

Constitutive document of the legal entity OGRN 1022800000079 is presented when making a record into the Unified State Register of Legal Entities dated November 30, 2020 for State registration number 2202800164730

The document is signed by the enhanced qualified electronic signature
Information on electronic signature
Certificate:
357A5600C3AB208C4876C03EFE2350DF
Owner: Kolesnikova Tatyana Sergeevna
Interdistrict Inspection of the Federal Tax Service No. 1 for Amur Region
Valid: from May 22, 2020 to May 22, 2021

APPROVED:

Deputy Chairman

of the Bank of Russia

/__signed____ / __Shvetsov S.A.__ /

November 30, 2020

ARTICLES OF ASSOCIATION

of

**Asian-Pacific Bank
(Joint Stock Company)
Asian-Pacific Bank (JSC)**

APPROVED:

**By the Annual General Meeting of
Shareholders of the Bank
Minutes No. 5
dated September 30, 2020**

**Blagoveshchensk
2020**

CHAPTER 1. GENERAL PROVISIONS

1.1. The Asian-Pacific Bank (Joint Stock Company), hereinafter referred to as the “Bank”, is a credit organization. The Bank has been established in accordance with the resolution of the General Meeting of founders (Minutes No. 1 dated November 15, 1991) in the form of a Closed Joint-Stock Company with the name Amursky Investment-Commercial Industrial-Construction Bank (Amurpromstroybank, CJSC). Amurpromstroybank is the management assignee of the State Commercial Industrial Construction Bank for the Amur Oblast.

By the resolution of the General Shareholders’ Meeting (Minutes No. 1 dated March 27, 1996), the organizational and legal form has been brought into conformity with the current legislation of the Russian Federation and defined as a “Closed Joint-Stock Company”, the full corporate name of the Bank as well as the abbreviated corporate name of the Bank have been changed to the Closed Joint-Stock Company Amursky Investment-Commercial Industrial-Construction Bank (Amurpromstroybank, CJSC).

In accordance with the resolution of the General Shareholders’ Meeting of the Amurpromstroybank, CJSC (Minutes No. 1 dated September 26, 2005), the type of the organizational and legal form as well as the name have been changed – the full corporate name - the Asian-Pacific Bank (Open Joint-Stock Company), and the abbreviated corporate name – the Asian-Pacific Bank (OJSC).

In accordance with the resolution of the General Shareholders’ Meeting of the Asian-Pacific Bank (OJSC) (Minutes No. 1 dated June 27, 2006), the full corporate name wording has been changed to the Asian-Pacific Bank (Open Joint-Stock Company).

In accordance with the resolution of the Extraordinary General Shareholders’ Meeting of the Asian-Pacific Bank (OJSC) (Minutes No. 1 dated February 19, 2010), as well as the resolutions of the Extraordinary General Shareholders’ Meetings of the Kolyma Bank, OJSC (Minutes No. 24 dated February 08, 2010) and of the KAMCHATPROMBANK, OJSC (Minutes No. unnumbered dated February 12, 2010), the Asian-Pacific Bank (OJSC) has been reorganized through the merger of the Kolyma Bank, OJSC, and of the KAMCHATPROMBANK, OJSC. to it.

The Bank is the assignee of all rights and obligations with respect to all debtors and creditors, including those disputed by the parties, the Kolyma Bank, Open Joint-Stock Company, and the KAMCHATPROMBANK, OPEN JOINT-STOCK COMPANY, in accordance with the Delivery and Acceptances Statements.

In accordance with the resolution of the Extraordinary General Shareholders’ Meeting of the Bank (Minutes No. 1 dated June 08, 2015), the organizational and legal form has been brought into conformity with the current legislation of the Russian Federation and the full corporate name of the Bank as well as the abbreviated corporate name of the Bank have been changed to the Asian-Pacific Bank (Public Joint Stock Company), PJSC Asian-Pacific Bank.

1.2. The full corporate name of the Bank:

1.2.1. In the Russian language – «Азиатско-Тихоокеанский Банк» (Акционерное Общество);

1.2.2. In the English language - Joint stock company Asian-Pacific Bank.

1.3. The abbreviated corporate name of the Bank:

1.3.1. In the Russian language – «Азиатско-Тихоокеанский Банк» (АО);

1.3.2. In the English language - JSC Asian-Pacific Bank.

1.4. The Bank shall have an exclusive right to the use of its full and abbreviated corporate names.

1.5. The Bank location: Blagoveshchensk City, Amur region.

The Bank address: Building 225, Amurskaya Street, Blagoveshchensk City, Amur region, Russian Federation, 675000.

1.6. The Bank shall have a round seal showing its full corporate names in the Russian language and its location indication. The Bank seal shall also bear the abbreviated corporate name of the Bank.

The Bank shall have the right to have stamps and letterheads bearing its corporate name, its own emblem, trademark and other means of visual identification.

1.7. The Bank is a joint stock company, which has been established and operating without limitation of the term of activity.

1.8. The Bank is comprised in the unified banking system of the Russian Federation and it shall abide in its activities by the Constitution of the Russian Federation, the Federal Law “On Banks and Banking Activities”, the Federal Law "On the Central Bank of Russian Federation (Bank of Russia)", the Federal Law "On Joint Stock Companies", and other Federal Laws, other legal acts of the Russian Federation (hereinafter referred to as the legislation), as well as the Bank Articles of Association.

1.9. The Bank is a legal entity; it shall own a separate property and be responsible for its obligations by means of it; the Bank shall have the right to acquire and exercise civil rights and civil obligations on its own behalf, sue and be sued in court.

1.10. The Bank shall be liable for its obligations with all property belonging to it. The Bank shall not be liable for the obligations of its Shareholders.

1.11. The Bank Shareholders may be legal entities and/or natural persons. The Bank Shareholders shall not be liable for the Bank obligations and bear the risk of losses associated with its activities, to the extent of the value of their shares.

1.12. The management bodies of the Bank shall be as follows:

- The General Shareholders’ Meeting of the Bank;
- The Board of Directors;
- The Management Board - a collegial executive body;
- The Chairman of the Management Board – a sole executive body.

1.13. The Bank shall not be liable for the obligations of the state and its bodies. The state and its bodies shall not be liable for the obligations of the Bank, except in cases where the state itself has assumed such obligations.

1.14. The Bank shall be entitled to be a member (founder) of another business company or partnership on the territory of the Russian Federation and abroad, subject to the requirements of the legislation of the Russian Federation and a foreign state at the location of the organization, unless otherwise stipulated by international treaties of the Russian Federation.

1.15. The Bank shall have the right to establish branches and to open representative offices on the territory of the Russian Federation in accordance with Russian Federation legislation.

The establishment of branches and representative offices outside the territory of the Russian Federation by the Bank shall also be carried out in accordance with the Russian Federation legislation and the legislation of a foreign state at the location of branches and representative offices, unless otherwise stipulated by international treaties of the Russian Federation.

1.16. The Bank (branch) shall have the right to open internal structural subdivisions outside the location of the Bank (branch). Internal structural subdivisions include additional offices, credit and cash offices, operational offices, and operating cash desks outside the Bank's cash center

Additional offices, credit and cash offices, operational offices, and cash desks outside the Bank's cash center (branches of the Bank) shall be opened (closed) by resolution of the Chairman of the Management Board by resolution of the head of the Bank's branch, to which this right is granted by the regulation on the Bank's branch. Additional offices, credit and cash offices, operational offices, and cash desks outside the cash center of the Bank's branches shall be opened (closed) by resolution of Head of the Bank’s branch to which this right is granted by the regulation on the Bank's branch.

CHAPTER 2. BRANCHES AND REPRESENTATIVE OFFICES OF THE BANK

2.1. Branches and representative offices of the Bank shall not be legal entities and act on the basis of provisions approved by the Bank Management Board.

Branches and representative offices of the Bank shall be endowed with property by the Bank, which is recorded both on their separate balance sheets and on the balance sheet of the Bank.

Heads of branches and representative offices shall be appointed by the Chairman of the Management Board of the Bank and act on the basis of a Power of Attorney issued by the Bank.

Branches and representative offices shall carry out activities on behalf of the Bank. The Bank shall be responsible for the activities of branches and representative offices.

CHAPTER 3. OBJECTIVES AND TYPES OF ACTIVITY OF THE BANK.

3.1. The Bank is a commercial organization. The Bank objectives shall be as follows: the profit generate from the use of own and borrowed funds; the banking services market expansion, including retail and corporate lending; the financial resources accumulation and efficient use in order to finance the entrepreneurial activity development and expansion; the promoting of the consumer market saturation with goods and services as well as the latest technologies accelerating the implementation.

Banking operations shall be carried out by the Bank under a special permission (license) of the Bank of Russia in the manner established by the Federal Law "On Banks and Banking Activities."

3.2. The Bank shall be entitled to conduct banking operations as follows:

- attracting funds from natural persons and legal entities on deposits (demand deposits and time deposits);
- placement of attracted funds, referred to in the preceding sub-paragraph of this paragraph of the Articles of Association on its behalf and for its own account;
- opening and maintaining bank accounts of natural persons and legal entities;
- carrying out money transfers on the instructions of natural persons and legal entities, including correspondent banks, on their bank accounts;
- collection of cash, bills, payment and settlement documents and cash services for natural persons and legal entities;
- buying and selling foreign currency in cash and non-cash forms;
- attracting precious metals from natural persons and legal entities on deposits (demand deposits and time deposits), with the exception of coins made of precious metals;
- placement of attracted precious metals, referred to in the sub-paragraph 8 of this paragraph of the Articles of Association on its behalf and for its own account;
- opening and maintaining bank accounts of natural persons and legal entities in precious metals, with the exception of coins made of precious metals;
- carrying out money transfers on the instructions of natural persons and legal entities, including correspondent banks, on their bank accounts in precious metals;
- issuing bank guarantees;
- making money transfers without opening bank accounts, including electronic money transfer (save for postal transfers).

Apart from the banking operations, listed above, the Bank shall be entitled to carry out the following transactions:

- issuing sureties for third persons providing for the performance of obligations in a monetary form;
- acquiring the rights of claim for the performance of obligations in a monetary form from third persons;
- fiduciary management of monetary funds and other property under a contract with natural persons and legal entities;
- conducting operations with precious metals, coins made of precious metals, in accordance with the Russian Federation legislation;
- renting special premises or safes located therein to natural persons and legal entities for the safekeeping of documents and valuables;
- conducting leasing transactions;

- providing consulting and information services.

The Bank shall be entitled to carry out other transactions, subject to the Russian Federation legislation.

The banking operations and other transactions shall be conducted by the Bank both in rubles and in foreign currency, if an appropriate license is available.

Banking operations and other transactions with precious metals shall be conducted by the Bank with refined gold, silver, platinum, palladium bullion and (or) with gold, silver, platinum, palladium accounted for in bank accounts in precious metals, with coins made of precious metals.

3.3. The Bank shall not engage in production, trade and insurance activities.

These restrictions shall not apply to contracts that are derivative financial instruments and providing either obligation of one party to the other party of the contract to transfer the goods to another party, or the obligation of one party on conditions specified in the contract, in the event of a demand by the other party to buy or sell goods, if the obligation to deliver is terminated without execution in kind, as well as to contracts for the purpose of acting as a central counterparty and operator of commodity supplies in accordance with the Federal Law "On Clearing, Clearing Operations and Central Counterparties." These restrictions shall not apply either to the sale of property, acquired by the Bank in order to ensure its operations, and the sale of property, sold by the Bank, in the case of repossession of collateral in connection with default by the debtor of the obligation, secured by pledge of property or received by the Bank under the contract as compensation. These restrictions shall not apply to the sale and purchase of precious metals and coins made of precious metals specified in paragraph 5 of Article 5 of the Federal Law "On Banks and Banking Activities."

3.4. The Bank shall be entitled to issue, purchase, sell, record, store and perform other operations with securities that perform the functions of a payment document, with securities confirming attraction of money on deposits and bank accounts; with other securities, transactions with which, in accordance with Federal Laws, may be dealt in without a special license, as well as the right to carry out trust management of such securities under agreements with legal entities and natural persons.

3.5. The Bank shall be entitled to carry out professional activities in the securities market in accordance with the current Russian Federation legislation.

3.6. The Bank shall be entitled to perform the functions of a certification center in accordance with the Federal Law "On Electronic Signature."

CHAPTER 4. AUTHORIZED CAPITAL OF THE BANK

4.1. The Authorized Capital of the Bank shall be made up in the amount of 6,000,000,000 Six billion) rubles 00 kopecks.

4.2. The Bank has placed 30,931,745,649,833,118,000,000,000 (thirty septillion nine hundred and thirty-one sextillion seven hundred and forty-five quintillion six hundred and forty-nine quadrillion eight hundred and thirty-three trillion one hundred and eighteen billion) shares, including: 30,931,745,649,833,117,999,750,000 (thirty septillion nine hundred and thirty-one sextillion seven hundred and forty-five quintillion six hundred and forty-nine quadrillion eight hundred and thirty-three trillion one hundred and seventeen billion nine hundred and ninety-nine million seven hundred and fifty thousand) ordinary shares with a nominal value of 1/5,155,290,941,638,853 ruble each and 250,000 (with a certain amount of dividends) preferred shares with a fixed amount of dividends with a nominal value of 1/5,155,290,941,638,853 ruble each.

The Authorized Capital of the Bank shall be made up of the nominal value of outstanding shares of the Bank. The Authorized Capital of the Bank shall determine the minimum amount of the assets of the Bank, which guarantees the interests of its creditors.

4.3. The Bank shall not be entitled to use attracted monetary funds for the formation of the Authorized Capital of the Bank. The additional shares of the Bank payments, when increasing its

Authorized Capital, shall not be permitted by offsetting claims against the Bank, except for monetary claims for declared dividends payment in the monetary form.

4.4. The Authorized Capital of the Bank may be increased by increasing the nominal value of shares or by issuing additional shares. В рамках одного выпуска акций решение об увеличении уставного капитала принимается только одним из этих способов.

An increase of the Authorized Capital of the Bank shall be allowed after its full payment.

4.5. A resolution to increase the Authorized Capital of the Bank by increasing the nominal value of the shares shall be taken by the General Shareholders' Meeting of the Bank in accordance with the current legislation of the Russian Federation as well as the Bank Articles of Association.

A resolution to increase the Authorized Capital of the Bank by issuing additional shares shall be taken by the General Shareholders' Meeting of the Bank or the Bank's Board of Directors in accordance with the current legislation of the Russian Federation as well as the Bank Articles of Association.

An increase in the Authorized Capital of the Bank by issuing additional shares shall be carried out only within the number of authorized shares, established by the Bank's Articles of Association.

A resolution to increase the Authorized Capital of the Bank by issuing additional shares may be adopted by the General Shareholders' Meeting of the Bank simultaneously with a resolution to introduce the provisions concerning authorized shares in the Bank's Articles of Association.

4.6. The resolution to increase the Authorized Capital of the Bank by issuing additional shares shall contain as follows:

- the number of additional ordinary shares and preferred shares of each type within the number of authorized shares of this category (type);
- the method of their placement;
- the offer price of additional shares placed by subscription, or the procedure for determining it (including the exercise of the pre-emptive right to purchase additional shares) or an indication that such a price or procedure for determining it will be established by the Bank's Board of Directors no later than the start of the placement of shares;
- the form of payment for additional shares placed by subscription.

The resolution to increase the Authorized Capital of the Bank by issuing additional shares may contain other conditions for their placement.

The offer price of additional shares or the procedure for determining it shall be established in accordance with Article 77 of the Federal Law "On Joint-Stock Companies."

4.7. When the Authorized Capital of the Bank is to be increased by issuing additional shares, this may be done by the use of the Bank's property. When the Authorized Capital of the Bank is to be increased by increasing the nominal value of the shares, this shall be done only by the use of the Bank's property.

The amount by which the Authorized Capital of the Bank is increased by the Bank's property shall not exceed the difference between the value of the Bank's own funds (capital) and the amount of the Authorized Capital of the Bank and its reserve fund.

When the Authorized Capital of the Bank is to be increased with its property, used to issue additional shares, these shares shall be placed amongst all Shareholders. In this case, each Shareholder shall receive shares of the same category (type) as the shares held by this Shareholder, pro rata to the number of shares held by it. An increase of the Authorized Capital of the Bank with its property, used to issue additional shares, resulting in the fractional shares shall not be permitted.

4.8. The Bank shall be entitled, and in cases stipulated by the legislation of the Russian Federation, obliged to decrease its Authorized Capital.

The Authorized Capital of the Bank may be decreased by decreasing the nominal value of shares or by reducing their aggregate quantity, inter alia, through acquisition of a part of the shares. A resolution to decrease the Authorized Capital of the Bank by decreasing the nominal value of shares or by reducing their aggregate quantity, inter alia, through acquisition of a part of the shares shall be adopted by the General Shareholders' Meeting of the Bank.

The Bank shall be entitled to acquire shares, issued by resolution of the General Shareholders' Meeting to decrease the Authorized Capital of the Bank by acquisition of a part of shares in order to decrease their total number.

Within three working days after the Bank takes the resolution to decrease its Authorized Capital, the Bank shall be obliged to report such resolution to the body carrying out state registration of legal entities, and twice, with an interval of one month, to put a notice on the decrease of its Authorized Capital in the mass media that publish the information on state registration of legal entities.

4.9. The General Shareholders' Meeting of the Bank shall be obliged to take a resolution to decrease the Authorized Capital of the Bank by redemption of shares:

- acquired by the Bank and not sold within a year from the date of their acquisition;
- redeemed by the Bank and not sold within one year from the moment of their receipt at the disposal of the Bank.

