

**AGREED**

By Deputy Chairman  
of the Central Bank of the Russian Federation

[Signature]  
(signature)

M.I. Sukhov  
(surname and initials)

8 July, 2015

L.S. of the Bank of Russia

*Official seal:*

*Central Bank of the Russian Federation*

**CHARTER**

of the

**Public joint stock company  
Asian-Pacific Bank**

**PJSC Asian-Pacific Bank**

**APPROVED**

by the General Shareholders Meeting  
Minutes No. 1 dated June 08, 2015

## I. GENERAL PROVISIONS

1.1. The Bank was established as a joint stock company of a closed type and named "Amur Joint Stock Investment and Commercial Construction and Industrial Bank" ("Amurpromstroybank") in accordance with the Resolution of the General Meeting of Founders (Minutes No.1 dated November 15, 1991). Amurpromstroybank is a legal successor of the State Commercial Industrial and Construction Bank Department for Amur Region.

Subject to the Resolution of the General Shareholders Meeting (Minutes No.1 dated March 27, 1996) the legal organizational status was adjusted in accordance with the applicable legislation and was defined as a "closed joint stock company", the full and abbreviated corporate names were changed to "Closed joint stock company Amur Joint Stock Investment and Commercial Construction and Industrial Bank" and "CJSC Amurpromstroybank."

Subject to the Resolution of the General Shareholders Meeting of CJSC Amurpromstroybank (Minutes No.1 dated September 26, 2005) the Bank's full and abbreviated corporate names were changed to "Open joint stock company Asian-Pacific Bank" and "OJSC Asian-Pacific Bank."

Subject to the Resolution of the General Shareholders Meeting of OJSC Asian-Pacific Bank (Minutes No.1 dated June 27, 2006) the Bank's full corporate name was changed to "Open joint stock company Asian-Pacific Bank."

Subject to the Resolution of the extraordinary General Shareholders Meeting of OJSC Asian-Pacific Bank (Minutes No.1 dated February 19, 2010) and Resolutions of the extraordinary General Shareholders Meetings of OJSC Kolyma-bank (Minutes No.24 dated February 8, 2010) and OJSC KAMCHATPROMBANK (Minutes unnumbered dated February 12, 2010) OJSC Asian-Pacific Bank was reorganized by takeover of OJSC Kolyma-bank and OJSC KAMCHATPROMBANK.

The Bank is a legal successor of all rights and liabilities to the borrowers and creditors of Open joint stock company Kolyma-bank and OPEN JOINT STOCK COMPANY KAMCHATPROMBANK, including liabilities disputed by the parties, in compliance with the delivery and acceptance acts.

Subject to the Resolution of the extraordinary General Shareholders Meeting of the Bank (Minutes No.1 dated June 08, 2015) the legal organizational status was adjusted in accordance with the applicable legislation of the Russian Federation and the full and abbreviated corporate names of the Bank were changed to "Public joint stock company Asian-Pacific Bank" and "PJSC Asian-Pacific Bank."

1.2. The full corporate name of the Bank:

1.2.1. in Russian: "Азиатско-Тихоокеанский Банк" (публичное акционерное общество);

1.2.2. in English: Public joint stock company Asian-Pacific Bank.

1.3. The abbreviated corporate name of the Bank:

1.3.1. in Russian: "Азиатско-Тихоокеанский Банк" (ПАО);

1.3.2. in English: PJSC Asian-Pacific Bank.

1.4. The Bank has an exclusive right to its corporate name application.

1.5. The Bank has a common seal with its full corporate name in Russian and its location. The common seal may also contain the abbreviated corporate name of the Bank. The Bank has a right to have stamps and letterheads with its name, its own logo and other means of visual identification.

1.6. The Bank's activities are not limited in terms of time.

1.7. The Bank is a part of the Russian Federation banking system and acts in accordance with the applicable legislation of the Russian Federation, legal acts of the Bank of Russia and this Charter.

1.8. The Bank is a legal entity with property in severalty and is liable to the full extent of its property; it can *sui juris* acquire and exercise civil rights and have civil responsibilities, and act as plaintiff or defendant in court.

1.9. The Bank is independent of any governmental and local authorities in making decisions save as otherwise provided by the federal laws of the Russian Federation.

Legislative and executive authorities have no right to interfere with the Bank's activity save as provided by the legislation of the Russian Federation within its powers.

1.10. The Bank shall not be liable for any obligations of the Bank of Russia. The Bank of Russia shall not be liable for Bank's obligations, except for the cases when the Bank of Russia assumes such liability.

1.11. The Bank in accordance with the established procedure has an exclusive right to open branches and representatives. Branches and representatives are not legal entities; the Bank can vest them with property. Branches operate according to the regulations approved by the Bank's governance body authorized by this Charter.

1.12. The Bank (branches) is entitled to open internal structural units – additional offices, credit-cash offices, operational offices, out-of-the-office cash counters and other internal structural units, provided by regulation acts of the Bank of Russia, to vest them with rights according to requirements of the applicable legislation of the Russian Federation.

## **II. LOCATION OF THE BANK AND BRANCHES**

2.1. The Bank is located at: 225 Amurskaya st., Blagoveshchensk, Amur Region, 675000, Russian Federation.

2.2. Postal address (the location of the Bank's governance bodies): 225 Amurskaya st., Blagoveshchensk, Amur Oblast, 675000, Russian Federation.

2.3. The Bank has the following branches:

2.3.1. The full business name of the branch: PJSC Asian-Pacific Bank Branch in Ulan-Ude.

Branch address: 49 Communisticheskaya st., Ulan-Ude, Respublika Buryatiya, 670000, Russian Federation.

2.3.2. The full business name of the branch: PJSC Asian-Pacific Bank Branch in Moscow.

Branch address: 11 Voznesensky pereulok, building 1, Moscow, 125009, Russian Federation.

2.3.3. The full business name of the branch: Kamchatka Branch of PJSC Asian-Pacific Bank.

Branch address: 14 Sovetskaya st, Petropavlovsk-Kamchatsky, Kamchatka Krai, 683000, Russian Federation.

2.3.4. The full business name of the branch: PJSC Asian-Pacific Bank Branch in Yekaterinburg.

Branch address: 57 Lunacharskogo st., Yekaterinburg, Sverdlov Oblast, 620000, Russian Federation.

## **III. THE BANK'S OBJECTIVES. BANKING TRANSACTIONS AND OTHER BUSINESS**

3.1. The Bank is a commercial organization. The objectives of the Bank are gaining revenue, expanding the banking services market, in particular, by lending mortgage, attracting and using the financial funds for business development, saturating the customer market with goods and services, introducing new technologies into the banking practice, creating new high-tech products.

3.2. In accordance with the general banking licence granted by the Bank of Russia the Bank is entitled to conduct the following banking operations:

3.2.1. to take retail and corporate deposits (demand and time deposits);

3.2.2. to place the retail and corporate deposits (demand and time deposits) on its own behalf and at its own account;

3.2.3. to open and maintain retail and corporate bank accounts;

3.2.4. to make money transfers upon instructions of individuals and legal entities, including authorised correspondent banks and foreign banks, on their bank accounts;

3.2.5. to collect cash, bills, payment and settlement documents and provide cash services to individuals and legal entities;

3.2.6. to purchase and sell foreign currency in cash and non-cash form;

3.2.7. to take precious metals for deposits and place it;

3.2.8. to issue bank guarantees;

3.2.9. to make money transfers without opening bank accounts, including electronic money (except for postal transfers).

3.3. In addition to the banking operations specified in Clause 3.2. hereof, the Bank shall be entitled to conduct the following operations:

3.3.1. to issue suretyships in favour of third parties for performance of payment obligations;

3.3.2. to acquire chose in action against third parties for performance of payment obligations;

3.3.3. to perform money and other asset trust management under the agreement with individuals and legal entities;

3.3.4. to lease special premises or safe boxes located therein to individuals and legal entities for safe-keeping documents and valuables;

3.3.5. to execute leasing operations;

3.3.6. to provide advisory and information services;

3.3.7. to trade in precious metals and precious stones in compliance with the applicable legislation of the Russian Federation.

3.4. According to the banking licence issued by the Bank of Russia the Bank is entitled to issue, purchase,

sell, record, safe-keep and perform other transactions in securities as payment documents, in securities as certificates of deposits or account balances, and in other securities which can be handled without any special licence under applicable federal laws, and the Bank may also carry out trust management of the above mentioned securities under agreements with individuals and legal entities.

3.5. The Bank shall perform professional activities on the securities market under the applicable legislation of the Russian Federation.

3.6. The Bank shall have the right to perform other operations and transactions in compliance with the applicable legislation of the Russian Federation.

3.7. Any banking operations and other transactions shall be performed by the Bank in Russian Roubles and, if the Bank has an appropriate licence issued by the Bank of Russia, in any foreign currency.

3.8. In accordance with the licence, the Bank is entitled to carry out work, connected with the usage of information that is considered a state secret. The Bank shall ensure security of the state secret while carrying out works connected with the usage of information that is considered a state secret. Upon the changes and termination of work connected with the usage of information that is considered a state secret, the Bank shall take measures to ensure security of this information and its carriers in accordance with the applicable state secret security legislation of the Russian Federation.

3.9. The Bank shall perform banking operations under the appropriate licences, issued by the Bank of Russia. Some types of activities, according to the list determined by the federal laws, shall only be carried out by the Bank under the appropriate licences.

