis of the documents and other information provided, periodically checks the independence of each independent director of the Supervisory Board. In addition, the criteria for independence are given to the shareholder, Deutsche Bank Aktiengesellschaft, which also examines the candidates for their independence, as Members of the Supervisory Board.

In view of the above, the independent members of the Supervisory Board as of December 2023 met the statutory criteria for independence.

4. Appraisal of the competence and effectiveness of each Supervisory board committee

During 2023, the Bank did not set up Supervisory Board committees. Consideration of all issues and decision-making in the relevant areas of the Bank's activities were carried out directly by the members of the Supervisory Board.

The quantitative composition of the Supervisory Board is established, the directions of the Bank's business activities are determined, as well as the fact that all members of the Supervisory Board are sufficiently qualified, have knowledge of banking and have a good understanding of financial analysis and risk aspects of the Bank. The amount of time to perform their duties did not necessitate the establishment of committees in 2023.

In addition, the Supervisory Board considers it important to acquaint all its members with the areas of responsibility that normally fall within the remit of these committees.

At the same time, due to the adoption of new version of the Law of Ukraine "On Joint-Stock Companies", which provides for a mandatory requirement for banks to establish supervisory board committees, the Bank established such committees in December 2023, namely the Audit Committee and the Appointment and Remuneration Committee.

5. Appraisal of targets met by Supervisory board members

The objectives of the Bank's Supervisory Board for 2023 were as follows:

1) performance of the Supervisory Board functions within the powers stipulated by the Charter and the Regulations of the Supervisory Board - **status of execution: fulfilled.**

2) Performance by the Supervisory Board of other functions within its competence or recommended for performance in accordance with the Guidelines for the organization of corporate governance in banks of Ukraine approved by the National Bank of Ukraine - **status of execution: performed as required.**

Based on the data provided, the Supervisory Board came to the following conclusions:

- no violations of shareholders' rights were revealed;
- the facts of significant violations of the legislation of Ukraine during the Bank's activities were not identified;
- the results of the Bank's financial and economic activities correspond to its reporting;
- internal control procedures ensure proper internal control in the Bank;
- audit procedures comply with the regulations of the National Bank and ensure adequate control over the Bank's risks.

The activities of the Supervisory Board led to the following changes in the financial and economic activities of the company:

- achieving the desired financial results;
- the recommendation of the Supervisory Board on the distribution of profits of previous years had an impact on the financial condition of the institution and directly on its level of capital;
- achieving the Bank's strategy in terms of attracting new customers;
- sufficient level of risk management, which strengthened the financial stability of the Bank;
- availability of established necessary processes and controls, which reduces the Bank's risks, etc.

Based on the above, the Bank's Supervisory Board has achieved its goals. The activities of the Bank's Supervisory Board led to positive changes in the Bank's financial and economic activities.

Given the above, and the proper interaction of the Supervisory Board with the Management Board, as well as with the Internal Audit Department, the Risk Management Department and the Compliance and Financial Crimes Department under the Supervisory Board, given the significant list of issues considered by the Supervisory Board during the year as in Section 1 of this report, and making appropriate decisions, **the Supervisory Board properly protected the rights of depositors, other creditors and shareholders of the Bank, and within the competence defined by the charter and legislation of Ukraine, managed the Bank and supervised and regulated the Board control of the Bank and the person responsible for performing the duties of the corporate secretary.**

The Bank's Supervisory Board or its members did not audit the Bank in 2023 or the Bank's financial statements for the year which ended 31 December 2023. The Bank's Supervisory Board relied on the audit and conclusions provided by the external audit firm. The Supervisory Board also analyzed the audited annual financial statements of the Bank for 2023, took into account the recommendations and reservations, and did not raise any objections. The Bank's annual financial statements, audited by an independent auditor, were recommended for approval by the Bank's sole shareholder.

In view of the above, the Supervisory Board recommends that the sole shareholder approve this report of the Bank's Supervisory Board for 2023.

This report of the Supervisory Board is a separate part of the Bank's annual report.