4.10. In the event that the value of own funds (capital) of the Bank in the reporting month is less than the size of its Authorized Capital, the Bank shall be obliged to bring into correspondence the size of the Authorized Capital of the Bank and the amount of its own funds (capital).

The amount of the Bank's own funds (capital) shall be calculated in accordance with the procedure established by the Bank of Russia regulations.

CHAPTER 5. SHARES, BONDS AND OTHER EQUITY SECURITIES OF THE BANK

5.1. Each paid ordinary share shall give the right to one vote when voting at the General Shareholders' Meeting of the Bank on all issues within its competence.

Preferred registered shares with a certain amount of dividend (hereinafter referred to as the preferred shares) shall not provide their holder with voting rights at the General Shareholders' Meeting of the Bank, unless otherwise provided by the Federal Law "On Joint-Stock Companies."

The ordinary shares conversion into preferred shares, bonds and other securities shall not be allowed.

5.2. The nominal value of one ordinary share shall be 1/5,155,290,941,638,853 rubles. The total number of outstanding ordinary registered shares shall be 30,931,745,649,833,117,999,750,000 (thirty septillion nine hundred and thirty-one sextillion seven hundred and forty-five quintillion six hundred and forty-nine quadrillion eight hundred and thirty-three trillion one hundred and seventeen billion nine hundred and ninety-nine million seven hundred and fifty thousand).

The nominal value of one preferred share shall be 1/5,155,290,941,638,853 ruble. The total number of outstanding preferred shares shall be 250 000 (Two hundred and fifty thousand).

5.3. The maximum number of authorized ordinary shares is 79,000,000,000,000,000,000,000 (seventy-nine septillion) shares with a nominal value of 1/5,155,290,941,638,853 ruble each.

5.4. The resolution to make the Bank's Articles of Association amendments, related to the provisions on the announced shares of the Bank and on their number, with the exception of changes related to a decrease in their number as a result of the placement of additional shares, shall be adopted by the General Shareholders' Meeting of the Bank by a three-fourths majority of the votes of Shareholders holding voting shares participating, in the General Shareholders' Meeting of the Bank.

5.5. By the General Shareholders' Meeting resolution, the Bank shall be entitled to consolidate outstanding shares, as a result of which two or more shares of the Bank are converted into one new share of the same category (type). In this case, the Bank's Articles of Association shall be amended accordingly, concerning the nominal value and the quantity of outstanding and authorized shares of the Bank of a definite category (type).

5.6. By the General Shareholders' Meeting resolution, the Bank shall be entitled to make a split-up of outstanding shares, as a result of which one share of the Bank is converted into two or more shares new shares of the same category (type). In this case, the Bank's Articles of Association shall be

amended accordingly, concerning the nominal value and the quantity of outstanding and authorized shares of the Bank of a definite category (type).

5.7. The Bank shall have the right to place bonds and other equity securities as prescribed by the legislation on securities.

5.8. Placement of bonds and other equity securities of the Bank shall be carried out by resolution of the Bank's Board of Directors in accordance with the current legislation of the Russian Federation. The procedure for their emission and circulation shall be determined in accordance with the current legislation of the Russian Federation.

5.9. The Bank shall not be entitled to place bonds and other equity securities convertible into shares of the Bank if the number of authorized shares of certain categories and types is less than the number of shares of these categories and types, the right to purchase of which is provided by such securities.

5.10. Bonds can be redeemed in cash or by other property, including outstanding shares of the Bank, in accordance with the resolution on their issue. The placement of bonds, the redemption of which may be carried out by the outstanding shares of the Bank, shall be carried out by the General Shareholders' Meeting resolution of the Bank.

5.11. When making a resolution on the placement of bonds, the redemption of which may be carried out by the outstanding shares of the Bank, the rules provided for in paragraph 7.3 of the Bank's Articles of Association shall not apply. The shares acquisition as a result of redemption of such bonds shall not relieve the acquirer from the performance of duties established by Federal Laws.

CHAPTER 6. RIGHTS AND OBLIGATIONS OF THE BANK SHAREHOLDERS

6.1. Each ordinary share of the Bank shall give the Shareholder - its holder - the same amount of rights.

Shareholders – the ordinary registered shares holders - shall be entitled to as follows:

- participate in the General Shareholders' Meeting of the Bank and vote on all matters within the competence thereof;
- obtain information about the Bank activities and get acquainted with its accounting and other documentation in the manner and to the extent prescribed by the current legislation of the Russian Federation and these Articles of Association;
- appeal the resolution of the Bank authorities, entailing civil consequences, in the manner and to the extent prescribed by the current legislation of the Russian Federation;
- acting on behalf of the Bank, demand compensation for losses incurred by the Bank;
- acting on behalf of the Bank, dispute transactions concluded by it on the grounds stipulated by the legislation of the Russian Federation;
- participate in the distribution of the Bank's profit (receive dividends);
- receive a part of the Bank's property, remaining after settlements with creditors, or its value, in the case of its liquidation in the prescribed manner;
- alienate their ordinary shares of the Bank. The alienation shall be subject to only paid ordinary shares of the Bank;
- exercise other rights stipulated by the current Russian Federation legislation.

6.2. Shareholders – the Bank's preferred shares holders shall have the right to as follows:

- receive fixed dividends in the amount of 10% (ten percent) of the nominal value of shares (if dividends on ordinary shares are higher than this size, then dividends on preferred shares shall be paid in the amount established by the General Shareholders' Meeting of the Bank for ordinary shares);
- participate in the General Shareholders' Meeting of the Bank with the right to vote on the issues on the reorganization and liquidation of the Bank, as well as other issues stipulated by the paragraph 3 of Article 7.2 and Article 92.1 of the Federal Law "On Joint-Stock Companies", as well as issues for which resolution in accordance with the Federal Law "On joint-stock companies" is adopted unanimously by all the Bank's Shareholders;

- participate in the General Shareholders' Meeting of the Bank with the right to vote on the issues on the amendments and supplements to the Bank's Articles of Association, restricting the rights of Shareholders – the holders of the preferred shares with a fixed amount of dividends;

- participate in the General Shareholders' Meeting of the Bank with the right to vote on all the issues within its competence, starting from the General Shareholders' Meeting of the Bank following the Annual General Shareholders' Meeting of the Bank, at which, regardless of the reasons, no resolution was made to pay dividends, or a resolution was made to incompletely pay dividends on preferred shares with a fixed amount of dividends. This right shall terminate from the moment of the first payment of dividends on the indicated shares in full;

- receive part of the value of the Bank's property upon its liquidation after satisfying the requirements of all the Bank's creditors, but not less than 10% (ten percent) of the nominal value of the shares;

- obtain information about the Bank activities and get acquainted with its accounting and other documentation in the manner and to the extent prescribed by the current legislation of the Russian Federation and these Articles of Association;

- appeal the resolution of the Bank authorities, entailing civil consequences, in the manner and to the extent prescribed by the current legislation of the Russian Federation;

- acting on behalf of the Bank, demand compensation for losses incurred by the Bank;

- acting on behalf of the Bank, dispute transactions concluded by it on the grounds stipulated by the legislation of the Russian Federation;

- alienate their preferred shares of the Bank;

- exercise other rights stipulated by the legislation.

6.3. The Bank's Shareholders who voted against or did not vote on the issue of placement by private subscription of shares and emission securities convertible into shares shall have a pre-emptive right to purchase the shares sold by other Shareholders, placed through open subscription:

- 1) additional shares and equity securities convertible into shares in a quantity pro rata according to the quantity of shares of the Bank of this category (type), held by each of them;

- 2) newly placed additional new category (type) shares of Bank's and equity securities convertible into them in a quantity pro rata according to the quantity of shares of the Bank, held by each of them, granting the right to vote when deciding the issue put to a vote on the placement of these securities;

- 3) additional preferred shares with an advantage in the order of receipt of dividends and equity securities convertible into them in a quantity pro rata according to the quantity of shares of the Bank, held by each of them, providing voting rights in deciding on the issue of placement of the said securities put to a vote.

The pre-emptive right shall not apply to the placement of shares and equity securities convertible into shares, carried out through private subscription only among Shareholders, if the Shareholders have the opportunity to purchase an integer number of offered shares and equity securities convertible into shares in a quantity pro rata according to the quantity of shares of the Bank of this category (type), held by each of them.

6.4. If the resolution, which is the basis for the placement of additional shares and equity securities convertible into shares, is taken by the General Shareholders' Meeting of the Bank, the pre-emptive right shall be held by the Bank's Shareholders as of the date of determination (fixing) of persons entitled to participate in such a General Shareholders' Meeting of the Bank, and if this resolution is made by the Bank's Board of Directors, persons who are the Bank's Shareholders on the tenth day after the day the Bank's Board of Directors takes such a resolution, unless a later date is set by this resolution. In order to exercise the pre-emptive right to acquire these securities, the Bank's Registrar shall compile a list of persons having such a pre-emptive right, in accordance with the current legislation of the Russian Federation

6.5. Persons having a pre-emptive right to acquire additional shares and equity securities convertible into shares of the Bank shall be notified of the possibility of exercising their pre-emptive

right in the manner prescribed by paragraph 13.8 of the Articles of Association of the Bank for reporting on the General Shareholders' Meeting of the Bank.

The notice shall contain the information on the number of outstanding shares and equity securities convertible into shares, the offer price of these securities or the procedure for determining it (including the exercise of the pre-emptive right to purchase securities) or an indication that such a price or procedure for determining it will be established by the Bank's Board of Directors no later than the start of the placement of securities, as well as the information on the procedure for determining the amount of securities that each person having the pre-emptive right to acquire is entitled to acquire, the procedure in which the statements of these persons for the acquisition of shares and equity securities convertible into shares should be submitted to the Bank, and the term during which such statements should be received by the Bank (hereinafter referred to as the pre-emptive right term).

The pre-emptive right term shall be determined in accordance with the provisions of the Federal Law "On Joint-Stock Companies."

Prior to the expiration of the pre-emptive right term, the Bank shall not be entitled to place additional shares and equity securities convertible into shares to persons who do not have a pre-emptive right to acquire them

6.6. A person, having the pre-emptive right to purchase additional shares and equity securities convertible into shares, during the period of the pre-emptive right term, shall have the right to exercise its pre-emptive right fully or partially by submitting a statement for the acquisition of outstanding securities and fulfillment of the obligation to pay them. A statement for the acquisition of outstanding securities of a person having the pre-emptive right to purchase additional shares and equity securities convertible into shares registered in the Bank's Shareholder Register shall contain information allowing identification of the person who submitted it and the number of securities acquired by it.

A statement for the acquisition of outstanding securities of a person having the pre-emptive right to purchase additional shares and equity securities convertible into shares registered in the Bank's Shareholder Register shall be submitted by sending by mail or handing against the receipt a written document signed by the submitting person to the Bank's Registrar, and if it is provided for by the rules in accordance with which the Bank's Registrar carries out registry maintenance activities, also by sending an electronic document signed by a qualified electronic signature to the Bank's Registrar. The specified rules may also provide for the possibility of signing such an electronic document with a simple or unqualified electronic signature. In such a case, an electronic document signed with a simple or unqualified electronic signature shall be recognized as equivalent to a paper document signed with a handwritten signature.

A statement for the purchase of outstanding securities sent or handed to the Bank's Registrar shall be deemed submitted to the Bank on the day of its receipt by the Bank's Registrar.

A person, having the pre-emptive right to purchase additional shares and equity securities convertible into shares that is not registered in the Bank's Shareholder Register, shall exercise such a pre-emptive right by giving appropriate recommendations (instructions) to a person, recording its rights to the shares of the Bank. Such recommendations (instructions) shall be given in accordance with the requirements of the legislation of the Russian Federation on securities and should contain the number of purchased securities. In this case, a statement for the purchase of outstanding securities shall be considered to have been submitted to the Bank's Shareholder Register receives from the nominal holder of shares registered in the Bank's Shareholder Register a message containing the expression of will of such a person.

If the resolution, which is the basis for the placement of additional shares or equity securities convertible into shares, provides for their payment by non-monetary means, persons exercising the pre-emptive right to purchase these securities shall be entitled to pay them in cash at their discretion.

6.7. If, in the exercise of the pre-emptive right to purchase additional shares, as well as during the consolidation of shares, the acquisition by the Shareholder of a whole number of shares is not possible, parts of the fractional shares will be formed (hereinafter referred to as fractional shares).

A fractional share shall provide the Shareholder - its holder with the rights granted by the share of the corresponding category (type) in an amount corresponding to the part of the whole share

that it comprises. For the purposes of reflecting in the Articles of Association of the Bank the total number of outstanding shares, all outstanding fractional shares are added up. If as a result of this a fractional number is formed, the number of outstanding shares shall be expressed as a fractional number. Fractional shares shall be treated on a par with whole shares. If one person acquires two or more fractional shares of the same category (type), these shares shall form one whole and (or) fractional share equal to the sum of these fractional shares.

6.8. Unless otherwise provided by Federal Law, the Shareholders holding voting shares shall be entitled to demand redemption by the Bank of all or part of their shares in the following cases:

- the adoption by the General Shareholders' Meeting of the Bank of a resolution to reorganize the Bank or to agree to or subsequently approve a major transaction whose subject matter is property whose value is more than 50 percent of the balance value of the Bank's assets, determined according to its accounting (financial) statements as of the last reporting date (including at the same time being an interested party transaction), if they have voted against making a resolution on the reorganization of the Bank or against a resolution on consent to make or subsequent approval of the transaction or have not participated in the voting on these issues;

- making amendments and supplements in the Bank's Articles of Association (the General Shareholders' Meeting of the Bank resolution, which is the basis for making amendments and supplements to the Bank's Articles of Association) or the approval of the Articles of Association in the new wording to restrict their rights if they have voted against the corresponding resolution or have not participated in the vote;

- adoption by the General Shareholders' Meeting of the Bank of a resolution on issues stipulated by paragraph 3 of Article 7.2 and subparagraph 19.2 of paragraph 1 of Article 48 of the Federal Law "On Joint-Stock Companies", if they have voted against the adoption of the relevant resolution or have not participate in the vote.

The number of voting shares of each category (type) that the Shareholders shall be entitled to submit to the Bank for redemption shall not exceed the number of shares of the corresponding category (type) belonging to them, determined on the basis of the data contained in the list of persons entitled to participate in the General Shareholders' Meeting of the Bank, the agenda of which included issues, voting on which led to the emergence of the right to demand redemption by the Bank of these shares.

The list of Shareholders entitled to demand redemption by the Bank of their shares is compiled on the basis of the data contained in the list of persons entitled to participate in the General Shareholders' Meeting of the Bank, the agenda of which included issues, voting on which led to the emergence of the right to demand redemption by the Bank of these shares (hereinafter referred to as the shares redemption demand).

The shares redemption by the Bank shall be carried out at a price determined by the Bank's Board of Directors, but not lower than the market value, which should be determined by the appraiser without taking into account its changes as a result of the Bank's actions, which entailed the emergence of the right to demand the shares assessment and redemption.

6.9. The Bank shall be obliged to inform Shareholders of their right to demand redemption by the Bank of their shares, the price and procedure for redemption, including the address, addresses to which claims for redemption of shares of Shareholders registered in the Bank's Shareholder Register can be sent.

The notice to Shareholders of the General Shareholders' Meeting, the agenda of which includes issues for which voting in accordance with the current legislation of the Russian Federation may entail the right to demand redemption by the Bank of shares, should contain information specified in paragraph 1 of this clause.

6.11. The shares redemption demand of a Shareholder registered in the Bank's Shareholder Register, or withdrawal of such a demand shall be submitted by sending or handing against the receipt a written document signed by the submitting person to the Bank's Registrar, and if it is provided for by the rules in accordance with which the Bank's Registrar carries out registry maintenance activities, also by sending an electronic document signed by a qualified electronic signature to the Bank's Registrar.

The specified rules may also provide for the possibility of signing such an electronic document with a simple or unqualified electronic signature. In such a case, an electronic document signed with a simple or unqualified electronic signature shall be recognized as equivalent to a paper document signed with a handwritten signature.

The shares redemption demand of a Shareholder registered in the Bank's Shareholder Register shall contain information allowing identification of the Shareholder who submitted it, as well as the number of shares of each category (type), the redemption of which it requires.

A Shareholder, not registered in the Bank's Shareholder Register, shall exercise the right to demand redemption by the Bank of shares held by it by giving appropriate recommendations (instructions) to a person, recording its rights to the shares of the Bank. In such a case, those recommendations (instructions) shall be given in accordance with the requirements of the legislation of the Russian Federation on securities and should contain the information on the number of shares of each category (type), the redemption of which is required by the Shareholder.

The Shareholders' claims on the redemption by the Bank of their shares should be presented or withdrawn no later than 45 days from the date of adoption of the relevant resolution by the General Shareholders' Meeting. The withdrawal of the request for the redemption of shares shall be allowed only in relation to all the Bank's shares presented for the redemption. The shares redemption demand of a Shareholder or its withdrawal shall be deemed presented to the Bank on the day it is received by the Bank's Registrar from a Shareholder registered in the Bank's Shareholder Register, or on the day of receipt by the Bank's Registrar from a nominal holder of shares registered in the Bank's Shareholder Register of a message containing the will of such a Shareholder.

At the end of the specified period, the Bank shall be obliged to redeem the shares within 30 days from the Shareholders included in the list of persons entitled to demand redemption by the Bank of their shares, or to notify the Bank's Registrar within five business days that the Bank does not redeem shares on the grounds provided for in paragraph 8 of Article 76 of the Federal Law "On Joint-Stock Companies." In the case of shares redemption demand by persons not included in the specified list, the Bank shall be obliged to send a refusal to satisfy such claims no later than five business days after the expiration of the specified period.