#### **IV. CHARTER CAPITAL AND SHARES**

4.1. The charter capital of the Bank amounts to RUB 577,392,585.47 (five hundred and seventy-seven million three hundred and ninety-two thousand five hundred and eighty-five). The charter capital is equal to the total amount of Bank shares at par, which were purchased by shareholders.

4.2. The Bank offered 5,155,290,941,638,853 shares, including 5,155,290,941,388,853 ordinary registered book-entry shares each having a par value of RUB 0.000,000,112 and 250,000 preference registered book-entry shares each having a par value of RUB 0.000,000,112.

4.3. The charter capital determines the minimum amount of property of the Bank to guarantee the interests of its creditors.

4.4. The Bank may offer additional authorized shares, including:

4.4.1. ordinary registered book-entry shares each having a par value of RUB 0.000,000,112 in the amount of 6,630,423,343,968,292 shares with the volume of rights equal to the placed shares of the same type.

4.4.2. preference registered book-entry shares each having a par value of RUB 0.000,000,112 in the amount of 250,000 shares with the volume of rights equal to the placed shares of the same type.

4.4.3. preference registered book-entry convertible shares each having a par value of RUB 0.000,000,112 in the amount of 250,000 (two hundred and fifty thousand) with the volume of rights set by Clause 6.6. hereof.

4.5. In order to form the charter capital the Bank shall not use:

4.5.1. the raised funds;

4.5.2. the federal budget and off-budget funds, free monetary funds and other assets under the supervision of the state federal authorities of the Russian Federation except for the cases, provided by federal laws;

4.5.3. monetary funds of the Russian Federation constituent territories and the local government budgets, free monetary funds and other properties under the supervision of the state authorities of the Russian Federation and local governments can be used for forming the Bank's charter capital pursuant to the applicable legislation of the Russian Federation constituent territory or the applicable decision of the local government in accordance with the procedure established by federal laws.

4.6. The Bank's charter capital can be increased by increasing the nominal value of the placed shares or by placing additional shares.

4.7. The Bank's charter capital can be increased by placing additional shares only within the quantity of the authorized shares, regulated by this Charter. Decisions about the increase of the charter capital by placing additional shares shall define the number of the placing additional shares, the type of placing, price of placing the additional shares, placed by subscription or the procedure of price definition, including the price of placing the additional shares or the price definition procedure to the shareholders having pre-emptive rights; payment methods for additional shares to be placed by open subscription, and any other terms and conditions of the placement.

4.8. Decisions about the increase of the charter capital of the Bank, by placing the additional shares within the number of the authorized shares, are taken by the Board of Directors, except for the cases, provided by this Charter.

4.9. Decisions on the increase of the charter capital by placing additional shares (the Bank's issue securities, convertible into shares) by the closed subscription are taken by the General Shareholders Meeting. The decision is approved by the three quarters of votes of the shareholders who own voting shares and are taking part in the General Shareholders Meeting.

4.10. Decisions on the increase of the charter capital by the increase of the nominal value of the placed shares are taken by the General Shareholders Meeting. The increase of the charter capital by the increase of the nominal value of the placed shares is implemented only at the expense of the property of the Bank.

4.11. The Bank may increase the charter capital by offering additional shares using the Bank's property. The amount, by which the charter capital is increased at the account of the property of the Bank, shall not exceed the difference between the amount of equity funds (capital) and the amount of the charter capital plus the reserve fund of the Bank. If the charter capital of the Bank is increased by offering additional shares using the Bank's property, such shares shall be distributed among all the shareholders. Each shareholder receives shares of the same category the shareholder already owns, pro rata to the quantity of shares the shareholder already owns.

4.12. The Bank may or, if required by applicable law, shall decrease its charter capital.

The Bank's charter capital can be decreased by decreasing the nominal value of the shares or by reducing its total quantity, including by buy-out and redemption by the Bank of any part of the shares.

4.13. Decisions on the decrease of the charter capital of the Bank by decreasing the nominal value of shares or by buying-out a part of the shares in the aim of decreasing their total quantity are taken by the General Shareholders Meeting.

The shares purchased by the Bank on the basis of a resolution made by the General Shareholders Meeting to decrease the Bank's charter capital by purchasing the shares to reduce their total volume are subject to redemption upon acquisition.

4.14. Within 3 working days after the Bank took a decision to decrease the charter capital, the Bank shall inform the authority of state registration of legal entities and two times once a month place notification to its creditors on decrease in its charter capital in a media where the information of state registration of legal entities is published.

4.15. The General Shareholders Meeting shall make a resolution on decreasing the charter capital by redemption of shares:

- purchased by the Bank and not sold within a year after their acquisition;
- bought out by the Bank and not sold within a year after the date when they were placed at the disposal of the Bank.

4.16. If the amount of the Bank's equity funds (capital) at the end of the accounting month turns out to be less than the amount of its charter capital, the Bank shall adjust the amount of the charter capital to correspond to the amount of the equity funds (capital).

The amount of the Bank's equity funds (capital) shall be estimated as set forth by the Bank of Russia.

4.17. The Bank shall take decision of the liquidation if by the end of the second and further fiscal years the amount of equity funds (capital) of the Bank is less than its minimum charter capital, stipulated by the applicable legislation.

4.18. Releasing shareholders of the duty to pay for the shares is not allowed, including by the compensation to the Bank.

4.19. All the Bank's shares are registered book-entry securities. Rights of the shareholders are confirmed by the statement of the Bank's Shareholders Register, which is not a security. The statement of the Bank's Shareholders Register is given by the Registrar. The Bank places ordinary shares and is entitled to place several types of the preference shares. The nominal value of the placed preference shares shall not exceed 25% (twenty-five per cent) of the charter capital of the Bank.

4.20. The payment for the shares may be performed:

4.20.1. in monetary funds in currency of the Russian Federation;

4.20.2. in monetary funds in foreign currency;

4.20.3. in the form of premises owned by the shareholder, finished construction, (including built in and built on objects), where the Bank can be located.

4.20.4. in the form of terminals and automatic teller machines operating automatically and designed for receiving and keeping cash resources owned by the shareholder of the Bank.

4.20.5. in the form of other property in a non-monetary form, established by the applicable legislation.

4.21. If the additional shares are paid for in the non-monetary form pecuniary valuation of the property, taken as the payment for shares, is made by the Board of Directors of the Bank in accordance with Article 77 of the Federal Law "On Joint Stock Companies" subject to the provisions of Article 66.2 of the Civil Code of the Russian Federation.

4.22. Shares, received by the Bank do not give the right to vote, do not count while counting votes, they are non-cumulative (do not assume dividends). These shares shall be realized at the price not less than its market value no later than in one year from the date of transfer of the right of property of the shares to the Bank, in other cases General Shareholders Meeting shall take a decision about the decrease of the charter capital of the Bank by the redemption of the abovementioned shares.

4.23. If realization of the right of prior purchase of additional shares or while consolidating shares purchasing of the integral amount of shares is not possible, there shall be parts of shares (hereinafter - fractional shares). Fractional share gives the shareholder – the owner of the fractional share – rights, prescribed to it by its type in the amount appropriate to the part of the integral share, which it represents.

## **V. BONDS AND OTHER ISSUED SECURITIES**

5.1. The Bank has a right to place bonds and other securities, stipulated by laws of the Russian Federation on securities.

Placing bonds and other issue securities by the Bank, including securities convertible into the shares, shall be carried out upon the decision of the Board of Directors of the Bank, unless otherwise stipulated by applicable legislation or this Charter. Procedure of their issue and conversion is defined by applicable legislation.

5.2. The decision on bonds issue shall specify form, maturity and other conditions of the bond redemption. A bond shall have nominal value.

5.3. The Bank can place bonds with bullet or serial redemption terms. Redemption of bonds can be carried out in terms of cash assets or other assets in accordance with the decision on their issue.

5.4. The Bank has the right to place bonds secured by the Bank's property, or the bonds on security, granted to the Bank by the third parties for the purposes of issuing bonds, and unsecured bonds.

5.5. There are registered bonds or bearer bonds. When issuing registered bonds the Bank is obliged to keep the register of their owners. The lost bearer bond owner rights are redeemed by court as stipulated by the legislation of the Russian Federation.

5.6. The Bank can provide possibility of early bond redemption if it is required by their owners. But the decision on the bonds issue shall specify the redemption value and maturity date prior to which early redemption of bonds is not allowed.

5.7. The Bank has no right to place bonds and other issue securities convertible into the shares of the Bank, if the quantity of the authorized shares of the Bank of certain categories and types is less than quantity of shares of these categories and types, the right to purchase of which is given by such securities.

## **VI. SHAREHOLDERS' RIGHTS**

6.1. The shareholders of the Bank can be Russian and foreign legal entities and individuals. Purchase of the shares by foreign legal entities and individuals is regulated by the applicable legislation of the Russian Federation and this Charter.

6.2. The shareholders of the Bank shall not be liable for obligations of the Bank and bear a risk of losses connected with its activity within the limits of the value of the owned shares.

6.3. The Bank shall not be liable for the shareholders' obligations.

6.4. The shareholders owning the Bank's ordinary shares are entitled to:

6.4.1. participate in Bank's General Shareholders Meetings with a right to vote on all issues within its terms of reference, participate in managing the Bank's business;

6.4.2. in relevant instances and in accordance with provisions of the applicable legislation of the Russian Federation and this Charter, obtain information on the Bank's business and gain access to its accounting and other documents;

6.4.3. participate in allocation of the Bank's profit, receive a part of the Bank's profit as dividends pro rata to the quantity of the shares owned by them in accordance with the procedures, in the amount and within the time limits determined by the General Shareholders Meetings;

- 6.4.4. in the event of the Bank's liquidation, receive a part of the Bank's property remaining following settlement with creditors, or the value thereof;
- 6.4.5. appeal against resolutions of the Bank's bodies entailing civil law consequences in relevant instances and in accordance with the procedure established by the applicable legislation of the Russian Federation;
- 6.4.6. on behalf of the Bank, demand reimbursement of losses inflicted on the Bank;
- 6.4.7. on behalf of the Bank, challenge the Bank's transactions entered into by it, on the grounds stipulated by the applicable legislation of the Russian Federation;
- 6.4.8. exercise other rights stipulated by the legislation of the Russian Federation and this Charter.
- 6.5. Shareholders owning Bank's preference shares are entitled to:
- 6.5.1. receive fixed dividends at a rate of 10 % (ten per cent) of a nominal value of shares (if dividends on ordinary shares will be above this amount, dividends on preference shares are paid in the amount determined by the General Shareholders Meeting for ordinary shares);
- 6.5.2. participate in the General Shareholders Meeting with the right to vote on issues of reorganization and liquidation of the Bank;
- 6.5.3. participate in the General Shareholders Meeting with the right to vote on issues of making any amendment or addition to the Charter, which restricts the rights of the shareholders owning preference shares with the determined amount of dividends;
- 6.5.4. participate in the General Shareholders Meeting with the right to vote on issues of applying for a delisting of the preference shares;
- 6.5.5. participate in the General Shareholders Meeting with the right to vote on all issues within its terms of reference, starting from the General Shareholders Meeting following the Annual General Shareholders Meeting where the Resolution on payment of dividends was not taken, regardless of reasons or the Resolution on incomplete payment of dividends on preference shares with the certain amount of the dividend was taken. This right shall be terminated after the first payment of dividends on such shares in full;
- 6.5.6. in the event of the Bank's liquidation, receive a part of the Bank's property value remaining following settlement with the Bank's creditors, but not less than 10 % (ten per cent) of the nominal value of shares;
- 6.5.7. in relevant instances and in accordance with provisions of the applicable legislation of the Russian Federation and this Charter, obtain information on the Bank's business and gain access to its accounting and other documents;
- 6.5.8. appeal against resolutions of the Bank's bodies entailing civil law consequences in relevant instances and in accordance with the procedure established by the applicable legislation of the Russian Federation;
- 6.5.9. on behalf of the Bank, demand reimbursement of losses inflicted on the Bank;
- 6.5.10. on behalf of the Bank, challenge the Bank's transactions entered into by it, on the grounds stipulated by the applicable legislation of the Russian Federation.
- 6.6. Shareholders owning preference convertible shares are entitled to:
- 6.6.1. receive fixed dividends in the amount of 10% (ten per cent) of the nominal value of the shares (in case the dividends on the ordinary shares are more than the stated amount, the dividends on the preference convertible shares are paid in the amount, set by the General Shareholders Meeting for ordinary shares);
- 6.6.2. participate in the General Shareholders Meeting with the right to vote on issues of reorganization and liquidation of the Bank;
- 6.6.3. participate in the General Shareholders Meeting with the right to vote on issues of making any amendment or addition to the Charter, which restricts the rights of the shareholders owning preference convertible shares;
- 6.6.4. participate in the General Shareholders Meeting with the right to vote on issues of applying for a delisting of the preference convertible shares;
- 6.6.5. participate in the General Shareholders Meeting with the right to vote on all issues within its terms of reference, starting from the General Shareholders Meeting following the Annual General Shareholders Meeting where the Resolution on payment of dividends was not taken, regardless of reasons or the Resolution on incomplete payment of dividends on preference convertible shares with the certain amount of the dividend was taken. This right shall be terminated after the first payment of dividends on such shares in full;
- 6.6.6. receive part of the Bank's property value at the Bank liquidation after all the Bank's creditors demands are satisfied, in the amount not less than 10% (ten per cent) of the nominal value of shares;
- 6.6.7. convert the preference convertible shares into the ordinary shares in accordance with the procedure, established by this Charter. The shares shall be converted as following:
- Type of placement – conversion of the preference convertible shares into the ordinary registered shares;

- The total amount of ordinary registered shares each having a par value of RUB 0.000,000,112, in which the preference convertible shares each having a par value of RUB 0.000,000,112 may be converted, is 250,000 (two hundred fifty thousand) shares, for this purpose one preference convertible share shall be converted into one ordinary registered share;
- Period of placement – within 15 working days after the date of state registration of the Resolution on additional issue of the Bank ordinary registered shares, with the additional issue being performed by converting preference convertible shares into the ordinary registered shares;
- Placement procedure: conversion is executed at one day on the basis of the accounts records of the register holder or on the basis of the security accounts records in the depository as of the day;
- Preference convertible shares are redeemed (annulled) as the result of conversion in the ordinary registered shares;

6.6.8. in relevant instances and in accordance with provisions of the applicable legislation of the Russian Federation and this Charter, obtain information on the Bank's business and gain access to its accounting and other documents;

6.6.9. appeal against resolutions of the Bank's bodies entailing civil law consequences in relevant instances and in accordance with the procedure established by the applicable legislation of the Russian Federation;

6.6.10. on behalf of the Bank, demand reimbursement of losses inflicted on the Bank;

6.6.11. on behalf of the Bank, challenge the Bank's transactions entered into by it, on the grounds stipulated by the applicable legislation of the Russian Federation.

6.7. Dividends and the liquidation value of the preference convertible shares holders and the dividends and the liquidation value of the preference shares holders are paid simultaneously.

6.8. The shareholders, owning voting shares of the Bank and entitled to participate in the General Shareholders Meeting where the voting can cause initiating the right of shareholders to demand the buy-out as stipulated by the Federal Law "On Joint Stock Companies", (the shareholders) are entitled to demand that the Bank should buy out all or part of their shares. The list of shareholders eligible to demand that the Bank should buy-out their shares shall be made on the basis of the Shareholders' Register dated the date when a list of persons is made entitled to participate in the General Shareholders Meeting where the voting can cause initiating the right of shareholders to demand such buy-out in accordance with the Federal Law "On Joint-Stock Companies".

The Bank shall buy out the shares at the price specified by the Board of Directors of the Bank in conformity with the Federal Law "On Joint Stock Companies", but not less than the market price of these shares, which shall be estimated by an independent appraiser without regard to its fluctuations resulting from the Bank's actions caused initiating the right for the shareholders to demand the buy-out.

The Bank shall buy out the shares as stipulated by the Federal Law "On Joint Stock Companies".

6.9. The Bank shall inform shareholders that they have the right to demand the repurchase of the owned shares by the Bank, to inform about the price and the procedure of the repurchase.

6.10. The Bank's shareholders have a pre-emptive right to purchase additional shares placed by means of open subscription and issued securities convertible into shares, in the amount proportional to the quantity of shares of the same category that they hold.

6.11. The Bank's shareholders who voted against or did not participate in voting on the issue of shares placement by means of closed subscription of shares and issued securities convertible into shares have the pre-emptive right to purchase additional shares placed by means of closed subscription and issued securities convertible into shares, in the amount proportional to the quantity of shares of the same category that they own. The specified right does not extend on placement of shares and other issued securities convertible into the shares by means of the closed subscription only among shareholders, if shareholders have an opportunity to purchase whole number of placed shares and other issued securities convertible into shares, which is proportional to the quantity of the proper category (type) of shares that they own.

6.12. If the resolution on placing additional shares and issued securities convertible into shares stipulates the possibility of non-monetary payment, persons, having a pre-emptive right to purchase are entitled to pay in cash at their own discretion.

6.13. Shareholder is entitled to sell and yield rights to the Bank's shares owned by the shareholder without receiving consent of the Bank and other shareholders.

## **VII. PLACEMENT OF SHARES AND OTHER ISSUED SECURITIES**



7.1. The Bank has the right to place additional shares and other issued securities by means of subscription, conversion and by distribution of shares among the shareholders. Placing shares and other issued securities of the Bank convertible into shares can be made by means of both open and closed subscription.

7.2. The Bank's shares and other securities convertible into shares shall be placed in compliance with this Charter and applicable legislation.

7.3. Placing shares (issued securities of the Bank convertible into shares) by means of the closed subscription is made only by the Resolution of the General Shareholders Meeting on the increase of the charter capital of the Bank by placing the additional shares (on placing of issued securities of the Bank convertible into shares), taken by the majority of three quarters of votes - owners of the voting shares, that are participating in the General Shareholders Meeting.

7.4. Placing shares (issued securities of the Bank convertible into shares) by means of the open subscription, comprising twenty five per cent (25%) of already placed shares is made only by the Resolution of the General Shareholders Meeting, taken by the majority of three quarters of votes - owners of the voting shares, that are participating in the General Shareholders Meeting.

7.5. Additional shares and other issue securities of the Bank, placed by means of subscription, are placed on condition of their full payment.

7.6. Payment for the additional shares of the Bank placed by means of subscription is made at the price defined by the Board of Directors in accordance with the applicable legislation, and the price shall not be less than their nominal value.