The Bank's Board of Directors, no later than 50 days after the adoption of the relevant resolution by the General Shareholders' Meeting of the Bank, shall approve the report on the results of the submission by the Shareholders of the requirements for the redemption of their shares, which should contain information on the number of shares in respect of which the requirements for their redemption are stated, and the amount in which they can be purchased by the Bank, and in case of adoption by the General Shareholders' Meeting of the Bank of the resolutions stipulated by the fourth paragraph of paragraph 1 of Article 75 of the Federal Law "On Joint-Stock Companies", also information on the entry into force of such resolutions. The information contained in an extract from such a report or in the Bank's notification that the Bank does not redeem shares shall be sent to nominal Shareholders registered in the Bank's Shareholder Register in accordance with the rules of the legislation of the Russian Federation on securities to provide information and materials to persons exercising the rights to securities.

6.11. The redemption of shares by the Bank shall be carried out at the price indicated in the announcement of the General Shareholders' Meeting of the Bank, the agenda of which includes issues for which voting, in accordance with the current legislation of the Russian Federation, may give rise to a right to demand redemption of shares by the Bank. The total amount of funds allocated by the Bank for the repurchase of shares may not exceed 10 percent of the Bank's own funds (capital) as of the date of the resolution, which resulted in Shareholders having the right to demand the repurchase by the Bank of their shares. In the event that the total number of shares in respect of which the redemption demand are stated exceeds the number of shares that can be redeemed by the Bank subject to the above restriction, the shares are redeemed from Shareholders in proportion to the stated requirements.

CHAPTER 7. PLACEMENT BY THE BANK OF SHARES AND OTHER EMISSION SECURITIES. REDEMPTION AND ACQUISITION OF OUTSTANDING SHARES BY THE BANK.

7.1. The Bank's shares and other equity securities placement by the Bank shall be carried out in accordance with the current legislation of the Russian Federation. The Bank shall be entitled to place additional shares and other equity securities through subscription and conversion.

7.2. The Bank shall be entitled to place the Bank's shares and equity securities convertible into shares by private subscription. Shares and emission securities of the Bank convertible into its shares cannot be placed by public subscription or otherwise offered for purchase to unlimited range of persons.

In case of increase of the Bank's Authorized Capital, the Bank shall place additional shares by distributing them among Shareholders.

The Bank's shares and other equity securities, placed by subscription, shall be placed subject to their full payment.

7.3. The placement of shares (the Bank's equity securities convertible into shares) through closed subscription shall be carried out only by resolution of the General Shareholders' Meeting of the Bank on increasing the Authorized Capital of the Bank by placing additional shares (on the placement of equity securities convertible into shares), adopted by a three-fourths majority of the votes of Shareholders, holding voting shares, participating in the General Shareholders' Meeting of the Bank.

The placement of shares by conversion of equity securities into them shall be carried out by resolution of the Bank's Board of Directors, which is adopted unanimously by the Bank's Board of Directors by all members of the Bank's Board of Directors (without taking into account the votes of retired members of the Bank's Board of Directors).

7.4. The paying up of shares may be made in monetary resources, including monetary resources in foreign currency, and other property in cases and in the manner prescribed by the laws of the Russian Federation and Bank of Russia regulations. The maximum amount of non-monetary contributions to the Authorized Capital of the Bank, as well as the list of types of non-monetary property contributed as payment to the Authorized Capital of the Bank, shall be determined by the Bank of Russia.

In case of increase in the Authorized Capital of the Bank due to its property, the Bank shall place additional shares by distributing them among its Shareholders. Non-monetary property contributed as payment to the Authorized Capital of the Bank shall become the Bank's property.

The paying up of additional shares of the Bank placed through subscription shall be carried out at a price determined or the procedure for determining which is established by the Bank's Board of Directors in accordance with the Articles of Association, but not lower than their nominal value. The offer price of additional shares of the Bank placed through subscription or the procedure for determining it should be contained in the resolution to increase the Authorized Capital of the Bank by placing additional shares, unless the specified resolution stipulates that such price or procedure for determining it will be set by the Bank's Board of Directors no later than the start of the additional shares placement.

The offer price of additional shares of the Bank to persons exercising the pre-emptive right to purchase shares may be lower than the offering price to other persons, but by no more than by 10 percent.

In case of payment of additional shares by non-monetary means, a monetary value of the property contributed as payment for shares shall be made by the Bank's Board of Directors in accordance with the Articles of Association.

In case of payment of shares by non-monetary means, an appraiser should be involved to determine the market value of such property. The value of the monetary value of the property made by the Bank's Board of Directors may not be higher than the value of the assessment made by the appraiser.

7.5. The shares, the ownership to which has been transferred to the Bank, shall not provide voting rights, shall not be taken into account when counting votes, and the dividends shall not be accrued on them. In such a case, within one year from the date of their acquisition, the Bank shall be obliged to take a resolution to decrease its Authorized Capital or, on the basis of a resolution of the Bank's Board of Directors, to sell the acquired shares at a price not lower than their market value. In the event that the shares market value is lower than their nominal value, these shares should be sold at a price not lower than their nominal value. In case that the shares are not sold by the Bank within one year after their acquisition, the Bank shall be obliged to make a decision within a reasonable time to decrease its Authorized Capital by redeeming such shares.

7.6. The Bank shall be entitled to acquire shares, placed by it by the Bank's Board of Directors resolution. The Bank shall not be entitled to decide on acquisition of shares, if the nominal value of shares outstanding is less than ninety (90) percent of the Authorized Capital of the Bank.

The resolution on the acquisition of shares shall determine the categories (types) of shares to be acquired, the number of shares purchased by the Bank of each category (type), the purchase price, the form and term of payment, as well as the period during which the Shareholders' statements for the sale of shares to the Bank or the withdrawal of such statements should be received.

7.7. The payment for shares upon their purchase shall be carried out in monetary resources. The period during which the Shareholders' statements for the sale of shares to the Bank or the withdrawal of such statements should be received shall not be less than 30 days, and the term for payment by the Bank of the shares it purchases cannot be more than 15 days from the date on which the deadline for receipt or withdrawal of these statements. The shares acquisition price by the Bank shall determined i in accordance with paragraph 7.11 of the Articles of Association.

Each Shareholder, a holder of shares of certain categories (types), the decision on the acquisition of which has been made, shall have the right to sell these shares, and the Bank shall be obliged to purchase them. If the total number of shares in respect of which statements for their sale to the Bank have been received exceeds the number of shares that can be acquired by the Bank subject to the restrictions established by paragraph 7.6 of the Articles of Association, the shares shall be acquired from Shareholders on a pro rata basis to the stated requirements.

Not later than 20 days before the start of the period during which the Shareholders' statements for the sale of shares to the Bank or the withdrawal of such statements should be received, the Bank shall be obliged to notify the Shareholders, holders of shares of certain categories (types), t the decision on the acquisition of which has been made. The notice should contain the information specified in the second sub-paragraph of the paragraph 7.6 of the Articles of Association. The notice shall be brought to the attention of the Shareholders, holders of shares of certain categories (types), t the decision on the acquisition of which has been made, in the manner established for the notice of the General Shareholders' Meeting of the Bank convening.

No later than five days after the expiration of the period during which the Shareholders' statements for the sale of shares to the Bank or the withdrawal of such statements should be received, the Bank's Board of Directors shall approve the report on the results of the Shareholders submitting statements for the sale of their shares, which should contain information about the number of shares in respect of which statements for their sale have been received, and the number in which they can be acquired by the Bank.

7.8. The Bank shall not be entitled to acquire ordinary shares, placed by it:

- until full payment of the entire Authorized Capital of the Bank;
- if at the time of their acquisition, the Bank meets the signs of insolvency (bankruptcy) in accordance with the legal acts of the Russian Federation on insolvency (bankruptcy) or the indicated signs appear as a result of the acquisition of these shares;

- if, at the time of their acquisition, the size of the Bank's own funds (capital) is less than its Authorized Capital, reserve fund and excess over the nominal value determined by the Articles of Association, the liquidation value of the outstanding preferred shares or becomes less than their size as a result of the acquisition of shares.

The Bank shall not be entitled to acquire preferred shares, placed by it:

- until full payment of the entire Authorized Capital of the Bank;
- if at the time of their acquisition, the Bank meets the signs of insolvency (bankruptcy) in accordance with the legal acts of the Russian Federation on insolvency (bankruptcy) or the indicated signs appear as a result of the acquisition of these shares;
- if, at the time of their acquisition, the size of the Bank's own funds (capital) is less than its Authorized Capital, reserve fund and excess over the nominal value determined by the Articles of Association, the liquidation value of the outstanding preferred shares, which holders have an advantage in the order of payment of liquidation value over the holders of the types of preferred shares to be acquired, or becomes less than their size as a result of the acquisition of shares.

The Bank is not entitled to acquire the outstanding shares before the redemption of all shares, the redemption claims of which have been made in accordance with Article 76 of the Federal Law "On Joint Stock Companies".

7.9. The Bank's Shareholder shall not be allowed to be exempted from the obligation to pay for the Bank's shares, including its exemption from this obligation by offsetting claims against the Bank, with the exception of monetary claims for the payment of declared dividends in money terms.

7.10. Unless otherwise provided by Federal Laws, the acquisition, including as a result of a donation, and (or) the acquisition in trust (hereinafter referred to as the acquisition) as a result of a single transaction or several transactions by one legal entity or natural person, more than one percent of the Bank's shares shall require the Bank of Russia notification, and more than 10 percent – a prior consent of the Bank of Russia.

A prior consent of the Bank of Russia shall also be required as a result of a single transaction or several transactions, the establishment by a legal entity or a natural person of direct or indirect (through third parties) control in relation to the Bank's Shareholders owning more than 10 percent of the Bank's shares (hereinafter referred to as the control establishment in relation to the Bank's Shareholders).

The requirements established by this paragraph shall also apply to cases of acquisition of more than one percent of the Bank's shares, more than 10 percent of the Bank's shares and (or) in the case of the control establishment in relation to the Bank's Shareholders by a group of persons recognized as such in accordance with the Federal Law "On Protection of Competition."

7.11. In cases where, in accordance with the Articles of Association, the price (monetary value) of the property, as well as the offering price or the procedure for determining it or the repurchase price of the Bank's equity securities are determined by a decision of the Bank's Board of Directors, they should be determined based on their market value.

The price (monetary value) of the property in an interested-party transaction shall be determined by a majority of votes of members of the Bank's Board of Directors who are not interested in the transaction. In the event that the number of members of the Bank's Board of Directors who are not interested in a transaction is less than the quorum for holding the Bank's Board of Directors meeting, the price (monetary value) of the property shall be determined by the Bank's Board of Directors resolution unanimously by all members of the Bank's Board of Directors, without taking into account the votes of retired members of the Bank's Board of Directors.

An appraiser may be involved in determining the market value of the property.

Attracting an appraiser to determine market value shall be mandatory to determine the redemption price from Shareholders of their shares by the Bank, as well as in other cases, if this is expressly provided for by the Federal Law "On Joint Stock Companies."

CHAPTER 8. SHAREHOLDERS REGISTER OF THE BANK

8.1. The Bank shall be obliged to keep and safeguard its Shareholders Register in accordance with the current legislation of the Russian Federation.

Obligations to keep the Bank's Shareholders Register and perform the tabulation commission functions of the Bank shall be carried out by an organization that has a statutory license (registrar).

8.2. Upon the request of a Shareholder or a nominal holder of shares, the holder of the Bank's Shareholder's Register shall be obliged to confirm its rights to shares by issuing an extract from the the Bank's Shareholders Register, which shall not constitute a kind of security.

8.3. The particular qualities of the exercising their rights by the Bank Shareholders in cases, where they are not persons registered in the Bank's Shareholders Register, shall be determined by the legislation of the Russian Federation on securities.

CHAPTER 9. THE BANK'S DIVIDENDS

9.1. After the first quarter, six months, nine months of the financial year and (or) after the financial year, the Bank shall be entitled to take decisions (declare) dividends on the outstanding shares, unless otherwise provided by the Federal Law "On Joint Stock Companies". The decision to pay (declare) dividends after the first quarter, six months and nine months of the financial year may be approved within three months after the end of the relevant period.

The Bank shall be obliged to pay the dividends declared on the shares of each category (type) of shares, unless otherwise provided by the Federal Law "On Joint Stock Companies." Dividends shall be paid in monetary resources or, by decision of the General Shareholders' Meeting of the Bank, other property. Net profit for the purpose of calculating dividends shall be determined according to the accounting (financial) statements of the Bank. By decision of the General Shareholders' Meeting of the Bank, the full profit in full or in part shall be transferred to the reserve fund, allocated for the formation of other funds of the Bank or distributed among Shareholders in the form of dividends, for other purposes in accordance with the legislation of the Russian Federation.

Decision to pay (declare) dividends including decisions about the amount of dividends and form of payment for the shares of every category (class) shall be approved by the General Shareholders' Meeting of the Bank only at the proposal of the Bank's Board of Directors. The amount of dividends shall not exceed the amount recommended by the Bank's Board of Directors.

9.2. By the decision of the General Shareholders' Meeting of the Bank to pay (declare) dividends, the amount of dividends on shares of each category (type), the form of payment, the procedure for payment of dividends in non-monetary form, the date on which persons entitled to receive dividends shall be determined.

Dividends to the nominee holder and to the trustee who is a professional participant in the securities market, which are registered in the Bank's Shareholders Register, shall be paid no later than 10 business days, and to other persons registered in the Bank's Shareholders Register - no later than 25 business days from the date on which persons having the right to receive dividends are determined.

The date on which, in accordance with the decision to pay (declare), the persons entitled to receive it are determined, shall not be established earlier than 10 days from the date of the decision to pay (declare) dividends and later than 20 days from the date of such decision.

9.3. The Bank shall not be entitled to resolve to pay (declare) dividends on the shares:

- until full payment of the entire Authorized Capital of the Bank;
- if, as of the date on which such resolution is to be adopted, the Bank meets the signs of insolvency (bankruptcy) in accordance with the current legislation of the Russian Federation on insolvency (bankruptcy) or the indicated signs appear as a result of the payment of dividends;
- if, as of the date on which such resolution is to be adopted, the size of the Bank's own funds (capital) is less than its Authorized Capital, reserve fund and excess over the nominal value determined by the Articles of Association, the liquidation value of the outstanding preferred shares or becomes less than their size as a result of adoption of such resolution;
- prior to the redemption of all shares that have to be repurchased from Shareholders in cases provided for by the legislation of the Russian Federation as well as the Bank Articles of Association;
- in other cases provided by the federal laws.

9.4. The Bank shall not be entitled to pay the declared dividends on the shares:

- if, as of the date of the payment, the Bank meets the criteria of insolvency (bankruptcy) under the insolvency (bankruptcy) laws of the Russian Federation or will meet such criteria as a result of dividend payment;

- if, as of the date on which such resolution is to be adopted, the value of the net assets of the Bank is less than the amount equal to the sum of its Authorized Capital and the Reserve Fund and the excess of nominal value defined by the Articles of Association of the Bank of the liquidation value the placed preference shares, or if the value of the net assets becomes smaller than this amount as a result of adoption of such resolution;

- in other cases provided by the federal laws.

Once the circumstances indicated in this paragraph are ceased, the Bank shall be obliged to pay the declared dividends to the Shareholders.

CHAPTER 10. THE BANK'S FUNDS

10.1. The Bank shall form a Reserve Fund in accordance with the current legislation of the Russian Federation in the amount of at least five (5) percent of the Authorized Capital of the Bank.

The Reserve Fund shall be formed on the basis of the actually paid Authorized Capital of the Bank through mandatory annual allocations from the profit of the reporting year remaining at the disposal of the Bank after taxes and other mandatory payments (hereinafter referred to as the net profit). The amount of allocations to the Reserve Fund shall be at least five (5) percent of the net profit until five (5) percent of the Authorized Capital of the Bank is reached.

Allocations to the Reserve Fund from the net profit of the reporting year shall be made after the approval of the annual accounting (financial) statements by the General Shareholders' Meeting of the Bank.

The Reserve Fund can only be used to cover the Bank's losses for the reporting year, as well as to redeem the Bank's bonds and redeem the Bank's shares in the absence of other funds. The Reserve Fund shall not be used for any other purposes.

10.2. The Bank shall have the right to form other funds in accordance with the current legislation of the Russian Federation. The procedure for the formation and use of funds shall be determined by the relevant provisions approved by the Bank's Board of Directors.

CHAPTER 11. PROTECTION OF CUSTOMER INTERESTS

11.1. The Bank shall ensure the security of monetary resources and other valuables entrusted to it by clients and correspondents. Their security shall be guaranteed by the entire movable and immovable property of the Bank, its monetary funds and reserves formed in accordance with the current legislation of the Russian Federation as well as the Bank Articles of Association, as well as by the provisions which are made by the Bank in accordance with the instructions of the Bank of Russia to maintain the stability of its financial position and its liquidity.

11.2. The Bank shall maintain constant readiness promptly and fully to fulfill its obligations by regulating the structure of its balance sheet to comply with the mandatory standards established by the Bank of Russia for credit institutions in accordance with the Russian Federation laws.

11.3. The Bank shall make the insurance premiums payment to the mandatory deposit insurance fund by transferring funds in the manner prescribed by federal law.