## **VIII. RESERVE FUND AND OTHER FUNDS**

8.1. The Bank creates the reserve fund in the amount of 5% (five per cent) of the charter capital.

8.2. The reserve fund of the Bank is formed by annual mandatory payments, which are made until the size of the fund reaches the amount, stipulated by this Charter. The size of the annual mandatory payments is not less than 5% of the net profit until the size of the fund reaches the amount, stipulated by Clause 8.1. hereof.

8.3. The reserve fund of the Bank is designed for covering the Bank's losses, for redeeming bonds and repurchasing shares if no other funds available. The reserve fund shall not be used for other purposes.

8.4. The Bank is entitled to form other funds in accordance with the applicable legislation of the Russian Federation and the Resolution of the Bank's General Shareholders Meeting. The procedure of creating funds and using them is defined by the applicable regulations, approved by the Bank's Board of Directors.

## **IX. REGISTER OF THE SHAREHOLDERS**

9.1. The Bank's shareholder register shall be maintained and kept by a registrar, a professional security market participant, pursuant to the agreement concluded with the Bank (hereinafter the "Registrar").

The Bank's Shareholder Register shall contain a profile on each registered person, the number and category (type) of shares registered in its name, as well as other information stipulated by the applicable legislation of the Russian Federation.

9.2. Any person registered in the Bank's Shareholder Register shall duly inform the Registrar about any changes in its profile. If the shareholder fails to do that, neither the Bank nor the Registrar shall be liable for any losses caused by such failure.

9.3. The Registrar shall make any entry into the Bank's Shareholder Register by demand of a shareholder or nominal shareholder, or by any other person as stipulated by the Federal Law "On Joint Stock Companies", within 3 days after the documents specified by the applicable legislation of the Russian Federation are submitted. A shorter term for making entries into the Bank's Shareholder Register may be stipulated by the laws and regulations of the Russian Federation.

9.4. The Registrar shall not decline to make any entry into the Register, unless otherwise stipulated by the legal acts of the Russian Federation. Rejection to make an entry into the Register may be appealed against in court.

9.5. Upon the request of a shareholder or a nominal shareholder, the Registrar shall confirm their right for shareholdings by providing a statement from the Bank's Shareholder Register.

## **X. PROFIT DISTRIBUTION**

10.1. Balance sheet profit and the net profit are defined according to the accounting report following the procedure set by the applicable legislation of the Russian Federation. Taxes, other compulsory payments to the budget and the non-budgetary funds as well as other expenses, which are to be paid before the taxation according to the applicable legislation, shall be paid out of balance sheet profit of the Bank. The net profit (after taxation) remains at the Bank's disposal, and upon the Resolution of the General Shareholders Meeting is directed fully or partially to reserves of the Banks and other funds of the Bank or is distributed as dividends among the shareholders of the Bank or is used for other purposes in accordance with the applicable legislation of the Russian Federation.

10.2. The Bank is entitled to take decision on payment of dividends (announce dividends) on placed shares based on the first quarter, six-month, nine-month and/or annual performance of the fiscal year unless otherwise established by the legislation of the Russian Federation. Such decision on the dividend payment can be taken within three months after the end of the relevant period.

10.3. The Bank shall pay announced dividends on shares of each category. Dividends shall be paid in a monetary form or in the form of other assets under the Resolution of the Bank's General Shareholders Meeting.

10.4. The Bank's General Shareholders Meeting makes Resolutions on payment (announcement) of dividends, including the dividend size and form of payment for shares of each category. The size of the dividend cannot exceed one recommended by the Bank Board of Directors.

Resolution on payment of dividends on each type of shares with regard to the date for determination of the list of persons entitled to receive dividends shall be adopted by the General Shareholders Meeting only upon the proposal of the Board of Directors of the Bank.

10.5. The Bank does not have a right to decide to pay (announce) dividends on shares if:

10.5.1. the charter capital of the Bank has been paid in full;

10.5.2. all of the shares, which are to be bought out under the legislation, have not actually been bought out;

10.5.3. as of the date of such decision the Bank shows signs of insolvency (bankruptcy) or if specified signs will appear as a result of payment of dividends;

10.5.4. as of the date of such decision the value of the Bank's equity funds (capital) is less than the sum of its charter capital and the reserve fund, and the excess of liquidation value of placed preference shares, defined by this Charter, is over their nominal value, or becomes less than specified amount as a result of payment of dividends;

10.5.5. in other cases, stipulated by the legislation of the Russian Federation.

10.6. The Bank does not have a right to pay announced dividends on shares if as of the date of the payment:

10.6.1. the Bank shows signs of insolvency (bankruptcy) or if specified signs will appear as a result of payment of dividends by the Bank;

10.6.2. the value of the Bank's equity funds (capital) is less than the sum of its charter capital and the reserve fund, and the excess of liquidation value of placed preference shares, defined by this Charter, is over their nominal value, or becomes less than specified amount as a result of payment of dividends;

10.6.3. in other cases, stipulated by the legislation of the Russian Federation.

10.7. Dividends are not paid on shares, which are on the balance of the Bank.

## **XI. SAFEGUARDING CUSTOMERS INTERESTS**

11.1. The Bank shall safeguard the money funds and other valuables entrusted by its customers and correspondents. Their safety is secured and guaranteed by all movable and immovable property of the Bank, its money funds and reserves formed in compliance with the applicable legislation of the Russian Federation and this Charter, as well as measures to ensure financial stability and liquidity of the Bank undertaken by the Bank in compliance with the procedures set by the Bank of Russia.

11.2. The Bank shall be permanently ready to duly discharge its liabilities by regulating its balance structure in compliance with mandatory ratios set by the Bank of Russia and stipulated by the applicable legislation of the Russian Federation for credit institutions' performance.

11.3. The Bank shall contribute to the statutory deposit insurance fund via money transfers as stipulated by the federal law.

The Bank shall deposit part of the raised funds as mandatory reserves with the Bank of Russia, it shall also form insurance funds and other reserves in compliance with the procedures set by the Bank of Russia.

11.4. The Bank shall keep in secrecy information on transactions, bank accounts and deposits of its customers and correspondents.

11.5. The information on the transactions of the legal entities, entrepreneurs operating without the formation of a legal entity, individuals, shall be submitted by the Bank to the authority in charge of counteracting legitimization (laundering) of proceeds of crime and terrorism financing (hereinafter referred to as “AML/CFT”) in cases, volumes and according to the procedures, stipulated by the legislation of the Russian Federation.

11.6. All the Bank’s employees, its shareholders and their representatives, auditors shall keep confidential any information on transactions, accounts and deposits of the Bank’s customers and correspondents, as well as the Bank’s commercial classified information.

11.7. The data, which shall be considered as the Bank’s commercial classified information, is defined by the Bank’s Executive Board in accordance with the applicable legislation of the Russian Federation.

11.8. The information created, acquired and accumulated during the Bank’s activity as well as other information, kept on paper, magnetic or other carrier in the Bank and defined as the Bank’s commercial classified information shall not be sold, transferred, copied, reproduced, exchanged or distributed in any other way without the authorization of the authorized person of the Bank.

11.9. The procedures of working with the Bank’s commercial classified information and the responsibility for violations of these procedures are established by the Chairman of the Bank’s Executive Board in accordance with the applicable legislation of the Russian Federation.

11.10. In case of closing any of the Bank’s branches the Bank shall notify about it all Bank’s customers and creditors serviced in such branch by posting a message on the Bank’s website at [www.atb.su](http://www.atb.su).

Provided that a relevant written notification shall be submitted to all foreign customers and creditors.

11.11. In case of changing the status of any of the Bank’s branches into the internal unit the Bank shall notify about it all Bank’s creditors serviced in such branch by posting a message on the Bank’s website at [www.atb.su](http://www.atb.su).

Provided that a relevant written notification shall be submitted to all foreign customers and creditors.

11.12. When stipulated by the regulations of the Bank of Russia, the Bank shall notify all Bank’s creditors by posting a message on the Bank’s website at [www.atb.su](http://www.atb.su).

Provided that a relevant written notification shall be submitted to all foreign creditors.

## **XII. ACCOUNTING AND REPORTING OF THE BANK. SAFEKEEPING DOCUMENTS AND INFORMATION ON THE BANK**

12.1. The Bank shall carry out accounting and shall submit financial and other statements in compliance with the federal laws and other laws and regulations, including regulations of the Bank of Russia.

12.2. The Bank provides the government authorities with the information necessary for taxation and for keeping national system of collecting and processing the economic information.

12.3. The Bank publishes information concerning issued securities of the Bank in volume, time and in accordance with the procedure, stipulated by the applicable legislation of the Russian Federation.

12.4. The reliability of information contained in the Bank’s annual report, the annual accounting (financial) report shall be certified by the audit commission of the Bank.

12.5. The Bank’s fiscal year shall start on the 1st of January and end on the 31st of December.

12.6. The Bank shall keep the following documents:

12.6.1. the Agreement of establishing the Bank;

12.6.2. the Charter of the Bank, amendments to it registered in a proper way, certificate of the Bank’s state registration;

12.6.3. documents, confirming the Bank’s property right to the property which is in the Bank’s balance;

12.6.4. internal documents of the Bank;

12.6.5. branch and Bank’s representatives statutes;

12.6.6. annual Bank reports;

12.6.7. accounting records of the Bank;

12.6.8. accounting reports (financial statements) of the Bank;

12.6.9. minutes of the General Shareholders Meeting, meetings of the Board of Directors, meetings of the Audit Commission, meetings of the Executive Board of the Bank;

12.6.10. voting bulletins, letters of attorney to participate in the General Shareholders Meeting;

12.6.11. independent estimators’ reports;

12.6.12. lists of the Bank’s affiliates.

12.6.13. lists of persons entitled to participate in the General Shareholders Meeting and to receive dividends as well as other lists, created by the Bank to ensure that its shareholders can exercise their rights in

accordance with applicable legislation.

12.6.14. the reports of the Bank's Audit Commission the Bank's auditors, reports of the state and local authorities responsible for carrying out financial control;

12.6.15. securities prospectus, Issuer's quarterly reports and other documents containing information which is to be published or disclosed in any other way in accordance with the applicable legislation;

12.6.16. notifications about concluding shareholder agreements, submitted to the Bank, as well as the lists of persons concluded such agreements;

12.6.17. court orders concerning Bank's incorporation, management and participating in the management of the Bank;

12.6.18. other documents, stipulated by the applicable legislation, this Charter, internal documents of the Bank, decisions of the Bank's General Shareholders Meeting, the Bank's Executive Board and the Chairman of the Bank's Executive Board.

12.7. The Bank keeps the abovementioned documents in the place where its executive bodies are located in accordance with terms and procedures prescribed by the applicable legislation.

12.8. For the purposes of implementation of the state social, economic and tax policies the Bank ensures safety, order, storage and usage (issuing certificates upon the demands of legal entities and individuals) of documents on personnel. The documents on personnel of the Bank are to be provided for the state storage in the manner required by the Russian Federal Archival Agency.

12.9. The structure of documents, subject to transfer for the state storage, and the terms of the state storage are defined in accordance with the Russian Federal Archival Agency.

12.10. Elimination of documents is possible only upon the expiration of their normative storage period after checking and on the ground of duly created and authorized write-off certificate.

12.11. Document management order in the Bank are defined in the internal regulations, established by the Chairman of the Bank's Executive Board.

12.12. The Bank shall provide its shareholders with access to the documents specified in Clause 12.6 hereof. Shareholders (shareholder) owning not less than 25 % (twenty-five per cent) of the Bank voting shares in the aggregate shall have access to accounting documents and Minutes of the Executive Board.

The documents specified in Clause 12.6 hereof shall be made available at the Bank's premises within seven business days from a relative request. Upon the request of the persons eligible for the access to the documents, specified in Clause 12.6 hereof, the Bank shall also provide copies of the documents to such persons. The fee charged for the document copies cannot be higher than the actual cost of copying.

12.13. The Bank shall disclose information as stipulated by the applicable legislation of the Russian Federation, regulations on financial markets and regulations of the Bank of Russia.

### **XIII. GOVERNANCE BODIES**

13.1. The Bank's governance bodies are:

13.1.2. General Shareholders Meeting;

13.1.3. Board of Directors of the Bank;

13.1.4. Collective executive body - Executive Board of the Bank;

13.1.5. Sole executive body - Chairman of the Executive Board of the Bank.

### **XIV. GENERAL SHAREHOLDERS MEETING**

14.1. The General Shareholders Meeting is the highest Bank's governance body.

14.2. The terms of reference of the Bank's General Shareholders Meeting include:

14.2.1. making amendments to the Bank's Charter or approving the amended Charter of the Bank;

14.2.2. the Bank reorganization;

14.2.3. the Bank liquidation, appointment of a liquidation commission and approving intermediate and final liquidating balances;

14.2.4. determining the number of members to be elected to the Board of Directors of the Bank, their election and early removal;

14.2.5. decisions on compensation payments to members the Board of Directors of the Bank during execution of their duties and/or indemnifications of the expenses connected with execution by them of functions of members of the Board of Directors, an establishment of the amounts of such compensations and indemnifications;

- 14.2.6. determining the number, nominal value, category (type) of the authorized shares and the rights they entitle to;
- 14.2.7. increase in the Bank's charter capital by increasing nominal value of shares;
- 14.2.8. increase in the Bank's charter capital by placing the additional shares (or the issued securities converted into shares) by closed subscription;
- 14.2.9. increase in the charter capital of the Bank by placing the additional ordinary shares by means of an open subscription comprising more than 25 % (twenty-five per cent) of the number of already placed ordinary shares;
- 14.2.10. placing convertible issue securities by means of an open subscription which can be converted in the ordinary shares comprising more than 25 % (twenty-five per cent) of the number of the already placed ordinary shares;
- 14.2.11. decreasing the charter capital of the Bank by decreasing the nominal value of shares, by means of acquisition by the Bank of the part of shares with a view of reducing their number, and also by redemption of the shares, acquired or repurchased by the Bank in due order;
- 14.2.12. election of members of the Bank's Audit Commission and the early termination of their powers;
- 14.2.13. decisions on compensation payments to members of the Audit Commission while in execution of their duties and/or indemnifications of the expenses connected with execution by them of functions of members of the Audit Commission, an establishment of the amounts of such compensations and indemnifications;
- 14.2.14. appointment of an audit organization of the Bank;
- 14.2.15. payment (announcement) of the dividends for the first three months, six months, nine months of the fiscal year;
- 14.2.16. the approval of annual reports, including the annual accounting (financial) statements of the Bank, as well as distribution of profit (including dividend payment (announcement) except for the profit distributed as dividends based on its first quarter, six month and nine month results) and of losses incurred by the Bank for the fiscal year;
- 14.2.17. setting procedures for holding a General Shareholders Meeting;
- 14.2.18. splitting and consolidation of the shares;
- 14.2.19. approval of interested party transactions and major transactions as required by the Federal Law "On Joint Stock Companies";
- 14.2.20. decisions on participation in financial and industrial groups, associations and other groups of commercial entities;
- 14.2.21. approval of the following internal documents, regulating the Bank's bodies:
- Regulations on the General Shareholders Meeting;
  - Regulations on the Board of Directors;
  - Regulations on the executive bodies;
  - Regulations on the Audit Commission;
- 14.2.22. adoption of a resolution to declare a delisting of Bank shares and/or Bank issue-grade securities convertible into shares;
- 14.2.23. decision-making on any other matter as provided in the Federal Law "On Joint Stock Companies".
- 14.3. The General Shareholders Meeting shall not be entitled to consider and adopt resolutions on any matter unless it falls within its terms of reference according to the Federal Law "On Joint Stock Companies". No matters falling within the terms of reference of the General Shareholders Meeting shall be transferred to the Board of Directors of the Bank, except for the matters stipulated by the Federal Law "On Joint Stock Companies".
- No matters falling within the terms of reference of the General Shareholders Meeting shall be transferred to any executive body of the Bank.
- 14.4. General Shareholders Meetings can be annual and extraordinary.
- 14.5. The Bank shall hold an annual General Shareholders Meeting every year, which agenda shall include election of the Board of Directors and the Audit Commission of the Bank, appointment of the Bank's audit organization, matters specified by Clause 14.2.16. hereof; and other matters falling within the terms of reference of the General Shareholders Meeting.
- Any General Shareholders Meeting held besides the Annual General Shareholders Meeting shall be deemed extraordinary.
- 14.6. The Bank shall hold an annual General Shareholders Meeting every year but not earlier than two months and not later than six months after the end of the fiscal year of the Bank.

14.7. Extraordinary General Shareholders Meeting may be called by the Board of Directors of the Bank at its own initiative, or at the request of the Audit Commission of the Bank, the audit organization of the Bank, or shareholder (shareholders owning in the aggregate at least 10 % (ten per cent) of the voting shares of the Bank as of the request date.

The request for convening an extraordinary General Shareholders Meeting shall contain issues to be included in the agenda of such meeting. Such request may contain draft resolutions and proposal as to the form of holding the General Shareholders Meeting.

The Board of Directors of the Bank shall not be entitled to make any amendment in the wording of issues proposed to be included in the agenda, or relative draft resolutions, or proposed form of the extraordinary General Shareholders Meeting to be convened at the request of the Audit Commission of the Bank, the Bank's auditor, or shareholder(s) owning in the aggregate at least 10 per cent of the voting shares.

The request for convening an extraordinary General Shareholders Meeting shall be made in accordance with the Federal Law "On Joint Stock Companies" and other legal enactments of the Russian Federation.

14.8. Any amendment to the List of persons entitled to participate in the General Shareholders Meeting can only be made to rehabilitate the persons not included therein at the record date, or to correct any mistake made.

14.9. A notice on holding the General Shareholders Meeting shall be made public at least 20 (twenty) days prior to the meeting; a notice on holding the General Shareholders Meeting which agenda includes an issue on the Bank reorganization shall be made public at least 30 (thirty) days prior to the meeting.

To the extent stipulated by Clause 2 and 8 of Article 53 of the Federal Law "On Joint Stock Companies" a notice on holding an Extraordinary General Shareholders Meeting shall be made public at least 70 (seventy) days prior to the meeting.

Within the above time brackets, the notice on holding the General Shareholders Meeting shall be posted on the Bank's website at [www.atb.su](http://www.atb.su). The Bank may additionally inform the shareholders about holding the General Shareholders Meeting via mass media.