The Bank shall deposit a part of attracted monetary resources with the Bank of Russia as mandatory reserves, in the amount and manner established by the Bank of Russia, and shall form insurance funds and reserves in accordance with the rules and standards of the Bank of Russia.

11.4. The monetary resources and other valuables of legal entities and natural persons in the accounts, on the deposits and in safekeeping at the Bank, as well as the balance of electronic monetary resources, may be seized or enforced only by the court and the arbitral tribunal, the judge, as well as by order of the preliminary investigation authorities in the presence of a court decision.

11.5. The Bank shall guarantee confidentiality of operations, accounts and deposits of its clients and correspondents. All officers and employees of the Bank, its Shareholders and their representatives, auditors shall keep confidential the operations, accounts and deposits of the Bank, its clients and correspondents, as well as other information established by the Bank, if this does not contradict the legislation of the Russian Federation.

11.6. The list of the information constituting a commercial secret of the Bank shall be determined by the Bank's Management Board in accordance with the current legislation of the Russian Federation. An operating procedure for working with information in the Bank classified as a commercial secret of the Bank and liability for violation of the procedure for working with it shall be established by the Chairman of the Management Board of the Bank.

11.7. The Bank shall be obliged to notify all clients and creditors of the Bank serviced in the closed branch about the closure of its branch by publishing a message on the Bank's official website www.atb.su.

At the same time, a written notice shall be sent to each foreign client and creditor.

11.8. The Bank shall be obliged to notify all creditors serviced in its branch on the transfer of such a to the status of an internal structural unit, by publishing a message on the Bank's official website www.atb.su.

At the same time, a written notice shall be sent to each foreign client and creditor.

11.9. In cases stipulated by regulatory acts of the Bank of Russia, the Bank shall be obliged to notify all its creditors by publishing a message on the Bank's official website www.atb.su.

At the same time, a written notice shall be sent to each foreign creditor.

11.10. In order to ensure an adequate level of security, appropriate to the nature and scope of the Bank's operations, the level and combination of risks, taking into account the Bank of Russia regulations, the Bank shall organize the internal control.

The bodies of the Internal Control System shall include:

- Bank controls (the General Shareholders' Meeting of the Bank, the Bank's Management Board, the Chairman of the Management Board of the Bank);

- the Audit Commission of the Bank;

- the Chief Accountant of the Bank (his/her deputies);

- the head (deputy heads) and the chief accountant (his / her deputies) of the branch of the Bank;

- structural subdivisions (responsible employees) of the Bank that exercise internal control in accordance with the powers determined by the Bank's internal regulations, including:

- the Bank's Internal Audit Service;

- the Bank's Internal Control Service;

- the employee (structural subdivision) responsible for countering the legalization (laundering) of criminal income and financing of terrorism, appointed (established) and operating in accordance with the legislative acts regulating counteraction to legalization (laundering) of the incomes received by a criminal way, and terrorism financing;

- the employee responsible for monitoring compliance with the requirements of the Federal Law of July 27, 2010 No. 224-ФЗ "On counteracting the unlawful use of insider information and market manipulation and on amending certain legislative acts of the Russian Federation";

- the Risk Management Service;

- the comptroller of the Bank's professional activities in the securities market.

The procedure for the formation and powers of internal control bodies shall be determined by the Bank's Articles of Association, as well as internal documents of the Bank.

11.11. The Bank's Internal Audit Service shall be established for the implementation of internal control in the Bank. The Bank's Internal Audit Service shall be established and act on the basis of the legislation of the Russian Federation, the Bank's Articles of Association, the Regulation on the Internal Audit Service of the Bank, approved by the Bank's Board of Directors, and other internal documents of the Bank.

The Bank's Internal Audit Service shall be created and function as an independent structural unit of the Bank and is independent in its activities from other structural units of the Bank.

The Bank's Internal Audit Service Head shall be elected and dismissed by the Bank's Board of Directors. The Bank's Internal Audit Service Head shall report to the Bank's Board of Directors. The size of the premium (based on the results of the quarter / year) paid to the Bank's Internal Audit Service Head shall be established by Bank's Internal Audit Service Head.

The structure and staffing of the Bank's Internal Audit Service is approved by the Chairman of the Management Board of the Bank. The Bank's Internal Audit Service shall be accountable in its activities to the Bank's Board of Directors, to which it reports at least twice a year on its activities, including reports on the implementation of audit plans, and at least once every six months, information on measures taken to implement recommendations and eliminate identified violations. An independent audit of the Bank's Internal Audit Service shall be carried out in accordance with Bank of Russia regulations.

The Bank's Internal Audit Service shall be empowered to conduct inspections in all areas of the Bank's activities, to evaluate the effectiveness of the Internal Control System as a whole and other powers in accordance with the current legislation of the Russian Federation, regulatory legal acts and internal regulatory acts of the Bank.

11.12. The Bank shall create an independent structural unit that exercises internal control - the Bank's Internal Control Service, which is formed and operates on the basis of the legislation of the Russian Federation, the Bank's Articles of Association, the Regulation on the Bank's Internal Control Service, and other internal documents of the Bank.

The management of the Bank's Internal Control Service shall be carried out by the Head of the Bank's Internal Control Service, who is appointed and dismissed by the Chairman of the Management Board of the Bank. The Head of the Bank's Internal Control Service shall be accountable and subordinate to the Chairman of the Management Board of the Bank.

The Head of the Bank's Internal Control Service shall not participate in conducting banking operations and other transactions.

The Bank's Internal Control Service shall be given the authority to identify regulatory risk, to send, if necessary, recommendations for managing regulatory risk and other powers in accordance with the current legislation of the Russian Federation, the Regulation on the Bank's Internal Control Service and other internal documents of the Bank.

The Bank shall provide a solution to the functions assigned to the Internal Control Service without interference from divisions and employees of the Bank who are not employees of the Internal Control Service and (or) do not carry out internal control functions.

11.13. In order to counter the legalization (laundering) of proceeds from crime and the financing of terrorism, the Internal Control shall be part of the Bank's Internal Control System and carried out by structural subdivisions and employees of the Bank on an ongoing basis.

The responsible employee for countering the legalization (laundering) of criminal income and financing of terrorism shall be appointed and dismissed by the Chairman of the Management Board of the Bank.

The responsible employee (structural subdivision) for countering the legalization (laundering) of criminal income and financing of terrorism (hereinafter referred to as the responsible employee for countering the legalization (laundering) of criminal income and financing of terrorism) shall be a special official appointed by the Chairman of the Management Board of the Bank, who is responsible for the development and observance of internal control rules at the Bank in order to counter the legalization (laundering) of proceeds from crime and the financing of terrorism and its implementation programs.

The Responsible employee for countering the legalization (laundering) of criminal income and financing of terrorism shall be independent in its activities from other structural subdivisions of the Bank and carry out it under the general supervision of the Chairman of the Management Board of the Bank. In the event of a temporary absence of the responsible employee for countering the legalization (laundering) of criminal income and financing of terrorism, an acting responsible

employee for countering the legalization (laundering) of criminal income and financing of terrorism shall be appointed by order of the Chairman of the Management Board of the Bank.

The responsible employee for countering the legalization (laundering) of criminal income and financing of terrorism shall manage the structural subdivision of the Bank, coordinating activities to counteract the legalization (laundering) of proceeds from crime and the financing of terrorism.

The responsible employee for countering the legalization (laundering) of criminal income and financing of terrorism shall be empowered to do as follows:

- receive the necessary administrative and accounting documents from managers and employees of the Bank's structural subdivisions;

- enter the premises of the Bank's structural subdivisions, as well as the premises used to store documents (archives), cash and valuables (cash vaults), - accompanied by persons responsible for the preservation of valuables; for computer data processing (computer rooms) and storage of data on machine media - accompanied by persons responsible for the operation and security of the premises used for data processing and storage;

- within the time limits established by the legislation of the Russian Federation for conducting the operation (transaction) (prior to the decision of the Chairman of the Management Board of the Bank), give temporary written instructions regarding the operation (transaction);

- organizes the development and submission for approval by the Chairman of the Management Board of the Bank of the rules of internal control for countering the legalization (laundering) of criminal income and financing of terrorism;

- make decisions when exercising internal control for countering the legalization (laundering) of criminal income and financing of terrorism, including when there are doubts as to the appropriateness of qualifying an operation as an operation subject to mandatory control to classify a client's operation as operations, with respect to which there are suspicions that they are carried out with the aim of the legalization (laundering) of criminal income and financing of terrorism, on the Bank's actions in relation to a client's operation, on which there are suspicions that it is carried out with the aim of the legalization (laundering) of criminal income and financing of terrorism, as well as in relation to a client who performs such an operation;

- organize the presentation and control of the submission of information to the authorized body;

- at least once a year, carry out the preparation of a written report, agreed with the Chairman of the Bank's Management Board, on the results of the implementation of the internal control rules to counter the legalization (laundering) of criminal income and financing of terrorism, recommended measures to improve the system of counteracting the legalization (laundering) of criminal income and financing of terrorism, as well as its submission to the Bank's Board of Directors; the submission of current reporting to the Chairman of the Management Board of the Bank within the time and in the manner determined by internal documents of the Bank;

- other powers in accordance with the Bank's internal regulatory documents.

11.14. The functions of the Risk Management Service shall be carried out by employees of the Bank's structural subdivisions within the framework of the authority granted through interaction between the structural subdivisions of the Bank. The coordination of the activities of these employees shall be carried out by the Head of the Risk Management Service. The Head of the subdivision performing the risk management functions shall be appointed and dismissed by the Chairman of the Management Board of the Bank, and act on the basis of the legislation of the Russian Federation, the Articles of Association, the regulations on this subdivision and other internal documents of the Bank. The powers of the subdivision performing risk management functions shall be established by the Bank's internal documents.

11.15. The comptroller of the Bank's professional activities in the securities market, within the framework of the Internal Control System, shall monitor the compliance of the Bank's activities as a professional participant in the securities market with the requirements of the legislation of the Russian Federation on securities and standards of professional activity in the securities market.

11.16. When appointing the Head of the Risk Management Service, the head of the Bank's Internal Audit Service, or the head of the Bank's Internal Control Service, the responsible employee for countering the legalization (laundering) of criminal income and financing of terrorism and throughout the entire period of performing functions in the indicated positions, the appointed persons should comply with the qualification requirements established by the Bank of Russia and the requirements for business reputation established by clause 1 of the first part of Article 16 of the Federal Law "On Banks and Banking Activities."

11.17. The internal control to prevent, detect and counteract the unlawful use of insider information and market manipulation (counteracting the unlawful use of insider information / market manipulation) shall be carried out in accordance with the rules of internal control over compliance with the requirements of the legislation of the Russian Federation on counteracting the unlawful use of insider information and market manipulation.

The responsible official shall perform the following functions:

- ensure compliance with the requirements of the rules of internal control over compliance with the requirements of the legislation of the Russian Federation on counteracting the unlawful use of insider information and market manipulation;

- control the compliance by the Bank, its officers, employees and clients of the requirements of the legislation of the Russian Federation on counteracting the unlawful use of insider information and market manipulation.

- organize the preparation and sending of notifications, answers to inquiries to the Bank of Russia and other organizations in accordance with the Federal Law, and carry out other interactions;

- draw up a written report on the results of the implementation of internal control with a view to counteracting the unlawful use of insider information / market manipulation for the past quarter no later than 10 business days from the end of the reporting quarter and submit it to the Board of Directors for consideration at the next Board of Directors meeting following the report. preparation.

11.18. Each structural subdivision and (or) employee of the Bank, performing control functions, shall act on the basis of the developed provisions on the structural subdivisions of the Bank and (or) official duties, which define goals, areas of activity, tasks and authorities, subordination and accountability, and the procedure for carrying out their activities.

CHAPTER 12. ACCOUNTING AND REPORTING OF THE BANK. STORAGE OF THE BANK DOCUMENTS

12.1. The Bank shall maintain its accounting records and submit accounting (financial) statements in the manner established by the legislation of the Russian Federation.

The Bank shall be entitled to conduct accounting and preparation of financial statements, including published statements, based on international accounting standards.

The Bank shall maintain statistical statements in the manner prescribed by the Russian Federation legislation.

The Bank shall be obliged to disclose information publicly stipulated by the legislation of the Russian Federation.

12.2. The responsibility for the organization and maintenance of accounting, the formation of accounting policies, the timely submission of accounting (financial) statements to the relevant authorities shall lie with the Chairman of the Management Board and the Chief Accountant of the Bank in accordance with the current legislation of the Russian Federation.

12.3. The reliability of the data contained in the annual report of the Bank, the annual accounting (financial) statements shall be confirmed by the Audit Commission of the Bank. The Bank shall be obliged to attract an audit organization (hereinafter referred to as the auditor) for the annual audit of the annual accounting (financial) statements, which is not related by property interests to the Bank or its Shareholders.

12.4. The annual report of the Bank shall be subject to preliminary approval by the Bank's Board of Directors no later than 30 days prior to the date of the Annual General Shareholders' Meeting of the Bank.

12.5. The Bank shall provide the information, necessary for taxation and management of the national system of collection and processing of economic information to public authorities.

12.6. The Bank shall publish information, relating to the securities issued by it, to the extent, within the time limits and in the manner defined by the Russian Federation legislation.

12.7. The results of the Bank's activities shall be reflected in monthly, quarterly and annual balance sheet, income statement, as well as in the annual report submitted to the Bank of Russia in accordance with its terms.

12.8. The annual Balance Sheet and Profit and Loss Account (Financial Results Report) of the Bank, after the audit and its verification by the auditing organization, shall be approved by the General Shareholders' Meeting of the Bank and shall be subject to publication in the press.

12.9. The fiscal year of the Bank shall commence on January 1 and terminate on December 31.

12.10. The Bank shall be obliged to keep documents stipulated by the Federal Law "On Joint-Stock Companies", internal documents of the Bank, the General Shareholders' Meeting of the Bank resolutions, the Bank's Board of Directors, the Management Board and the Chairman of the Management Board of the Bank, as well as the documents stipulated by regulatory legal acts of the Russian Federation..

12.11. The Bank shall be obliged to provide its Shareholders with access to the Bank's documents in the manner and to the extent provided for in Article 91 of the Federal Law "On Joint-Stock Companies."

Documents should be provided by the Bank within seven business days from the date of the presentation of the corresponding requirement for review at the premises of the Management Board of the Bank. The Bank shall be obliged, at the request of Shareholders with the right of access to documents, to provide them with copies of these documents. Fee charged by the Bank for providing these copies;

- should be paid by a Shareholder in advance (prior to providing it with these copies)

- may not exceed the costs of their manufacture, and if the requirement indicates the need to send them to the address indicated by the Shareholder, the corresponding shipping costs.

In case of non-payment by the Shareholder of the Bank's expenses for making copies of the Bank's documents according to a previously received and executed request, the period for submitting copies of the Bank's documents for subsequent requirements shall be calculated from the date such payment was received.

12.12. The documents specified in paragraph 12.10 of the Articles of Association of the Bank shall be stored by the Bank at the location of its executive bodies in the manner and within the time periods established by applicable law.

12.13 In order to implement the state social, economic and tax policy, the Bank shall ensure safety, bringing in the proper order, long-term storage and use of the documents related to the personnel of the Bank (the issuance of certificates at the request of individuals and legal entities). In the manner prescribed by the Federal Archival Service of Russia (Rosarchive), the documents related to the personnel of the Bank shall be transferred the state custody.

12.14. The composition of the documents to be transferred to the state custody and the terms of their storage shall be determined by agreement with the Federal Archival Service of Russia in the manner established by it by the list (nomenclature of cases).

12.15. The destruction of documents shall be permitted only after the expiry of the established periods of their storage and on the basis of duly drawn up and coordinated acts of destruction.

12.16. The procedure for paperwork and document circulation in the Bank shall be determined by the internal regulation approved by the Chairman of the Management Board of the Bank.

CHAPTER 13. GENERAL SHAREHOLDERS' MEETING OF THE BANK

13.1. The General Shareholders' Meeting of the Bank shall be the supreme governing body of the Bank.

The General Shareholders' Meeting is held at the location of the Bank, and may be held in Moscow. Place of the General Shareholders' Meeting is determined by the Board of Directors when deciding issues related to the preparation for the General Meeting of Shareholders.

In the event that all voting shares of the Bank belong to one Shareholder, decisions on issues within the competence of the General Shareholders' Meeting shall be taken by this Shareholder individually and executed in writing. At the same time, the provisions of this section that determine the procedure and terms for the preparation, convening and holding of the General Shareholders' Meeting of the Bank do not apply, with the exception of the provisions regarding the timing of the Annual General Shareholders' Meeting of the Bank.