14.10. If the person registered in the Bank's Shareholder Register is a nominee shareholder, a notice on holding the General Shareholders Meeting as well as information (materials) to be disclosed to the persons entitled to participate in the General Shareholders Meeting when preparing to hold the General Shareholders Meeting shall be submitted in electronic form (as electronically signed documents) to the nominee shareholder. The nominee shareholder shall inform its depositors about the notice on holding the General Shareholders Meeting as well as information (materials), received by it in accordance with this Clause and as stipulated by the legislation of the Russian Federation and agreement with the depositor.

14.11. While preparing the General Shareholders Meeting the Bank's Board of Directors shall set the following:

- form of such General Shareholders Meeting (meeting or absentee ballot);
- date, location and time schedule for such General Shareholders Meeting and postal address for the executed ballot papers to be sent to, or in case of absentee ballot, the deadline for accepting ballot papers and postal address for the executed ballot papers to be sent to;
- date for drafting list of persons entitled to participate in such General Shareholders Meeting;
- agenda of such General Shareholders Meeting;
- procedures for advising shareholders of such General Shareholders Meeting;
- list of information (materials) to be disclosed while preparing such General Shareholders Meeting, and access procedure;
- form and text of a ballot paper;
- start time for registering persons participating in such General Shareholders Meeting (when the General Shareholders Meeting is held in the form of a physical meeting).

14.12. Shareholder(s) holding in the aggregate at least 2 % (two per cent) of the Bank's voting shares can propose issues to be included in the Annual General Shareholders Meeting's agenda or propose nominees to be elected as a member of the Board of Directors or Audit Commission of the Bank, with the number of nominees not exceeding the approved number of such bodies' members. Such proposals are to be submitted to the Bank within 60 (sixty) days after the end of the fiscal year.

If the proposed agenda of the Extraordinary General Shareholders Meeting contains an issue to elect members of the Board of Directors of the Bank, the shareholder(s) holding in the aggregate at least 2 % (two per cent) of the Bank's voting shares is entitled to propose nominees to be elected as members of the Board of Directors of the Bank, with the number of nominees not exceeding the approved number of members of the Board of Directors of the Bank. Such proposals are to be submitted to the Bank at least 30 (thirty) days prior to

the meeting.

Proposal to include an issue to the General Shareholders Meeting's agenda or proposals of nominees to be elected shall be made in written form, specify the name of the relative shareholder(s), number and category (type) of shares they own, and be signed by the shareholder(s).

The Board of Directors of the Bank shall not be entitled to make any amendment in the wording of issues proposed to be included in the General Shareholders Meeting's agenda, or relative draft resolutions.

In addition to issues proposed to be included into the General Shareholders Meeting's agenda by shareholders, as well as in the absence of such proposals, absence or insufficient number of proposed nominees to form a relative body, the Bank's Board of Directors is entitled to include such issues in the General Shareholders Meeting's agenda and propose such nominees for election as it deems necessary at its own discretion.

14.13. The Board of Directors shall consider the proposals submitted and decide on either their inclusion into the General Shareholders Meeting's agenda or their rejection as stipulated by the Federal Law "On Joint Stock Companies". Rejection of the Board of Directors to include items in the agenda or the nominee proposed for election to a relative body of the Bank, and evasion of the Board of Directors to take that decision may be appealed against in the court.

14.14. The General Shareholders Meeting shall be run by Chairman of the Bank's Board of Directors or any other person appointed by the Board of Directors as a chairman of the meeting.

14.15. A shareholder may exercise its right to participate in the General Shareholders Meeting either in person or by proxy.

The General Shareholders Meeting votes on the basis of the principle "one vote per one voting share", except for the cumulative voting.

14.16. General Shareholders Meeting shall be deemed authorized (or having a quorum) if attended by shareholders owning in the aggregate more than half of the Bank's outstanding voting shares. Shareholders shall be recognized as attending the General Shareholders Meeting if they are duly registered or if they submit their ballot papers at least two days prior to the date of such General Shareholders Meeting. Shareholders shall be recognized as voting by absentee ballot if their ballot papers are submitted before the deadline set.

If the General Shareholders Meeting's agenda includes issues to be voted by different voters, the quorum requirements for such voting is to be decided on a case-by-case basis. If the necessary quorum is not available for some of such issues, it shall not prevent shareholders from voting under the other issues where the quorum is sufficient.

14.17. The ballot papers shall be delivered by ordinary post to each person, specified in the list of persons entitled to participate in the General Shareholders Meeting at least 20 (twenty) days prior to the meeting.

Within the above time brackets, the ballot papers shall be posted on the Bank's website at [www.atb.su](http://www.atb.su).

14.18. Resolutions of the General Shareholders Meeting for any matter put to the vote shall be made by a simple majority of votes cast by shareholders owning voting shares and participating in the Meeting, unless otherwise stipulated by this Charter or the Federal Law "On Joint-Stock Companies".

14.19. Resolutions for the following matters may be adopted by the General Shareholders Meeting only upon the proposal of the Board of Directors:

14.19.1. the Bank reorganization;

14.19.2. increase in the Bank's charter capital by increasing a nominal value of shares;

14.19.3. increase in the Bank's charter capital by placement through a closed subscription of additional shares, except for increase in the Bank's charter capital by placement through an open subscription of ordinary shares constituting 25 % (twenty-five per cent) or less of issued ordinary shares;

14.19.4. splitting and consolidation of shares;

14.19.5. approval of major transactions involving property having a value ranging from 25 % (twenty-five per cent) to 50 % (fifty per cent) of the balance sheet value of the Bank's assets if the Board of Directors fails to unanimously approve such transaction;

14.19.6. approval of major transactions involving property having a value in excess of 50 % (fifty per cent) of the balance sheet value of the Bank's assets;

14.19.7. purchase of the placed shares by the Bank in order to reduce the Bank's charter capital;

14.19.8. decision on decreasing the Bank's charter capital by decreasing the nominal value of the shares;

14.19.9. decision on participation in holding companies, financial and industrial groups, associations and other groups of commercial organizations.

14.20. Resolutions for the following matters shall be adopted by a three-quarters majority vote cast by shareholders holding voting shares and participating in the General Shareholders Meeting:

- 14.20.1. review and approval of the Bank's Charter;
- 14.20.2. Bank reorganization;
- 14.20.3. Bank's liquidation, appointment of a liquidation commission, approval of interim and final liquidation balances;
- 14.20.4. buy-out of the Bank's outstanding shares as required by the Federal Law "On Joint Stock Companies";
- 14.20.5. determining the number, face value, category (type) of authorized shares and the rights they entitle to;
- 14.20.6. decision on decreasing the Bank's charter capital by decreasing the nominal value of the shares;
- 14.20.7. adoption of a resolution to declare a delisting of Bank shares and/or Bank issue-grade securities convertible into shares.
- 14.21. A General Shareholders Meeting can adopt resolutions without holding a meeting by holding absentee ballot as required by the applicable legislation of the Russian Federation.
- 14.22. The Bank's Registrar shall perform functions of a counting board at a General Shareholders Meeting.
- 14.23. The shareholder has the right to appeal to the court against a decision adopted by the General Shareholders Meeting in violation of the legislation of the Russian Federation, this Charter, or if the shareholder did not participate in the General Shareholders Meeting or voted against the relative decision and the shareholders' rights and legitimate interests are violated by such decision. This claim shall be submitted to the court within six months following the date when the shareholder learnt or should learn about the approval of such decision. If the shareholder missed a General Shareholders Meeting, the time for appealing a decision of such General Shareholders Meeting shall not be extended except if the shareholder didn't submit such claim in face of violence or threats.
- 14.24. Decisions adopted by the General Shareholders Meeting and the vote results shall be announced on the Bank's General Shareholders Meeting during which the voting was held, and shall be submitted by the Bank to the persons, included into the list of persons entitled to participate in the General Shareholders Meeting, in a report on voting results as provided by this Charter for notifications about holding General Shareholders Meeting within 4 business days following the close of the General Shareholders Meeting or deadline for accepting ballot papers (in case of absentee ballot).