13.2. The competence of the General Shareholders' Meeting shall include:

1) amend and supplement the Bank's Articles of Association or to approve the Bank's Articles of Association in an updated version;

2) reorganize the Bank;

3) liquidate the Bank, appoint the Liquidation Commission and approve the interim and the final liquidation balance sheets;

4) decide the number of the Bank's Board of Directors members, elect its members and early terminate their powers, as well as making decisions on the payment of remuneration and compensation to members of the Bank's Board of Directors during the performance of their duties;

5) decide the quantity, nominal value, category (class) of authorized shares and the rights attached thereto;

6) increase of the Authorized Capital of the Bank by increasing the nominal value of shares or placement of additional shares, unless it falls within the competence of the Bank's Board of Directors;

7) decrease of the Authorized Capital of the Bank by decreasing the nominal value of shares, by repurchasing a part of the shares for the Bank to reduce their aggregate quantity and by canceling the shares repurchased or redeemed by the Bank;

8) elect members of the Audit Commission of the Bank and early terminate their powers, as well as determine the amount of remuneration and compensation paid to members of the Audit Commission of the Bank;

9) approve the external auditor of the Bank;

10) approve the annual report, annual accounting (financial) statements of the Bank;

11) distribution of profit (including payment (announcement) of dividends, except for payment (announcement) of dividends based on the results of the first quarter, six months, nine months of the reporting year) and losses of the Bank according to the results of the reporting year;

12) decide the rules of procedure of the General Shareholders' Meeting of the Bank;

13) split and consolidate of shares;

14) make decisions on approval of the conclusion or subsequent approval of related-party transactions in cases provided for by the Federal Law "On Joint-Stock Companies" as well as the Articles of Association of the Bank;

15) make decisions on approval of the conclusion or subsequent approval of major transactions in cases provided for by the Federal Law "On Joint-Stock Companies" as well as the Articles of Association of the Bank;

16) acquisition by the Bank of outstanding shares in cases provided for by the Federal Law "On Joint-Stock Companies" as well as the Articles of Association of the Bank;

17) make decisions on participation in financial and industrial groups, associations and other associations of commercial organizations;

18) approve internal documents regulating the activities of the Bank's management bodies:

- Regulation on the General Shareholders' Meeting of the Bank;

- Regulation on the Bank's Board of Directors;
- Regulation on the Bank's Management Board;
- Regulation on the Bank's Audit Commission.

19) payment (announcement) of dividends based on the results of the first quarter, six months, nine months of the reporting year;

20) approve the Bank's business plan and adoption of decisions on its adjustment in cases established by the legislation of the Russian Federation and Bank of Russia regulations;

21) deal with other issues stipulated by the Federal Law "On Joint Stock Companies."

The matters falling within the competence of the General Shareholders' Meeting of the Bank shall not be delegated to the executive bodies of the Bank, unless otherwise provided by the Federal Law "On Joint-Stock Companies."

The matters falling within the competence of the General Shareholders' Meeting of the Bank shall not be delegated to the Bank's Board of Directors, except for the matters stipulated by the Federal Law "On Joint Stock Companies."

The General Shareholders' Meeting of the Bank shall not consider and decide any matters, which are not referred to its competence by the Federal Law "On Joint Stock Companies."

13.3. The General Shareholders' Meeting of the Bank may be Annual and Extraordinary. The Bank shall be obliged to hold an Annual General Shareholders' Meeting annually, which is held on dates determined by the Bank's Board of Directors, but not earlier than two months and not later than six months after the end of the fiscal year.

At the Annual General Shareholders' Meeting, the issues should be decided on the election of the Bank's Board of Directors, the Audit Commission of the Bank, the approval of the Bank's auditor, issues provided for in subparagraphs 10 and 11 of paragraph 13.2 of the Articles of Association of the Bank, as well as other issues related to the competence of the General Shareholders' Meeting can be resolved. Held in addition to the Annual ones, the General Shareholders' Meetings are the Extraordinary General Shareholders' Meetings.

13.4. The General Shareholders' Meeting resolution on the issue put to the vote shall be adopted by a majority of votes of the Shareholders holding voting shares, participating in the meeting, unless otherwise provided for by the Federal Law "On Joint-Stock Companies", unless otherwise provided by the Articles of Association of the Bank.

The resolutions on the issues specified in subparagraphs 2, 6, 7, 13–18 of paragraph 13.2 of the Articles of Association of the Bank shall be taken by the General Shareholders' Meeting only at the proposal of the Bank's Board of Directors.

The resolutions on the issues specified in subparagraphs 1 - 3, 5, 15, 16 of paragraph 13.2 of the Articles of Association of the Bank, as well as in subparagraph 7 of paragraph 13.2 of the Articles of Association in terms of reducing the authorized capital by reducing of nominal value of shares shall be taken by the General Shareholders' Meeting by a three-fourths majority of the votes of Shareholders holding voting shares participating in the General Shareholders' Meeting, unless otherwise provided by the Federal Law "On joint stock companies."

For each issue put to a vote, only a separate (independent) decision may be taken.

The General Shareholders' Meeting shall not be entitled to make decisions on issues not included in the agenda of the meeting, as well as to change the agenda,

13.5. The resolutions on each of the issues referred to in subparagraphs 2, 6, 7, 13 of paragraph 13.2 of the Articles of Association of the Bank may contain an indication of the period after which such a decision is not enforceable. The course of the indicated period shall terminate from the moment provided for by the Federal Law "On Joint-Stock Companies"

13.6. The General Shareholders' Meeting resolution can be made without a meeting (joint presence of Shareholders to discuss agenda items and make decisions on issues put to a vote) by absentee voting.

Voting on the agenda items of the General Shareholders' Meeting shall be carried out by voting ballots.

The voting by ballots shall be equivalent to the receipt by the Bank's Registrar of messages about the will of persons who are entitled to participate in the General Shareholders' Meeting, are not registered in the Bank's Shareholder Register and, in accordance with the requirements of the Russian legislation on securities, gave instructions to persons registering their rights to shares (instructions) on voting.

The General Shareholders' Meeting, the agenda of which includes issues on the election of the Bank's Board of Directors, the Audit Commission of the Bank, approval of the Bank's auditor, as well as the issues provided for in subparagraph 10 of paragraph 13.2 of the Articles of Association of the Bank, cannot be held in the form of absentee voting.

13.7. The list of persons entitled to participate in the General Shareholders' Meeting shall be compiled in accordance with the rules of the legislation of the Russian Federation on securities to compile a list of persons exercising the rights to securities.

The date on which the persons entitled to participate in the General Shareholders' Meeting is determined (fixed) cannot be set earlier than 10 days from the date of the decision to hold the General Shareholders' Meeting and more than 25 days before the date of the General Shareholders' Meeting, and in the cases provided for in paragraphs 2 and 8 of Article 53 of the Federal Law "On Joint-Stock Companies" - more than 55 days prior to the date of the General Shareholders' Meeting holding.

In the case of the General Shareholders' Meeting, the agenda of which contains the issue of the reorganization of the Bank, the date on which the persons entitled to participate in such a General Shareholders' Meeting is determined (fixed) cannot be set more than 35 days prior to the date of the General Shareholders' Meeting.

The list of persons entitled to participate in the General Shareholders' Meeting, with the exception of information on the will of such persons, shall be provided by the Bank for review at the request of persons included in this list and with at least one percent of the votes. At the same time, information allowing identification of individuals included in this list, with the exception of the last name, first name, and middle name, shall be provided only with the consent of these persons.

13.8. The notice on the convening of the General Shareholders' Meeting should be made no later than 21 days, and the notice on the convening of the General Shareholders' Meeting, the agenda of which contains the issue of the reorganization of the Bank, no later than 30 days prior to the date of its holding.

In the cases stipulated by paragraphs 2 and 8 of Article 53 of the Federal Law "On Joint-Stock Companies", a notice on the General Shareholders' Meeting of the Bank holding should be made no later than 50 days prior to the day of its holding.

Within the specified terms, a notice on the General Shareholders' Meeting of the Bank holding should be posted on the Bank's website in the Internet information and telecommunication network at: www.atb.su. The Bank shall be entitled to inform Shareholders additionally of the General Shareholders' Meeting of the Bank holding through the media.

The sending of voting ballots to persons registered in the the Bank's Shareholders Register and having the right to participate in the General Shareholders' Meeting shall be carried out by simple letter or in the form of an electronic message to the email address of the person indicated in the Bank's Shareholders Register.

13.9. The notice of the General Shareholders' Meeting of the Bank holding shall contain the information as follows:

- the full corporate name of the Bank and its location;
- the form of the General Shareholders' Meeting of the Bank (meeting or absentee voting);
- the date, place, time of the General Shareholders' Meeting of the Bank and the mailing address to which the completed ballots can be sent, or in the case of General Shareholders' Meeting of the Bank in the form of absentee voting, the deadline for accepting voting ballots and the mailing address to which the completed ballots should be sent;
- the time of the start of registration of persons participating in the General Shareholders' Meeting of the Bank held in the form of a meeting;

- the place of registration of persons participating in the General Shareholders' Meeting of the Bank held in the form of a meeting;
- the date on which the persons entitled to participate in the General Shareholders' Meeting of the Bank shall be determined (fixed);
- the General Shareholders' Meeting of the Bank agenda;
- the procedure for familiarization with the information (materials) to be provided in preparation for the General Shareholders' Meeting of the Bank, and the address (addresses) at which it can be familiarized;
- the categories (types) of shares whose holders have the right to vote on all or some of the issues of the General Shareholders' Meeting of the Bank agenda.

13.10. If the person registered in the the Bank's Shareholder Register is a nominal holder of shares, a notice on the General Shareholders' Meeting of the Bank and information (materials) to be provided to persons entitled to participate in the General Shareholders' Meeting of the Bank, in preparation for the General Shareholders' Meeting of the Bank are provided in accordance with the rules of the legislation of the Russian Federation on securities to provide information and materials to persons exercising the rights to securities.

13.11. Shareholders (a Shareholder) holding in aggregate at least two percent of the Bank's voting shares shall be entitled to put items on the agenda of the Annual General Shareholders' Meeting of the Bank and nominate candidates for the Bank's Board of Directors, as well as for the Audit Commission of the Bank, the number of which cannot exceed the quantitative composition of the relevant body. Such proposals should be submitted to the Bank no later than 60 days after the end of the reporting year.

A proposal to include issues on the agenda of the General Shareholders' Meeting of the Bank and a proposal to nominate candidates shall be submitted indicating the name (denomination) of the Shareholders (a Shareholder) that represented them; the number and category (type) of shares held by them and should be signed by the Shareholders (a Shareholder) or their representatives. Shareholders (a Shareholder) of the Bank who are not registered in the Bank's Shareholder Register shall be entitled to submit proposals to the agenda of the General Shareholders' Meeting of the Bank and proposals to nominate candidates also by giving appropriate indications (instructions) to a person who takes into account their rights to shares. Such indications (instructions) shall be given in accordance with the rules of the legislation of the Russian Federation on securities.

A proposal to include issues on the agenda of the General Shareholders' Meeting of the Bank should contain the wording of each proposed issue, and the proposal to nominate candidates should contain the name and data of the identity document (series and (or) document number, date and place of issue, the issuing authority), of each nominated candidates, the name of the body for which it is proposed to be elected, as well as other information about him provided for by the Articles of Association of the Bank or internal documents of the Bank.

The Bank' Board of Directors shall be obliged to consider the proposals and make a decision to include them in the agenda of the General Shareholders' Meeting of the Bank or to refuse to be included in the said agenda no later than five days after the deadline set by subparagraph 1 of this paragraph. The issue proposed by the Shareholders (a Shareholder) shall be included in the agenda of the General Shareholders' Meeting of the Bank, as well as the nominated candidates shall be included in the list of candidates for voting in elections to the relevant body of the Bank, unless:

- the Shareholders (a Shareholder) did not meet the deadline set forth in subparagraph 1 of this paragraph;
- the Shareholders (a Shareholder) are not holders of the number of voting shares of the Bank provided for in subparagraph 1 of this paragraph;
- the proposal does not meet the requirements provided for in subparagraphs 2 and 3 of this paragraph;
- the issue, proposed for inclusion in the General Shareholders' Meeting of the Bank agenda, is not related to its competence and (or) does not comply with the legislation of the Russian Federation.

A motivated decision of the Bank's Board of Directors to refuse to include the proposed item on the General Shareholders' Meeting of the Bank agenda or a candidate in the list of candidates for voting in the election shall be sent to the relevant Bank body to the Shareholders (a Shareholder), who submitted the issue or nominated a candidate, no later than three days from the date its adoption. If these proposals have been received by the Bank from persons who are not registered in the Bank's Shareholder Register and instructed the person registering their rights to shares, the decision of the Bank's Board of Directors shall be sent to such persons no later than three days from the date of its adoption in accordance with the current legislation of the Russian Federation on securities to provide information and materials to persons exercising the rights to securities. The Bank's Board of Directors shall not be entitled to amend the wording of the issues proposed for inclusion on the General Shareholders' Meeting of the Bank agenda, and the wording of decisions on such issues.

Along with issues proposed by Shareholders for inclusion on the General Shareholders' Meeting of the Bank agenda, as well as nominated candidates by Shareholders to form an appropriate body, the Bank's Board of Directors shall be entitled to include issues and (or) candidates on the agenda of the General Shareholders' Meeting of the Bank in the list of candidates for election voting to the appropriate body of the Bank at its discretion. The number of nominated candidates by the Bank's Board of Directors may not exceed the quantitative composition of the relevant body.

13.12. In preparation for the General Shareholders' Meeting of the Bank, the Bank's Board of Directors shall determine as follows:

- the form of the General Shareholders' Meeting of the Bank (meeting or absentee voting);
- the date, place, time of the General Shareholders' Meeting of the Bank or in the case of General Shareholders' Meeting of the Bank in the form of absentee voting, the deadline for accepting voting ballots;
- the mailing address to which the completed ballots can be sent;
- the date of determination (fixing) of persons entitled to participate in the General Shareholders' Meeting of the Bank;
- the deadline for accepting Shareholders' proposals for the nomination of candidates for election to the Bank's Board of Directors, if the agenda of the Extraordinary General Shareholders' Meeting of the Bank contains the issue of electing members of the Bank's Board of Directors;
- the General Shareholders' Meeting of the Bank agenda;
- the procedure for notifying Shareholders on the General Shareholders' Meeting of the Bank holding;
- a list of information (materials) provided to Shareholders in preparation for the General Shareholders' Meeting of the Bank, and the procedure for its provision;
- the form and text of the voting ballot, as well as the wording of decisions on the agenda items of the General Shareholders' Meeting of the Bank, which should be sent in electronic form (in the form of electronic documents) to nominee Shareholders registered in the Bank's Shareholder Register;
- type (s) of preferred shares whose holders have the right to vote on the items on the General Shareholders' Meeting of the Bank agenda;
- time of the beginning of registration of persons participating in the General Shareholders' Meeting of the Bank held in the form of a meeting.

13.13. An Extraordinary General Shareholders' Meeting of the Bank, held by decision of the Bank's Board of Directors on the basis of its own initiative, the requirements of the Bank's Audit Commission, the Bank's auditor, as well as the Shareholders (a Shareholder) owning at least 10 percent of the Bank's voting shares as of the date of the request making.

The convocation of an Extraordinary General Shareholders' Meeting of the Bank at the request of the Bank's Audit Commission, the Bank's auditor or the Shareholders (a Shareholder), holding at least 10 percent of the Bank's voting shares, shall be carried out by the Bank's Board of Directors, and in the case of convocation of such an Extraordinary General Shareholders' Meeting of the Bank, it should be held within 40 days after submission of the corresponding request.

If the proposed agenda of the Extraordinary General Shareholders' Meeting of the Bank contains the issue of electing members of the Bank's Board of Directors, then such a General Shareholders' Meeting of the Bank should be held within 75 days from the date of submission of the request for an Extraordinary General Shareholders' Meeting of the Bank. In this case, the Bank's Board of Directors shall be obliged to determine the date by which proposals from Shareholders on the nomination of candidates for election to the Bank's Board of Directors will be accepted.

The request for an Extraordinary General Shareholders' Meeting of the Bank holding shall contain the issues to be included in the agenda of the meeting, and may also contain wording of decisions on each of these issues and a proposal on the form for the General Shareholders' Meeting holding. In the case that the request for an Extraordinary General Shareholders' Meeting of the Bank holding contains a proposal to nominate candidates, the relevant provisions of paragraph 13.11 of the Articles of Association of the Bank shall apply to such a proposal.

The Bank's Board of Directors shall not be entitled to amend the agenda items wording, the wording of decisions on such issues and change the proposed form for an Extraordinary General Shareholders' Meeting of the Bank holding convened at the request of the Bank's Audit Commission, the Bank's auditor or the Shareholders (the Shareholder) holding at least 10 percent of the voting shares of the Bank.

In the case that the request for an Extraordinary General Shareholders' Meeting of the Bank holding comes from Shareholders (a Shareholder), it should contain the names (denominations) of Shareholders (a Shareholder) requiring the convening of such a meeting, and an indication of the number, category (type) of shares held by them. The requirement to convene an Extraordinary General Shareholders' Meeting of the Bank shall be signed by persons (person) requiring the convocation of the Extraordinary General Shareholders' Meeting of the Bank.

Within five days from the date of the request of the Bank's Audit Commission, the Bank's auditor or the Shareholders (a Shareholder) holding at least 10 percent of the Bank's voting shares to convene an Extraordinary General Shareholders' Meeting of the Bank, the Bank's Board of Directors should decide to convene an Extraordinary General Shareholders' Meeting of the Bank or to refuse to convene it.

A decision to refuse to convene an Extraordinary General Shareholders' Meeting of the Bank at the request of the Bank's Audit Commission, the Bank's auditor or Shareholders (a Shareholder) who own at least 10 percent of the Bank's voting shares may be taken if:

- the procedure for presenting a request for the convening of an Extraordinary General Shareholders' Meeting of the Bank has not been complied with;
- the Shareholders (the Shareholder), requiring the convening of an Extraordinary General Shareholders' Meeting of the Bank, are not the holders of the number of voting shares of the Bank as provided for in subparagraph 1 of this paragraph;
- none of the issues proposed for inclusion in the agenda of the Extraordinary General Shareholders' Meeting of the Bank is referred to its competence and (or) does not comply with the requirements of the legislation of the Russian Federation.

The decision of the Bank's Board of Directors to convene an Extraordinary General Shareholders' Meeting of the Bank or a reasoned decision to refuse to convene it shall be sent to persons requiring its convocation no later than three days from the date of such a decision taking. If a request to hold an Extraordinary General Shareholders' Meeting was received by the Bank from persons who are not registered in the Bank's Shareholder Register and instructed the person registering their rights to shares, the decision of the Bank's Board of Directors shall be sent to such persons no later than three days from the day its adoption in accordance with the rules of the legislation of the Russian Federation on securities to provide information and materials to persons exercising the rights to securities.

If, within the timeframe, established by the Federal Law "On Joint-Stock Companies", the Bank's Board of Directors has not decided to convene an Extraordinary General Shareholders' Meeting or a decision has been made to refuse to convene it, the Bank's body or persons requiring its

convocation shall have the right to appeal to the court with a request forcing the Bank to hold an Extraordinary General Shareholders' Meeting of the Bank.

At the same time, the Bank's body or a person who, in accordance with a court decision, holds an Extraordinary General Shareholders' Meeting shall have all the powers required by the Federal Law "On Joint-Stock Companies" for convening and holding this meeting. In the event that, in accordance with a court decision, an Extraordinary General Shareholders' Meeting is held by the plaintiff, the costs of preparing and holding this meeting may be reimbursed by the General Shareholders' Meeting resolution at the expense of the Bank.

13.14. At the General Shareholders' Meeting, the functions of the tabulation commission shall be performed by the registrar, who is the holder of the Bank's Shareholder Register.

13.15. The right to participate in the General Shareholders' Meeting shall be exercised by the Shareholder both personally and through its representative. A Shareholder shall be entitled at any time to replace its representative at the General Shareholders' Meeting or to personally participate in the General Shareholders' Meeting.

The Shareholder's representative at the General Shareholders' Meeting shall act in accordance with the powers based on the instructions of the Federal Laws or acts of authorized state bodies or local authorities or a power of attorney drawn up in writing. The power of attorney for voting should contain information about the person represented and the representative (for a natural person - the name, details of the identity document (series and (or) document number, date and place of issue, the issuing authority), for the legal entity - name, information about the location). The power of attorney for voting should be executed in accordance with paragraphs 3 and 4 of Article 185.1 of the Civil Code of the Russian Federation or notarized.

In case of transfer of shares after the established date for determining (fixing) the persons entitled to participate in the General Shareholders' Meeting, and prior to the date of the General Shareholders' Meeting, the person entitled to participate in the General Shareholders' Meeting shall be obliged to issue a power of attorney for voting or vote at the General Shareholders' Meeting in accordance with the instructions of the acquirer of shares, if this is provided for by the agreement on the transfer of shares.

In the case that the Bank's share is in the common share ownership of several persons, the voting rights at the General Shareholders' Meeting shall be exercised at their discretion by one of the members in the common share ownership or by their common representative. The powers of each of these persons should be duly formalized.

13.16. The General Shareholders' Meeting of the Bank shall be competent (the quorum will be present) if it is attended by Shareholders, holding in aggregate more than half of the outstanding voting shares of the Bank. The Shareholders registered for participation in it, as well as the Shareholders whose ballots were received no later than two days prior to the date of the General Shareholders' Meeting, shall be considered to have taken part in the General Shareholders' Meeting. The participants in the General Shareholders' Meeting held in the form of absentee voting shall be considered the Shareholders whose ballots were received prior to the deadline for receiving ballots.

Participants in the General Shareholders' Meeting shall also be considered to be Shareholders who, in accordance with the rules of the laws of the Russian Federation on securities, gave the persons registering their rights to shares of the Bank indications (instructions) on voting if the notification of their will was received no later than two days prior to the date of the General Shareholders' Meeting or prior to the deadline for the receipt of ballots when holding the General Shareholders' Meeting in the form of absentee voting.

If the General Shareholders' Meeting agenda includes issues that are voted by a different composition of voters, the quorum for deciding on these issues shall be determined separately. At the same time, the absence of a quorum for deciding on issues voted on by one composition of voters shall not preclude the adoption of decisions on issues voted on by another composition of voters, for which the quorum is present.

In the absence of a quorum for the Annual General Shareholders' Meeting of the Bank, an adjourned General Shareholders' Meeting of the Bank shall be held with the same agenda. In the

absence of a quorum for the Extraordinary General Shareholders' Meeting of the Bank, an adjourned General Shareholders' Meeting of the Bank may be held with the same agenda.

An adjourned General Shareholders' Meeting of the Bank shall be competent (the quorum will be present) if it is attended by Shareholders, holding in aggregate not less than thirty (30) percent of the outstanding voting shares of the Bank.

A notice of the adjourned General Shareholders' Meeting of the Bank convening shall be performed in accordance with the requirements established by the Bank Articles of Association. When holding the adjourned General Shareholders' Meeting of the Bank less than forty (40) days after the failed General Shareholders' Meeting of the Bank, persons entitled to attend the General Shareholders' Meeting of the Bank shall be determined in accordance with the list of persons entitled to participate at the failed General Shareholders' Meeting of the Bank.

13.17. The General Shareholders' Meeting shall be chaired by the Chairman of the Bank's Board of Directors, or another person authorized by the Bank's Board of Directors resolution to act as the Chairman of the Bank's Board of Directors.

13.18. The voting at the General Shareholders' Meeting shall be carried out on the principle of "one voting share of the Bank - one vote", with the exception of cumulative voting in cases stipulated by the legislation of the Russian Federation.

13.19. The minutes of the General Shareholders' Meeting shall be drawn up no later than three business days after the closing of the General Shareholders' Meeting in the number of copies stipulated by the legislation of the Russian Federation. All copies shall be signed by the Chairman of the General Shareholders' Meeting and the Secretary of the General Shareholders' Meeting.

Extracts from the minutes of the General Shareholders' Meeting of the Bank shall be signed by the secretary of the General Shareholders' Meeting.

13.20. The General Shareholders' Meeting shall be held in accordance with the current legislation of the Russian Federation, the Bank Articles of Association, as well as the Regulation on the General Shareholders' Meeting of the Bank.

In the event that all voting shares of the Bank belong to one Shareholder, the preparation, adoption and execution of the Shareholders decisions shall be carried out in accordance with the current legislation of the Russian Federation as well as the Bank Articles of Association.

CHAPTER 14. BANK'S BOARD OF DIRECTORS

14.1. The Bank's Board of Directors shall exercise the general management of the Bank's activity, save the matters falling within the competence of the General Shareholders' Meeting of the Bank, in accordance with the Federal Law "On Joint Stock Companies" as well as the Bank Articles of Association.

By the General Shareholders' Meeting of the Bank resolution, the members of the Bank's Board of Directors may be paid remuneration and / or reimbursed for expenses related to the performance of their functions as the Bank's Board of Directors members. The amount of such remuneration and compensation shall be established by the General Shareholders' Meeting of the Bank resolution.

14.2. The Bank's Board of Directors shall be competent to:

- 1) determine the priority lines of the activity of the Bank and approve the Bank's strategy;
- 2) convene the Annual and Extraordinary General Shareholders' Meetings of the Bank with the exception of cases provided for by paragraph 8 of Article 55 of the Federal Law "On Joint-Stock Companies";
- 3) approve the General Shareholders' Meeting of the Bank agenda;
- 4) determine the date for determining (fixing) persons entitled to participate in the General Shareholders' Meeting of the Bank, and other issues related to the preparation and holding of the General Shareholders' Meeting of the Bank referred to the competence of the Bank's Board of

Directors by the Federal Law “On Joint-Stock Companies”, the Bank Articles of Association and the Regulation on the General Shareholders’ Meeting of the Bank;

5) fix the price (monetary value) of the property, the placement price or the procedure of its determination and the redemption price of equity securities in cases stipulated by the Federal Law "On Joint Stock Companies", including the determination of the prices of bonds payment, which shall not be converted into shares of the Bank;

6) acquire the Bank's outstanding shares, bonds and other securities in cases stipulated by the Federal Law "On Joint Stock Companies" or by other Federal Laws;

7) form the Management Board of the Bank, the determination of its quantitative composition, the election of its members and the early termination of their powers, as well as the election and early termination of powers of the Chairman of the Management Board of the Bank, setting the amount of remuneration and compensation paid to the Chairman of the Management Board and members of the Management Board of the Bank;

8) make recommendations in respect of the remuneration and compensation to be paid to the members of the Audit Commission of the Bank and the amount of the fee to be paid to the external auditor of the Bank;

9) make recommendations in respect of the amount of dividends to be paid on shares and the manner of their payment;

10) use the Reserve Fund and other funds of the Bank;

11) approve the internal documents of the Bank related to the competence of the Bank’s Board of Directors according to the legislation and the Bank Articles of Association;

12) establish the branches and opening of representative offices of the Bank, closing of branches and representative offices of the Bank, as well as transfer of branches of the Bank to the status of internal structural subdivisions of the Bank (branch of the Bank);

13) consent to the completion or subsequent approval of related-party transactions and major transactions related to the acquisition and alienation of property by the Bank, in cases established by the Federal Law “On Joint-Stock Companies” as well as the Bank Articles of Association;

14) consent to other transactions, the lists of which are established by the Bank’s Board of Directors;

15) approve the Bank’s business plan (including the Bank’s budget) for the next reporting year and make decisions on its adjustment, with the exception of business plans that are approved by the General Shareholders’ Meeting of the Bank in accordance with the current legislation of the Russian Federation and Bank of Russia regulations;

16) approve the results of the Bank's activities for the reporting year;

17) approve the annual report of the Bank preliminary;

18) approve and make decisions on dismissal of the head of the Bank’s Internal Audit Service, approve the terms of the employment contract with the head of the Bank’s Internal Audit Service;

19) approve the work plan of the Bank’s Internal Audit Service for the next reporting year;

20) approve the reports of the Internal Audit Service on its activities, including reports on the implementation of audit plans and information on measures taken to implement recommendations and eliminate identified violations;

21) approve the Bank's Registrar and the terms of the contract with him/her, as well as termination of the contract with him/her;

22) place the bonds or other equity securities, with the exception of shares, by the Bank;

23) approve the procedure for applying banking risk management techniques and quantitative risk assessment models (in the case provided for in Article 72.1 of the Federal Law “On the Central Bank of the Russian Federation (Bank of Russia)”, including the assessment of assets and liabilities, off-balance sheet claims and liabilities of a credit institution, and also scenarios and results of stress testing;

24) create and terminate of activities of the committees under the Bank's Board of Directors, the determination of their quantitative composition, the appointment of the chairman and members of the committees and the termination of their powers, approval and amendment of the regulations on committees under the Bank's Board of Directors;

25) placement of additional shares by converting into them equity securities convertible into shares, within the number and categories (types) of authorized shares;

26) approve the Bank's risk and capital management strategy, including in terms of ensuring the adequacy of its own funds (capital) and liquidity to cover risks both in the Bank as a whole and in certain areas of its activity, as well as approving the management procedure that is most significant for the Bank risks and capital of the Bank and control over the implementation of this procedure;

27) determine the principles and approaches to the organization of risk management, internal control and internal audit in the Bank;

28) approve the procedure for preventing conflicts of interest, a plan for restoring financial stability in the event of a significant deterioration in the financial condition of the Bank, an action plan aimed at ensuring continuity of business and (or) restoration of the Bank's activity in the event of unusual and emergency situations;

29) conduct an assessment based on the reports of the Bank's Internal Audit Service on compliance by the Chairman of the Management Board and the Management Board with the strategies and procedures approved by the Bank's Board of Directors;

30) make decision on the responsibilities of members of the Bank's Board of Directors, as well as assessing their own work and presenting its results to the General Shareholders' Meeting of the Bank;

31) approve the personnel policy of the Bank;

32) approve the Bank's policy in the field of remuneration of labor, the Bank's policy in the field of motivation and bonuses and control over their implementation;

33) approve the Bank's Corporate Governance Code;

34) approve the Bank's internal document governing ethical norms and rules;

35) approve the internal documents on the organization of the Internal Control System in the Bank as a whole;

36) approve the internal documents of the Bank that determine the Bank's policy in the field of organization and implementation of internal audit;

37) consideration of quarterly reports of the controller of a professional participant in the securities market;

38) make decisions on the participation and termination of the Bank's participation, decrease (increase in the participation share) of the Bank in other organizations (with the exception of participation in associations and other associations of commercial organizations), if the Bank's participation (amount of property contribution) is (or will be after sale) decision taken) 25 or more percent of the authorized or joint-stock capital (property) of the organization or the amount of more than one billion rubles;

39) consider the report of the responsible official on the results of internal control to prevent, identify and suppress the misuse of insider information and (or) market manipulation over the past quarter;

40) determine terms of performing transactions with financial instruments by persons specified in clauses 7 and 13 of article 4 of the Federal Law "On Countering Unlawful Use of Insider Information and Market Manipulation and on Amendments to Certain Legislative Acts of the Russian Federation" and included to the list of the Bank's insiders, and persons related to them;

41) approve the annual consolidated financial statements of the Bank prepared in accordance with international financial reporting standards;

42) consider the organization, monitoring and control of the wage system, assessment of its compliance with the Bank's strategy, the nature and scale of operations performed by the Bank, the results of its activities, the level and combination of risks;

- 43) approve the budget of the Bank and the report on the execution of the budget of the Bank;
- 44) determine the general structure and number of the Bank's Internal Audit Service;
- 45) consider the results of inspections conducted by the Bank auditor of, and organization of work to eliminate the deficiencies and violations identified by it;
- 46) timely verification of compliance of internal control with the nature and scale of operations carried out by the Bank, the level and combination of risks accepted by the Bank, consideration of issues of the effectiveness of internal control and discussion with the executive bodies of the Bank of the organization of internal control and measures to increase its effectiveness;
- 47) take measures to ensure prompt implementation by the executive bodies of the Bank of recommendations and comments of the Bank's Internal Audit Service, the auditor and supervisory authorities;
- 48) other issues stipulated by the Federal Law "On Joint Stock Companies" as well as the Bank Articles of Association.

Matters related to the competence of the Bank's Board of Directors cannot be transferred to the decision of the Management Board and the Chairman of the Management Board of the Bank.

14.3. The quantitative composition of the Bank's Board of Directors shall be determined by the decision of the General Shareholders' Meeting of the Bank, but cannot be less than seven members. The election of members of the Bank's Board of Directors shall be carried out by cumulative voting. The candidates with the largest number of votes shall be considered elected to the Bank's Board of Directors.

14.4. The Bank's Board of Directors Members shall be elected by the General Shareholders' Meeting of the Bank in the manner prescribed by the Bank's Articles of Association and the Regulations on the Bank's Board of Directors, for the period until the next Annual General Shareholders' Meeting of the Bank. In the event the Annual General Shareholders' Meeting of the Bank was not held within the terms established by paragraph 13.3 of the Bank's Articles of Association, the powers of the Bank's Board of Directors shall be terminated, except for the powers to prepare, convene and hold the Annual General Shareholders' Meeting of the Bank.

The Bank's Board of Directors Members as well as the candidates for the office of the Bank's Board of Directors Members shall meet the business reputation requirements established by the Federal Law "On Banks and Banking Activities", as well as the qualification requirements established in accordance with Federal Laws. Persons, elected to the Bank's Board of Directors, may be re-elected any number of times. By a resolution of the General Shareholders' Meeting of the Bank, the powers of all the Bank's Board of Directors may be early terminated.

14.5. Only natural persons may be members of the Bank's Board of Directors. Members of the Bank's Board of Directors shall not necessarily be Shareholders of the Bank.

The Chairman of the Management Board of the Bank, as well as the Management Board members cannot constitute more than 1/4 of the Bank's Board of Directors and can not be the Chairman of the Bank's Directors Board.

14.6. The Chairman of the Bank's Board of Directors shall be elected by the Bank's Board of Directors members from their number by a majority vote of all the Bank's Board of Directors members *en masse*.

The Bank's Board of Directors shall be entitled at any time to re-elect its Chairman by a majority vote of all the Bank's Board of Directors members *en masse*.

The Chairman of the Bank's Board of Directors shall organize the work of the Bank's Board of Directors, convene the Bank's Board of Directors meetings and preside at its meetings, see that minutes of the meetings are duly taken and preside at the General Shareholders' Meeting of the Bank. In the absence of the Chairman of the Bank's Board of Directors, a member of the Bank's Board of Directors, appointed by the Bank's Board of Directors resolution, shall perform his/her functions.

14.7. The Bank's Board of Directors Meeting shall be convened by the Bank's Board of Directors Chairman on his/her own initiative; at the request of the Bank's Board of Directors member; at the request of the Audit Commission; at the request of the auditing organization of the Bank; at the

request of the Chairman of the Management Board of the Bank; or at the request of the Management Board of the Bank.

The procedure for convening and holding the Bank's Board of Directors Meeting shall be determined by the Regulation on the Bank's Board of Directors, approved by the General Shareholders' Meeting of the Bank.

14.8. The quorum at the Bank's Board of Directors Meeting shall be formed by at least one half of the number of the elected members of the Bank's Board of Directors. In the case where the number of the Bank's Board of Directors members becomes less than required for the quorum, the Bank's Board of Directors shall decide on holding an Extraordinary General Shareholders' Meeting of the Bank to elect new members of the Bank's Board of Directors. The remaining members of the Bank's Board of Directors shall be entitled to make a decision only on convocation of such Extraordinary General Shareholders' Meeting of the Bank.