## **XV. BOARD OF DIRECTORS**

- 15.1. The Board of Directors shall perform the Bank's general governance except for issues within the terms of reference of the General Shareholders Meeting. The number of members of the Board of Directors shall be defined by the General Shareholders Meeting, but shall not be less than 7 (seven) members.
- 15.2. The procedure of forming, the structure, the status, the powers of the Bank's Board of Directors, its coordination procedure with other bodies, divisions are determined in the Regulations on the Board of Directors and other internal documents, regulating the activity of the Bank's Board of Directors.
- 15.3. The Bank's Board of Directors shall be responsible for the following issues:
  - 15.3.1. setting the Bank's priority business lines;
  - 15.3.2. approving budgets, development strategies, investment programs, carrying out control over their implementation, examining the executive bodies reports on the implementation of business plans of the Bank;
  - 15.3.3. convening annual and extraordinary General Shareholders Meetings of the Bank, approval of the agenda of the General Shareholders Meeting, setting the record date for drafting a list of persons entitled to participate in the General Shareholders Meeting, and making other decisions related to preparing and holding the General Shareholders Meeting;
  - 15.3.4. preliminary approval of the Bank's annual report;
  - 15.3.5. recommendations as to amount of remuneration and compensation to members of the Bank's Audit Commission, and remuneration to the Bank's auditor;
  - 15.3.6. recommendations to the General Shareholders Meeting as to dividend amount and payment procedures, as well as proposals referred to the date when the list of persons entitled to receive dividend is determined;
  - 15.3.7. application of the reserve and other fund of the Bank, determination of the procedure of establishment and application of other funds of the Bank;
  - 15.3.8. setting price for (appraising) property; securities offer prices or the procedure of its determination as well as securities buy-out prices;
  - 15.3.9. setting a market price for the Bank's shares, made available for the Bank, for its further sale;



- 15.3.10. placing Bank's bonds and other issued securities, except for the issued securities convertible into shares, placed through a closed subscription or placed through an open subscription if such securities can be converted into the ordinary shares constituting 25 % (twenty-five per cent) or less of issued ordinary shares;
- 15.3.11. repurchasing the Bank's shares, bonds and other securities;
- 15.3.12. alienation of shares and other securities repurchased by the Bank without decreasing the charter capital;
- 15.3.13. approving decisions on issue of the Bank securities and its prospectus;
- 15.3.14. approving reports on repurchasing Bank shares in the Bank balance for its further redemption;
- 15.3.15. approving shares redemption reports concerning the shares repurchased by the Bank based on the General Shareholders Meeting Resolution for decreasing the charter capital;
- 15.3.16. approving reports on results of the shareholders share buyback demands;
- 15.3.17. declaring a listing of Bank shares and/or Bank issue-grade securities convertible into Bank shares;
- 15.3.18. taking decisions on placing shares and other securities by the organizations which more than 50 % of the charter capital (capital stock) belongs to the Bank and as of the end of the last fiscal year assets of every organization exceed 15% of the total consolidated assets of the Bank or the profit of any organization exceeds 15 % of the total consolidated profit of the Bank prior to the profit taxation, extraordinary expenses and cumulative effect from changes in the accounting policy of the Bank (hereinafter referred to as the "Principal Affiliate");
- 15.3.29. appointment and early removal of the corporate secretary of the Bank;
- 15.3.20. establishing committees of the Bank's Board of Directors, appointing and removing of the chairman and members of the committees of the Board of Directors, approving and amending the regulations on committees;
- 15.3.21. opening branches and representative offices of the Bank, as well as changing the status of branches into internal divisions of the Bank;
- 15.3.22. making changes and amendments to the Charter of the Bank, related to opening (closing) branches, opening (closing) representative offices and change of their location;
- 15.3.23. adopting recommendations in respect of a voluntary or a mandatory offer received by the Bank to purchase its shares;
- 15.3.24. establishing a collective executive body (the Executive Board) of the Bank, defining its quantitative structure, election and early removal of its members, as well as election and early removal of the chairman of the executive board of the Bank, and setting the amount of remuneration and compensation to the Chairman of the Executive Board and the Board members;
- 15.3.25. approving major transactions as stipulated by the Federal Law "On Joint Stock Companies";
- 13.3.26. approving interested party transactions as stipulated by the Federal Law "On Joint Stock Companies";
- 15.3.27. approving a transaction or related transactions, entered into by the Bank and the Bank's employees, if the amount of the transaction (the related transactions) exceeds RUB 6,000,000 (six million) for one employee;
- 15.3.28. approving related party lending transactions exceeding the limit for such transactions;
- 15.3.29. taking decisions on entering by the Bank into transactions, related to investing in different corporations, partnerships, associations for a total amount exceeding USD 5,000,000 (five million) (or its equivalent in any other currency at the exchange rate of the Bank of Russia as of the date of the corresponding decision) for a fiscal year;
- 15.3.30. taking decisions on participation and termination of participation, increasing (decreasing) interest of the Bank in other organizations, including Principal Affiliates, except for transactions executed on financial markets within the established limits in the ordinary course of business;
- 15.3.31. taking decisions on issues of merger, consolidation and other reorganization of the Principal Affiliates of the Bank, falling within the terms of reference of general shareholders (participants) meetings of the Principal Affiliates;
- 15.3.32. taking decisions on establishment of partnerships or companies, conclusion of profit-sharing agreements and royalty agreements as well as other agreements, under which the Bank profit may or shall be shared with any person;
- 15.3.33. approving a list and significance (intrabank limits) of banking and other transactions which are subject to approval by the Board of Directors in accordance with the internal documents of the Bank;
- 15.3.34. approving the Bank's Registrar, terms of agreement to be signed with it, and termination thereof;
- 15.3.35. coordinating inspections as to the accuracy of the reports made by the audit organization, internal audit division and other employees of the Bank;

- 15.3.36. considering the information provided by the internal audit division concerning implementation of the recommendations made and remedial actions;
- 15.3.37. considering annual activity reports of the internal audit division;
- 15.3.38. considering annual reports prepared by the AML/CFT Compliance Officer of the Bank, including reports on implementation of the internal control regulations concerning AML/CFT and reports on measures recommended for improving the AML/CFT system;
- 15.3.39. considering quarterly reports of the controller of a professional participant in the securities market;
- 15.3.40. conducting assessments, based on reports from the internal audit division, of compliance by the chairman of the executive board and by the executive board of the Bank with the strategies and procedures approved by the Bank's Board of Directors;
- 15.3.41. approving activity plans of the Board of Directors;
- 15.3.42. approving the Bank's risk and capital management strategy, including ensuring that internal funds (capital) and their liquidity are sufficient to cover risks, both for the Bank as a whole and for its various business lines, and confirming the procedure for managing the Bank's most significant risks and controlling for the implementation of this procedure;
- 15.3.43. approving the procedure for applying banking methodologies for risk management and models for quantitative risk assessment (where provided by Article 72.1 of the Federal Law "Concerning the Central Bank of the Russian Federation (Bank of Russia)"), including asset and liability valuation, the Bank's off-balance sheet claims and liabilities, and stress-testing scenarios and results;
- 15.3.44. approving the procedure for preventing conflicts of interest, a plan for restoring financial solvency in the event of a significant worsening of the Bank's financial position, an action plan to ensure the Bank's uninterrupted activity and/or restoration of activity in the event of unusual or extreme situations;
- 15.3.45. approving the Bank's policies with regard to wages and controlling for their implementation, including consideration of issues concerning organization, monitoring and control of the wage system and assessment of its compliance with the Bank's strategy, nature and scope of the conducted operations, Bank performance, the level and makeup of its assumed risks;
- 15.3.46. taking decisions regarding the obligations of members of the Bank's Board of Directors, including establishment of its committees, and conducting assessments of its own work and submitting the results thereof to the Bank's General Shareholders Meeting;
- 15.3.47. approving the Bank's human resources policies (the procedure for setting the amount of wages for the heads of the Bank, the procedure for setting the amount, form and accrual of compensatory and social benefits, which are not connected with the performance (hereinafter referred to as a "fixed component of wages"), of the sole executive body and members of the collective executive body, and incentives of the heads of the Bank, the head of the risk management division, the head of the internal audit division, the head of the internal control division and other heads (employees), who take decisions on execution of banking operations and other transactions, which may result on compliance by the Bank with mandatory ratios or may affect interests of the depositors or creditors, including grounds for implementing Bank's bankruptcy preventive measures, qualifying requirements to the abovementioned persons, as well as the size of the Bank's wage fund);
- 15.3.48. monitoring the implementation of the wage policy, including payment of large remunerations as established by the internal documents of the Bank regulating the wage system; considering at least once every calendar year of proposals, reports of the responsible employees and subdivisions, as well as independent estimations concerning issues of the wage system and its improvement, and payments and all issues related to assessment of the Bank's wage system, falling within the terms of reference of the Board of Directors in accordance with the legislation of the Russian Federation, regulations of the Bank of Russia and internal documents of the Bank;
- 15.3.49. approving the procedure for crediting of certain types of borrowers, including the Bank's employees, affiliates, associated persons and insiders;
- 15.3.50. approving the internal documents of the Bank, except for the internal documents, which approval is within the terms of reference of the General Shareholders Meeting according to the Federal Law "On Joint Stock Companies", as well as other internal documents, which approval is within the terms of reference of the executive bodies of the Bank according to this Charter;
- 15.3.51. taking decisions regarding other issues as provided by the applicable legislation, this Charter and internal documents of the Bank.
- 15.4. No issues falling under the terms of reference of the Bank's Board of Directors shall be transferred to the executive bodies of the Bank;

15.5. Members of the Board of Directors shall be elected by the General Shareholders Meeting and serve as such till the next annual General Shareholders Meeting; members of the Board of Directors may be re-elected an unlimited number of times. Members of the Board of Directors are elected by cumulative voting. Those nominees shall be considered as elected members of the Board of Directors who got majority of votes.

15.6. Members of the Bank's Board of Directors and candidates for these positions shall meet the business reputation requirements and the qualification requirements set in accordance with federal laws.

15.7. General Shareholders Meeting can remove members of the Board of Directors.

15.8. Members of the Executive Board shall not account for more than one fourth of the Board of Directors membership.

15.9. Meetings of the Board of Directors shall be held from time to time, but not less than six times a year. The procedures for convening and holding meetings of the Board of Directors are stipulated by the internal documents of the Bank.

15.10. The Chairman of the Board of Directors is elected by a majority of votes of members of the Board of Directors.

15.11. Chairman of the Board of Directors shall call a meeting of the Board of Directors either on its own initiative, or at the request of a member of the Board of Directors, the Audit Commission, the auditor or executive bodies of the Bank.