14.9. The Bank's Board of Directors shall be entitled to make decisions by absentee voting (by poll).

14.10. The Bank's Board of Directors Meeting resolution shall be adopted by a majority of votes of the Bank's Board of Directors members, participating in the resolution taking, with the exception of the resolution taking on consent to the conclusion or subsequent approval of major transactions, as well as the decisions specified in clause 7.3 of the Bank's Articles of association on increasing the authorized capital of the Bank by placing additional shares and resolutions on the placement of convertible bonds by the Bank in shares, and other equity securities convertible into shares, which are unanimously accepted by all the Bank's Board of Directors members, with the exception of resolution taking on consent to the conclusion or subsequent approval of related-party transactions, or on the determination of the price of property to be disposed of or acquired under such a transaction, which are adopted by the Bank's Board of Directors in accordance with the requirements of the Federal Law "On Joint-Stock Companies." When resolving issues at the Bank's Board of Directors Meetings or by absentee voting, each Bank's Board of Directors member shall have one vote. An assignment of the voting right by any member of the Bank's Board of Directors to another person, including another member of the Bank's Board of Directors, shall not be allowed. In case of equality of votes of the Bank's Board of Directors members, the vote of the Bank's Board of Directors Chairman shall be decisive. If the Bank's Board of Directors Chairman has not participated in the vote, when the votes are equal, the resolution shall be considered not adopted.

14.11. The Bank's Board of Directors shall act in accordance with the current legislation of the Russian Federation, the Bank Articles of Association and the Regulation on the Board of Directors of the Bank.

CHAPTER 15. EXECUTIVE BODIES OF THE BANK

15.1. The day-to-day activity of the Bank shall be managed by the sole executive body – the Chairman of the Management Board of the Bank and the collegial executive body - the Management Board of the Bank. The executive bodies of the Bank shall be accountable to the General Shareholders' Meeting of the Bank and the Bank's Board of Directors.

The executive bodies of the Bank formation and the early termination of their powers shall be carried out by the Bank's Board of Directors resolution. The quantitative and personal composition of the Management Board shall be appointed by the Bank's Board of Directors resolution. The quantitative composition of the Management Board may not be less than 3 (three) persons.

The Management Board of the Bank shall consist of the Chairman of the Management Board of the Bank and of the Management Board of the Bank members. Deputy Chairmen of the Management Board shall be the Management Board of the Bank members.

15.2. The executive bodies of the Bank competence shall include all questions related to the day-to-day activity of the Bank, except for those within the competence of the General Shareholders' Meeting of the Bank and the Bank's Board of Directors.

The executive bodies of the Bank shall ensure the creation of the necessary conditions for holding the General Shareholders' Meeting of the Bank, the work of the Bank's Board of Directors, the Audit Commission and committees under the Bank's Board of Directors, as well as organize the implementation of the General Shareholders' Meeting of the Bank and the Bank's Board of Directors resolutions.

15.3. Rights and obligations of the Chairman of the Management Board of the Bank and of the Management Board of the Bank members shall be determined in accordance with the Russian Federation legislation, the present Articles of Association and the contract signed by each of them with the Bank. An Agreement on behalf of the Bank shall be signed by the Bank's Board of Directors Chairman or by a person authorized by the Bank's Board of Directors. The relations between the Bank and the Chairman of the Management Board of the Bank and (or) the Management Board of the Bank members shall be subject to labor legislation to the extent not contradicting with the provisions of the Federal Law "On Joint-Stock Companies". The Management Board of the Bank members, who have entered into an employment agreement, shall be subject to the specifics of labor regulation established by Chapter 43 of the Labor Code of the Russian Federation.

The Chairman of the Management Board of the Bank, his/her deputies, the Management Board of the Bank members, the Chief Accountant deputies, the Chief Accountant, the Head, the Chief Accountant of the Bank's branch shall not be entitled to perform the functions of the Head, the Chief Accountant in other organizations that are credit organizations, foreign banks, insurance or clearing organizations, professional participants in the securities market, organizers of trade in commodity and (or) financial markets, joint-stock investment funds, specialized depositories of investment funds, mutual investment funds in and private pension funds, organizations engaged in retirement and pension insurance, asset management companies of investment funds, mutual funds and private pension funds, microfinance companies and organizations engaged in leasing activities or being affiliates in relation to a Bank. This restriction shall not apply if credit organization (a credit organizations (foreign bank and credit organization) are the main and subsidiary business companies in relation to each other, and also if an affiliate of the Bank is a nonprofit organization (except for a state corporation)). These restrictions shall not apply to the right of the Chairman of the Management Board of the Bank and of the Management Board of the Bank members to hold positions in the management bodies of other legal entities.

The positions overlapping by the Chairman of the Management Board of the Bank and the Management Board of the Bank members in the management bodies of other legal entities shall be allowed only with the consent of the Bank's Board of Directors.

15.4. The Bank's Board of Directors shall be entitled, at any time, to decide on the early termination of powers of the Chairman of the Management Board of the Bank, the Management Board of the Bank members, terminate the agreements concluded with them, and decide on the formation of new executive bodies of the Bank.

15.5. The Chairman of the Management Board of the Bank shall:

- act on behalf of the Bank without any Power of Attorney, representing its interests and make transactions on behalf of the Bank;
- make decisions on opening (closing) internal structural units of the Bank (branch);
- approve the staffing table of the Bank, issue orders, ordinances and give instructions binding upon all employees of the Bank;
- appoint to the positions of managers and deputy managers of branches, chief accountants of branches and their deputies;
- approve regulations on structural subdivisions of the Bank (additional offices, credit and cash offices, operational offices, operating cash desks outside the Bank's cash center, as well as other internal structural divisions stipulated by the regulations of the Bank of Russia), departments, administrations, divisions, etc. with the exception of the regulations on branches, representative offices and the Internal Audit Service;

- makes decisions on changing the location (address) of the Bank's internal structural subdivisions, opening (closing), reorganizing, changing the status, location and name of the Bank's internal structural subdivisions;
- approve the regulations on working collegial bodies of the Bank;
- approve the job descriptions of employees of the Bank;
- approve standard forms of documents, instructions, rules, procedures, etc.;
- issue powers of attorney, establish the procedure for signing contracts and agreements, the procedure for issuing powers of attorney, as well as determine the circle of persons who are granted the authority to represent third parties;
- make a decision to write off bad debts on the loan, interest on it, other losses associated with its collection, at the expense of the corresponding reserve formed;
- carry out the functions of the employer in the field of labor relations in accordance with the Labor Code of the Russian Federation, including appointing and dismissing Bank employees, encouraging distinguished employees, and applying disciplinary sanctions;
- approve quantitative and qualitative indicators of the system of motivation and remuneration of employees of the Bank (branch);
- make a decision on bonus payments to employees of the Bank;
- determine the procedure for working with the Bank with information constituting a trade secret;
- determine the offering price of bonds that are not converted into shares of the Bank, or establish the procedure for determining it;
- submit candidatures of the Management Board of the Bank members for approval by the Board of Directors;
- distribute responsibilities between the Deputy Chairmen of the Management Board, and also distributes responsibilities between the heads of structural subdivisions, monitors their implementation and timely adjustment in accordance with changes in the conditions of the Bank's activities;
- approve the Accounting policies as well as the Internal Control Rules in order to counteract legalization (laundering) of proceeds from crime and terrorist financing;
- approve the Regulations on the Internal Control Service;
- approve, and also make a decision on dismissal of the head of the Internal Control Service;
- approve activity plans and review reports of the Internal Control Service;
- approve the internal control rules for the prevention, detection and suppression of the unlawful use of insider information and (or) market manipulation;
- approve the list of insider information in accordance with the requirements of Federal Law dated July 27, 2010 No. 224-ФЗ "On Counteracting Illegal Use of Insider Information and Market Manipulation and on Amending Certain Legislative Acts of the Russian Federation" and Bank of Russia regulations;
- appoint the controller of a professional participant in the securities market;
- solve other issues of current activity.

The Chairman of the Management Board of the Bank shall have the right to entrust the resolution of certain issues within his competence to the Management Board of the Bank members, heads of branches and representative offices of the Bank, collegial working bodies of the Bank and other persons. The transfer of powers can be executed by power of attorney or other executive documents.

The Chairman of the Management Board of the Bank shall have the right to submit materials for consideration by the Bank's Board of Directors.

The powers of the Chairman of the Management Board during his/her absence may be transferred by the Chairman of the Management Board of the Bank to one of the Management Board of the Bank members. In the absence of the Chairman of the Management Board of the Bank, an order

shall be issued to appoint an acting Chairman of the Management Board for the period of such absence, which is signed by the Chairman of the Management Board of the Bank.

15.6. The Management Board shall be the collegial executive body of the Bank and headed by the Chairman of the Management Board. The Management Board of the Bank shall operate on the basis of the Bank's Articles of Association and the Regulations on the Management Board of the Bank, approved by the General Shareholders' Meeting of the Bank.

The competence of the Management Board shall include the following issues:

- organization of the implementation of decisions of the General Shareholders' Meeting of the Bank, the Bank's Board of Directors;
- consideration of the Bank's statements, including statements prepared in accordance with international financial reporting standards or other foreign financial reporting standards;
- taking decisions on the publication of financial statements prepared on the basis of international financial reporting standards or other foreign financial reporting standards;
- determination of the list of information constituting a trade secret;
- approval of regulations on branches and representative offices of the Bank;
- submission of materials for consideration by the Bank's Board of Directors;
- approval of the typical organizational structure of the Bank (branch);
- approval of the general principles of the system of motivation and remuneration of employees of the Bank (branches);
- approval of the procedure for bonus payments to heads of the Bank's divisions directly subordinate to the Chairman of the Management Board or the Deputy Chairman of the Management Board in accordance with the principles approved by the Bank's Board of Directors;
- approval of performance indicators of the Bank's divisions and their control;
- making decisions on the classification of loan debt in cases established by the Bank of Russia;
- making decisions on the creation of working collegial bodies;
- preliminary approval of the Bank's Business Plan and decisions on its adjustment;
- approval of the Bank's estimates for the next reporting year;
- approval of regulations on the procurement of goods, works, services at the Bank;
- taking measures to ensure prompt implementation by the executive bodies of the Bank of recommendations and comments of the Bank's Internal Control Service;
- decision making on the issue of savings certificates, as well as approval of the terms of issue of savings certificates;
- taking measures to ensure prompt implementation by the executive bodies of the Bank of recommendations and comments of the Bank's Internal Control Service;
- approval of banking operations and other transactions, the criteria of which are approved by an internal document approved by the Bank's Board of Directors;
- approval of the internal documents of the Bank, with the exception of internal documents, the approval of which is assigned by the Federal Law "On Joint Stock Companies" as well as the Bank's Articles of Association to the competence of the General Shareholders' Meeting of the Bank, as well as with the exception of other internal documents of the Bank, the approval of which falls within the competence of the Bank's Board of Directors in accordance to the Bank Articles of Association;
- other issues of the Bank's current activities submitted for consideration by the Management Board by decision of the Chairman of the Management Board or provided for by the Bank Articles of Association.

15.7. The quorum for holding the Management Board meeting shall be half of the number of elected members of the Management Board of the Bank. If the number of members of the Management Board becomes less than the number constituting the specified quorum, the Bank's Board of Directors shall be obliged to decide on the formation of the Management Board.

15.8. The Chairman of the Management Board of the Bank shall organize the Management Board meetings in the manner prescribed by the Regulation on the executive bodies. A meeting of the Management Board may be convened at the request of the Bank's Board of Directors Chairman.

The decisions at the Management Board of the Bank meeting shall be taken by a majority vote of the present members of the Management Board. The transfer of the voting right by a member of the Management Board to another person, including another member of the Management Board of the Bank, shall not be allowed. If the votes are equal, the vote of the Chairman of the Management Board is decisive. The Management Board shall be entitled to make decisions by absentee voting (by poll), provided that at least half of the total number of elected Management Board members participate in such voting.

15.9. The minutes shall be kept at the Management Board meeting. The minutes of the Management Board meeting shall be provided to the members of the Bank's Board of Directors, the Audit Commission of the Bank, the head of the Internal Audit Service of the Bank, the auditor of the Bank and the Shareholders (the Shareholder) owning at least 25 percent of the Bank's voting shares, upon request.

CHAPTER 16. RESPONSIBILITY OF THE BANK'S MANAGEMENT BODIES MEMBERS

16.1. In exercising their rights and fulfilling their obligations, the members of the Bank's Board of Directors, the Chairman of the Management Board of the Bank and the Management Board of the Bank members, should act in the interests of the Bank, exercise their rights and fulfill their obligations towards the Bank in good faith and reasonably.

16.2. In accordance with the current legislation of the Russian Federation, the members of the Bank's Board of Directors, the Chairman of the Management Board of the Bank and the Management Board of the Bank members shall be liable to the Bank and its Shareholders for the losses caused to the Bank and its Shareholders by their guilty actions (or inaction), unless other grounds and extent of liability are established by the legislation of the Russian Federation. In this case, in the Bank's Board of Directors and in the Management Board of the Bank, the members who voted against the decision that caused losses to the Bank or to the Shareholder, or, acting in good faith, did not participate in the voting shall not be liable.

16.3. In accordance with the current legislation of the Russian Federation, the Chairman of the Management Board shall be responsible for the accuracy of the information about the Bank's activities submitted to Shareholders, creditors and the media.

16.4. In determining the grounds and extent of liability of the members of the Bank's Board of Directors, the Chairman of the Management Board of the Bank and (or) the Management Board of the Bank members, ordinary business conditions and other circumstances relevant to the case should be taken into account.

16.5. In the event that, in accordance with the provisions of this Chapter of the Articles of Association, several persons shall bear responsibility, their responsibility to the Bank or a Shareholder shall be joint and several.

16.6. The Bank or a Shareholder (s), holding in aggregate not less than one (1) percent of the outstanding ordinary shares of the Bank, may apply to the court with a claim against a member of the Bank's Board of Directors, the Chairman of the Management Board of the Bank and (or) a member of the Management Board of the Bank for compensation of the Bank losses caused to the Bank or its Shareholders in the case provided by paragraph 16.2 of the Articles of Association.

CHAPTER 17. MAJOR TRANSACTIONS. INTERESTED PARTY BANK TRANSACTIONS

17.1. A major transaction shall be defined as any transaction (or several interrelated transactions) that goes beyond the ordinary course of business and at the same time:

- connected with the acquisition or alienation or possibility of disposal of property of the Bank, directly or indirectly, (including loan, credit, mortgage, surety, the acquisition of such an amount of shares or other equity securities convertible into shares of the public company, which would entail the obligation of the Bank to send a compulsory offer in accordance with the Federal Law “On Joint Stock Companies”), the price or balance value of which is more than 25 percent of the balance value of the Bank's assets, defined according to its financial statements for the last reporting date;

- stipulating the Bank's obligation to transfer the property into temporary possession and (or) use or to provide a third party with the right to use the result of intellectual activity or means of individualization on a license basis, if their balance value is 25 or more percent of the balance value of the Bank's assets, determined according to its accounting (financial) reporting at the latest reporting date.

The Bank's Board of Directors shall approve a conclusion on a major transaction, which should contain, including information on the expected consequences for the Bank's activities as a result of a major transaction and an assessment of the appropriateness of a major transaction. The conclusion on a major transaction shall be included in the information (materials) provided to Shareholders in preparation for the General Shareholders' Meeting of the Bank, which considers the issue of consent to the conclusion or subsequent approval of a major transaction.

17.2. A major transaction shall be approved by the Bank's Board of Directors or the General Shareholders' Meeting of the Bank in accordance with the Federal Law “On Joint Stock Companies” as well as the Bank Articles of Association.

17.3. A resolution to enter into a major transaction or its subsequent approval, involving property with a value of from 25 to 50 percent of the balance value of the Bank's assets, shall be approved by all members of the Bank's Board of Directors by a unanimous vote, without taking into account the votes of retired members of the Bank's Board of Directors. Failing to reach unanimity of the Bank's Board of Directors on the issue of the conclusion of a major transaction or its subsequent approval, the Bank's Board of Directors may refer the issue of the conclusion of a major transaction or its subsequent approval to the General Shareholders' Meeting of the Bank. In this case, a resolution on the issue of the conclusion of a major transaction or its subsequent approval shall be adopted at the General Shareholders' Meeting of the Bank by a majority vote of Shareholders - owners of voting shares participating in the General Shareholders' Meeting of the Bank.

A resolution to enter into a major transaction or its subsequent approval, involving property whose value is equal to more than 50 percent of the balance value of the Bank's assets, shall be adopted at the General Shareholders' Meeting of the Bank by a three-fourths majority of votes of the Shareholders owning voting shares, who are present at the General Shareholders' Meeting

17.4. The resolution to enter into a major transaction or its subsequent approval shall specify the person (s) that is the party (s) of such a transaction, the beneficiary (beneficiaries), the price, subject of a major transaction and its other essential conditions or the procedure for determining them.

The resolution to enter into a major transaction or its subsequent approval may also contain an indication of the minimum and maximum parameters of the terms of such a transaction (the upper limit of the purchase price of the property or the lower limit of the sale price of the property) or the procedure for determining them, consent to a number of similar transactions, alternative options for the terms of such a transaction, requiring consent to commit it, consent to a major transaction, subject to several transactions simultaneously.

17.5. Interested-party transactions, in which there is an interest of a member of the Bank's Board of Directors, the Chairman of the Management Board of the Bank and the Management Board of the Bank member or a person who is the controlling person of the Bank, or a person entitled to give the Bank binding instructions to it, shall be made by the Bank in accordance with the Articles of Association.

The specified persons shall be considered as interested ones in the transaction by the Bank in cases where they are their spouses, parents, children, full and half brothers and sisters, adoptive parents and adoptees and (or) the persons under their control (controlled organizations):

- constitute a party, beneficiary, intermediary or representative in the transaction;

- are the controlling person of a legal entity that is a party, beneficiary, intermediary or representative in a transaction;
- hold office in a legal entity, which is a party, beneficiary, agent or representative in the transaction, as well as positions in the managing organization of such legal entity.

In case of the interested party transaction, in which there is an interest of members of the Bank's Board of Directors, the Bank shall be obliged to notify the Management Board of the Bank members, and if all members of the Bank's Board of Directors of the Bank are interested in making such a transaction, the Bank shall be obliged to notify the Shareholders of the Bank in the manner provided for notifying on the General Shareholders' Meeting convening.

The notice should be sent and received no later than the day the interested-party transaction is concluded, and it should specify the person (s) that is its party (s), beneficiary (beneficiaries), the price, subject of the transaction and its other essential conditions or the procedure for determining them, as well as the person (s) with an interest in the transaction, the grounds on which the person (each of the persons) having an interest in the transaction is such.

17.6. Persons specified in paragraph 17.5 of the Bank Articles of Association, within two months from the day when they learned or should have known about the occurrence of circumstances by virtue of which they could be recognized as interested in transactions by the Bank, shall be obliged to notify the Bank:

- on legal entities in which they, their spouses, parents, children, full and half brothers and sisters, adoptive parents and adoptees and (or) the persons under their control (controlled organizations) are controlling persons or have the right to give mandatory instructions;
- on legal entities in which they, their spouses, parents, children, full and half brothers and sisters, adoptive parents and adoptees and (or) the persons under their control (controlled organizations) hold positions;
- about known to them committed or alleged transactions in which they can be recognized as interested parties.

The Bank shall bring the information contained in the notice received by it to the attention of the Bank's Board of Directors, the Audit Commission of the Bank, as well as the auditor of the Bank upon request.

17.7. An interested party transaction shall not require mandatory prior consent to enter into it.

The consent of the Bank's Board of Directors or the General Shareholders' Meeting of the Bank for an interested-party transaction may be obtained prior to its completion upon request of the Chairman of the Management Board, a member of the Management Board, a member of the Bank's Board of Directors, or a Shareholder (Shareholders) with at least one percent of voting shares Bank. A request to hold the General Shareholders' Meeting or the Bank's Board of Directors meeting to resolve the issue of consent to an interested-party transaction shall be forwarded and considered in the manner provided for in Article 55 of the Federal Law "On Joint-Stock Companies."

The Bank's Board of Directors shall have the right to refuse to satisfy the requirement to hold the General Shareholders' Meeting or the Bank's Board of Directors meeting on the grounds stipulated by Article 55 of the Federal Law "On Joint-Stock Companies", as well as if at the time of consideration of the request there is already a decision on consent or rejection in agreement to the transaction. Repeated submission of the above requirements shall be possible no earlier than in three months. The decision on consent to conclude an interested-party transaction shall be taken by the Bank's Board of Directors, by a majority of votes of members of the Bank's Board of Directors, who are not interested in its conclusion.

The decision on consent to conclude transaction, in which there is an interest, shall be adopted by the General Shareholders' Meeting by a majority of votes of Shareholders - owners of voting shares participating in the meeting and not interested in the transaction, or controlled entity interested in its completion, in the following cases:

- if the amount of the transaction or several related transactions or the price or balance value of the property, the acquisition, disposal or possible disposal of which involves such transactions

amounts to 10 percent or more of the balance value of the Bank's assets according to its accounting (financial) statements as of the last reporting date, except transactions provided for in the following subparagraphs of this paragraph;

- if the transaction or several interrelated transactions are the sale of ordinary shares comprising more than two percent of ordinary shares previously placed by the Bank, and ordinary shares into which previously placed equity securities convertible into shares may be converted;

- if the transaction or several interrelated transactions are the sale of preference shares comprising more than two percent of the shares previously placed by the Bank and the shares into which previously placed equity securities convertible into shares can be converted.

If, upon concluding a transaction requiring consent to be concluded in accordance with this paragraph of the Bank's Articles of Association, all Shareholders holding voting shares of the Bank are recognized as interested, and in doing such a transaction there is an interest of another person (s) in accordance with paragraph 17.5 of the Bank's Articles of Association, the consent to such a transaction shall be given by a majority vote of all Shareholders holding voting shares of the Bank participating in the meeting.

17.8. In addition to the conditions provided for in paragraph 4 of Article 79 of the Federal Law "On Joint-Stock Companies", the decision on consent to an interested-party transaction should indicate the person (s) with an interest in the transaction, the grounds on which the person (each of the persons) having an interest in the transaction is such.

CHAPTER 18. CONTROL OVER THE FINANCIAL AND - ECONOMIC ACTIVITIES OF THE BANK

18.1. The control over the financial and economic activity of the Bank shall be carried out by the Audit Commission, elected at the Annual General Shareholders' Meeting of the Bank for the period until the next Annual General Shareholders' Meeting of the Bank. The quantitative and personal composition of the Audit Commission of the Bank shall be determined by decision of the General Shareholders' Meeting of the Bank. The members of the Audit Commission cannot simultaneously be members of the Bank's Board of Directors or hold other positions in the Bank's management bodies.

By the decision of the General Shareholders' Meeting of the Bank, members of the Bank's Audit Commission may be paid remuneration and / or reimbursed for expenses related to the performance of their duties during the performance of their duties. The amount of such remuneration and compensation shall be established by decision of the General Shareholders' Meeting of the Bank.

The shares owned by the members of the Bank's Board of Directors or by persons, holding positions in the Bank's management bodies, may not participate in voting when electing the Audit Commission members.

18.2. The procedure of the Audit Commission activities performance and its competence shall be determined by the Regulations on the Audit Commission approved by the General Shareholders' Meeting of the Bank.

The Audit Commission members shall bear the responsibility for the faithful execution of their duties in the manner specified by the current Russian Federation legislation.

18.3. During the implementation of the functions, assigned to the Audit Commission, it can involve experts from among persons who do not occupy any full-time positions in the Bank. The responsibility for the actions of the experts, involved by the Audit Commission shall lie with the Chairman of the Bank's Audit Commission.

18.4. The Audit Commission shall verify the compliance with legislative and other regulations, governing the Bank's activities by the Bank, the setting internal control, the legality of the Bank's operations (continuous or spot checking) as well as the state of cash and property.

18.5. A check (audit) of financial and economic activity of the Bank shall be carried out according to the results of its operations for the year and at any time at the initiative of the Audit Commission of the Bank, the General Shareholders' Meeting of the Bank, the Bank's Board of

Directors or a Shareholder (Shareholders), holding in aggregate not less than 10 (ten) percent of voting shares of the Bank.

The Audit Commission shall submit a report on the audit carried out by it to the General Shareholders' Meeting of the Bank, as well as its conclusion of conformity of submitted for the approval the balance sheet and statement of financial performance to the actual state of affairs in the Bank with the recommendations to address identified deficiencies.

18.6. The Audit Commission shall have the right to demand the convening of an Extraordinary General Shareholders' Meeting of the Bank on the results of the check (audit), if there is a threat to the interests of the Bank or its depositors, or when identifying abuses of officials.

18.7. The documented results of audits, carried by the Audit Commission, shall be submitted for consideration to the Bank's Board of Directors, as well as to the Management Board, in order to take appropriate measures.

18.8. To verify and validate the annual financial statements, the Bank shall attract a professional auditing organization that does not share property interests with the Bank or its Shareholders (external audit). The auditing organization shall be approved by the General Shareholders' Meeting of the Bank. The Bank's audit shall be performed in accordance with the current legislation of the Russian Federation on the basis of a concluded contract with the auditing organization. The amount of payment for the services of an auditor shall determined by the Bank's Board of Directors.

18.9. The conclusions, drawn up by the Audit Commission on the results of the audit of financial - economic activities of the Bank, shall be formalized in accordance with the current legislation of the Russian Federation.

18.10. The General Shareholders' Meeting of the Bank shall exercise the following powers on internal control issues: consideration of the recommendations of the Bank's Audit Commission on elimination of identified deficiencies, control over their implementation, review of reports of the Bank's external audit organization, control over the complete, reliable and timely presentation of the Bank's financial statements.

18.11. The Bank's Board of Directors shall exercise the following powers on internal control issues:

- creation and maintenance of a system of effective internal control;
- regular consideration of issues of the effectiveness of internal control;
- discussion with the executive bodies of the Bank of the organization of internal control and measures to increase its effectiveness;
- consideration of documents on the organization of the Internal Control System prepared by the executive bodies of the Bank, heads of structural subdivisions (responsible employees) performing internal control functions at the Bank, and independent audit organizations that conducted the audit;
- taking measures for the prompt implementation by the executive bodies of the Bank of recommendations and comments of the internal audit service, audit organization and supervisory authorities;
- control over the compliance of the Bank's Internal Control System with the nature and scale of operations, the level and combination of risks;
- approval of regulations on the internal audit service, work plans of the internal audit service, as well as consideration and approval of reports of the internal audit service.

18.12. The Management Board of the Bank shall exercise the following powers on internal control issues:

- implementation of the Bank's strategy and policy regarding the organization and implementation of internal control;
- verification of compliance of the Bank's activities with internal documents determining the procedure for internal control;
- assessment of the compliance of the content of these documents with the nature and scope of the Bank's activities;

- review of materials and periodic evaluations of the effectiveness of internal control.

18.13. The Chairman of the Management Board of the Bank shall exercise the following powers on internal control issues:

- establishing responsibility for the implementation of decisions of the General Shareholders' Meeting of the Bank and the Bank's Board of Directors, the implementation of the Bank's strategy and policy regarding the organization and implementation of internal control;

- delegation of authority to develop rules and procedures in the field of internal control to the heads of relevant structural divisions and control over their implementation;

- verification of the conformity of the Bank's activities with internal documents determining the procedure for internal control, and assessment of the conformity of the content of these documents to the nature and scope of the Bank's activities;

- distribution of responsibilities of units and employees responsible for specific areas (forms, methods of implementation) of internal control;

- creation of effective systems for the transfer and exchange of information, providing the necessary information to interested users in it;

- consideration of the results of inspections of the state of the Internal Control System;

- creation of a control system for identifying violations and deficiencies in internal control, as well as taking measures to eliminate them;

- control over the organization of work in the Bank to counter the legalization (laundering) of criminal income and financing of terrorism, as well as ensuring compliance with the applicable internal control rules to counter the legalization (laundering) of criminal income and financing of terrorism with the requirements of the legislation of the Russian Federation in the field of counteraction the legalization (laundering) of criminal income and financing of terrorism.

CHAPTER 19. BANK'S REORGANIZATION AND LIQUIDATION

19.1. The Bank may be reorganized voluntarily, in the manner prescribed by the legislation of the Russian Federation. The reorganization of the Bank may be carried out in the form of a merger, annexation, division, spin-off or transformation. The reorganization of the Bank can be carried out with a simultaneous combination of its various forms (merger, accession, division, spin-off or transformation).

The Bank may be liquidated voluntarily or by court decision, on the grounds and in the manner prescribed by the legislation of the Russian Federation

19.2. When the Bank is reorganized, its rights and obligations shall pass to the assignees.

In the event of the reorganization of the Bank, appropriate entries are made in the Unified State Register of Legal Entities, and all documents with unexpired storage periods shall be transferred in accordance with the established procedure to the successor of the Bank. The liquidation shall entail the termination of the Bank's activities without transferring in a universal succession of its rights and obligations to other persons.

19.3. The General Shareholders' Meeting of the Bank, which made the decision on the liquidation of the Bank, shall appoint, in agreement with the Bank of Russia, a Liquidation Commission and establishes the procedure and terms for liquidation.

From the moment the Liquidation Commission is appointed, all powers to manage the affairs of the Bank shall be transferred to it.

19.4. The Liquidation Commission shall:

- publish in the mass media in which data on state registration of legal entities are published, a message on the liquidation of the Bank, the procedure and deadline for making claims by its creditors;

- take measures to identify creditors and receive receivables, and also notify creditors in writing of the liquidation of the Bank.

After the deadline for the submission of claims by creditors, the Liquidation Commission shall draw up an interim liquidation balance sheet that contains information on the composition of the

Bank's property, a list of claims made by creditors, the results of their consideration, as well as a list of claims satisfied by a court decision that has entered into force, regardless whether such requirements were accepted by the Liquidation Commission. The interim liquidation balance sheet shall be approved by the General Shareholders' Meeting of the Bank in agreement with the Bank of Russia.

If the Bank's funds are insufficient to satisfy the claims of creditors, the Liquidation Commission shall sell the Bank's property, which may be levied in accordance with the law, from tenders, which, in accordance with the law, foreclosure is allowed from tenders, with the exception of objects worth no more than one hundred thousand rubles (according to the approved interim liquidation balance sheet), for the sale of which tendering is not required.

The payments of money to creditors of the Bank shall be made by the Liquidation Commission in the order of priority established by Article 64 of the Civil Code of the Russian Federation, in accordance with the interim liquidation balance sheet from the date of its approval. After settlements with creditors are completed, the Liquidation Commission shall draw up a liquidation balance sheet, which is approved by the General Shareholders' Meeting of the Bank in agreement with the Bank of Russia. The property remaining after settlements with creditors are distributed by the Liquidation Commission between the Shareholders in the manner established by the legislation of the Russian Federation.

19.5. The liquidation of the Bank shall be deemed completed, and the Bank shall cease to operate after the authorized registering authority has made an appropriate entry in the Unified State Register of Legal Entities.

19.6. In case of liquidation of the Bank, personnel documents and other documents of the Bank stipulated by the legislation of the Russian Federation shall be transferred by the Liquidation Commission for storage to the relevant state archive on the basis of an agreement between the Liquidation Commission and the State Archives. At the same time, the Liquidation Commission organizes the streamlining of archival documents transferred for storage to the State Archives.

CHAPTER 20. MODIFICATIONS AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

20.1. The amendments to the Bank's Articles of Association or to the Bank's Articles of Association in the new edition shall be carried out by the General Shareholders' Meeting of the Bank resolution, with the exception of cases provided for in paragraphs 20.2, 20.3 of the Bank's Articles of Association.

20.2. The amendments to the Bank's Articles of Association, including the amendments related to an increase in the Authorized Capital of the Bank, shall be carried out based on the results of the placement of the Bank's shares on the basis of the General Shareholders' Meeting of the Bank resolution on the increase in the Authorized Capital of the Bank, on the basis of the General Shareholders' Meeting of the Bank resolution on the decrease in the Authorized Capital of the Bank by reducing the nominal value of shares, another decision on the basis of which the placement of shares and the placement of equity securities convertible into shares and a registered report on the results of the issue of shares are carried out. When the Authorized Capital of the Bank is increased by placing additional shares, the Authorized Capital of the Bank shall increase by the amount of the nominal values of the outstanding additional shares, and the number of authorized shares of certain categories and types shall decrease by the number of outstanding additional shares of certain categories and types.

20.3. The amendments to the Bank's Articles of Association, related to a decrease in the Authorized Capital of the Bank by purchasing shares of the Bank with a view to redeeming them, shall be carried out on the basis of the General Shareholders' Meeting of the Bank resolution on such a decrease and a report on the results of the acquisition of shares approved by the Bank's Board of Directors. The amendments to the Bank's Articles of Association, related to a decrease in the Authorized Capital of the Bank by redeeming the Bank's outstanding shares in cases provided for by

the legislation of the Russian Federation, shall be carried out on the basis of the General Shareholders' Meeting of the Bank resolution on such a decrease and a report on the results of the redemption of shares approved by the Bank's Board of Directors. In these cases, the Authorized Capital of the Bank shall be decreased by the amount of nominal values of the canceled shares

20.4. All amendments to the Bank's Articles of Association, adopted in the prescribed manner, shall be duly registered in accordance with the procedure, established by the current legislation of the Russian Federation.

The amendments to the Bank's Articles of Association or to the Bank's Articles of Association in the new edition shall become effective for third parties from the moment of their state registration.

20.5. In the event that amendments to the legislative and other regulatory legal acts of the Russian Federation come into conflict with certain provisions of the Bank's Articles of Association, the provisions of the Bank's Articles of Association shall apply to the extent not contradicting the legislation of the Russian Federation.

**The Chairman of the Management Board
the Asian-Pacific Bank (PJSC)**

[signed]

Simanovsky A.Yu.

[Official seal]

Asian-Pacific Bank (Public Joint Stock Company)
Blagoveshchensk, Amur region, Russian Federation
Asian-Pacific Bank (PJSC)
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[Stamp]

Total stitched, numbered and stamped 46 (forty six) sheets

The Chairman of the Management Board

Asian-Pacific Bank (PJSC)

Simanovsky Aleksey Yurievich [signed]

October 8, 2020

[Official seal]

Asian-Pacific Bank (Public Joint Stock Company)

Blagoveshchensk, Amur region, Russian Federation

Asian-Pacific Bank (PJSC)

/logotype/

The Russian Federation
Moscow city
The second day of December of the year two thousand and twentieth

I, Krasnov German Evgenievich, a Notary of the city of Moscow certify that the content of the document produced by me on paper is identical with the content of the electronic document provided to me.

Qualified electronic signature of the person who signed the electronic document submitted to me, and its affiliation to this person verified.

This paper is equivalent to an electronic document submitted to me and has the same legal force.

Recorded in the register under No. **77/287-n/77-2020-31-197.**
Collected of the state duty (under the tariff): 2350 rubles 00 kopecks
Paid for legal and technical services: 4700 rubles 00 kopecks

/Signed/ G.E. Krasnov

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