15.12. The quorum for holding a meeting of the Board of Directors shall be at least 2/3 of its elected members.

15.13. Should the number of the Board of Directors members become less than the quorum requirement, the Board of Directors shall be obliged to convene an extraordinary General Shareholders Meeting to elect new members of the Board of Directors. The remaining members can only make a decision to convene this extraordinary General Shareholders Meeting.

15.14. The Board of Directors shall make its decisions by a majority of votes cast by the participating members of the Board of Directors except for:

15.14.1. when specified by the applicable legislation of the Russian Federation, decisions on approval of a major transaction, which shall be made by all members of the Board of Directors unanimously, except for the votes of the withdrawn members of the Board of Directors. If the unanimity of all members of the Board of Directors on approval of the major transaction cannot be reached, then the Board of Directors may pass the issue on approval of the major transaction to the General Shareholders Meeting. In this case, the decision on approval of the major transaction shall be taken by the General Shareholders Meeting by a majority of votes cast by shareholders owning voting shares and participating in the General Shareholders Meeting;

15.14.2. a decision on approval of an interested party transaction, which the Board of Directors shall take by a majority of votes of independent directors who are not interested in such transaction.

A member of the Board of Directors of the Bank shall be recognized as an independent director if during the year preceding such decision it was not and is not presently:

- a person acting as Chairman of the Executive Board or a member of the Executive Board of the Bank;
- a person whose spouse, parents, children, brothers or sisters, stepbrothers or stepsisters, adoptive parents or adopted children hold positions in these governance bodies of the Bank;
- an affiliated person of the Bank, except for a member of the Board of Directors of the Bank.

If all members of the Board of Directors of the Bank appear to be interested in the transaction and (or) are not independent directors, such transaction is to be approved by the General Shareholders Meeting as stipulated by the Federal Law "On Joint Stock Companies".

15.15. The Board of Directors of the Bank may make a decision by absentee ballot (or opinion poll).

15.16. Each member of the Board of Directors of the Bank is entitled to one vote, which cannot be transferred to any other person, including another member of the Board of Directors.

15.17. Members of the Board of Directors shall be loyal to the Bank. They have no right to use granted opportunities in purposes contradicting to this Charter or to make damage to the property and/or non-property interests of the Bank.

15.18. When performing their functions, members of the Board of Directors shall act in the interests of the Bank, with integrity and in good faith. They shall be held liable for the losses caused to the Bank and its Shareholders by their actions or failure to act as stipulated by the applicable legislation.

15.19. If members of the Board of Directors repeatedly breach requirements, provided by the Bank's internal documents, the following measures shall be applied:

15.19.1. early termination of their powers upon the Resolution of the General Shareholders Meeting;

15.19.2. inadmissibility of nominating these persons by the Board of Directors as candidates for election to the Board of Directors.

## XVI. EXECUTIVE BOARD

16.1. The Executive Board as a collective executive body and the Chairman of the Executive Board as a single-person executive body shall be responsible for the day-to-day management of the Bank.

The Chairman of the Executive Board manages the Executive Board.

16.2. The Executive Board is formed and dissolved by a decision of the Board of Directors of the Bank, which shall also determine the quantitative and individual membership of the Board. The quantitative membership of the Board shall be at least 5 (five) persons.

16.3. The Executive Board consists of the Chairman of the Executive Board and members of the Executive Board. One or some members of the Executive Board can be appointed as First Deputy Chairmen of the Executive Board. The decision on appointing a member of the Executive Board to be a Deputy or First Deputy Chairman of the Executive Board is made by the Chairman of the Board of Directors.

16.4. The Executive Board acts on the basis of the Charter of the Bank and the regulations approved by the General Shareholders Meeting thereby terms and procedure of its calling, meeting procedures, decision-making process, forming procedure and structure of the executive bodies of the Bank are defined, as well as their rights, duties and responsibilities.

16.5. Terms of reference of the executive bodies shall include all issues related to day-to-day activities of the Bank (except for issues falling within the scope of activities of the Bank's General Shareholders Meeting and Board of Directors). Terms of reference of the Executive Body shall include the following issues:

16.5.1. elaborating principles of the Bank governance;

16.5.2. elaborating development program of the Bank based on the development strategy of the Bank, approved by the Board of Directors;

16.5.3. implementing resolutions approved by the General Shareholders Meeting and decisions made by the Board of Directors;

16.5.4. preparing and submitting reports on the Bank performance to the General Shareholders Meeting and the Board of Directors;

16.5.5. taking timely remedial actions with respect to any breach of the applicable legislation of the Russian Federation;

16.5.6. approving banking operations and other transactions (including lending) exceeding 5 (five) per cent of the Bank's equity funds (capital) as of the last accounting date;

16.5.7. classification (reclassification) of outstanding loans when granting soft, rescheduled (extended), insufficient secured and unsecured credits (loans), past-due loans, as well as classification (reclassification) of other financial assets and off-balance sheet instruments as part of recognizing an allowance for loan impairment;

16.5.8. taking decisions on charging off unrecoverable loan debt out of the allowances for loan impairment;

16.5.9. taking decisions on classification of the Bank's loans with respect to recognizing an allowance for loan impairment when stipulated by the regulations of the Bank of Russia and internal regulations of the Bank;

16.5.10. setting and approving limits and terms of lending, preventing the incurrence of losses to the Bank and decrease of the liquidity as a result of conclusion of the related party transactions;

16.5.11. approving the procedures for charging off loan payables as income of the Bank;

16.5.12. approving Bank's branch network development plan, as well as considering the feasibility reports on opening structural units of the Bank (branches);

16.5.13. arranging the development of new banking services and taking decisions on its implementation;

16.5.14. adjusting interest rates of active and passive banking operations of the Bank;

16.5.15. determining the number of employees of the Bank, its organizational structure, organizational structure and number of its branches, representative offices, operational, additional and other internal structural units of the Bank;

16.5.16. ensuring the efficient implementation of the policies concerning banking risk management and profit maximization, monitoring the compliance of the Bank's business with the adopted policies and strategies, developing the procedures for risk identification, measurement, monitoring and control, as well as taking regulating decisions in case of deviations from the procedures established by the internal documents;

16.5.17. approving a list of information classified as the Bank's commercial secret;

16.5.18. approving execution of non-standard transactions, except for transactions falling within the terms of reference of the General Shareholders Meeting, the Board of Directors, and ensuring the compliance of the

banking operations and other transactions with the legislation of the Russian Federation, the Charter and the internal documents of the Bank;

16.5.19. approving execution of banking operations and other transactions which are not stipulated by the internal documents of the credit institution, or submitting to the Board of Directors for consideration the expediency of execution of such operations and other transactions;

16.5.20. approving execution of banking operations and other transactions in case of deviations from the procedures and order established by the internal documents and in case of exceeding the intrabank limits for the banking operations and other transactions (except for the banking operations and other transactions which require the approval of the General Shareholders Meeting or the Board of Directors) by the Bank structural units;

16.5.21. establishing and dissolving the committees of the Executive Board, defining its membership and appointing chairmen of such committees, approving the regulations concerning such committees;

16.5.22. holding preliminary debates on the issues subject to review by the General Shareholders Meeting and the Board of Directors of the Bank, including annual reports, such as annual accounting (financial) reports of the Bank; implementing resolutions adopted by the General Shareholders Meeting and decisions made by the Board of Directors;

16.5.23. taking decisions on issue of saving certificates and approving its terms;

16.5.24. approving the Bank's internal documents concerning the issues falling within the terms of reference of the Executive Board of the Bank, except for the internal documents, which approval falls within the terms of reference of the Bank's General Shareholders Meeting, the Board of Directors and the Chairman of the Executive Board;

16.5.25. other issues, stipulated by the applicable legislation, the Charter and internal documents of the Bank.

16.6. Quorum for holding a meeting of the Executive Board shall be half of elected members of the Executive Board. Decisions are approved by a majority of votes.

16.7. Should the number of the Executive Board members become less than the quorum requirement, the Chairman of the Executive Board shall propose nominees for election as the Executive Board members to the Board of Directors for approving and electing a new Executive Board.

16.8. Each member of the Executive Board is entitled to one vote, which cannot be transferred to any other person, including another member of the Executive Board. Decisions of the Executive Board shall be made by a simple majority of votes cast by the participating members of the Executive Board. In case of a tie vote, the Chairman of the Executive Board shall have a casting vote. This right cannot be transferred to the person, acting as the Chairman of the Executive Board when the Chairman of the Executive is temporarily absent.

16.9. The Executive Board may make a decision by absentee ballot (or opinion poll).

16.10. Members of the Executive Board shall be loyal to the Bank. They have no right to use granted opportunities in purposes contradicting to this Charter or to make damage to the property and/or non-property interests of the Bank.

16.11. When performing their functions, members of the Executive Board shall act in the interests of the Bank, with integrity and in good faith. They shall be held liable to the Bank for the losses caused to the Bank by their actions or failure to act, unless other liabilities are specified by the federal laws and employment contracts.

16.12. Members of the Bank's Executive Board, Deputy Chairmen of the Executive Board and candidates for these positions shall meet the business reputation requirements and the qualification requirements set in accordance with Federal Law "On Banks and Banking Business", as well as the qualification requirements set in accordance with federal laws.

## **XVII. CHAIRMAN OF THE EXECUTIVE BOARD**

17.1. The Chairman of the Executive Board is a sole executive body of the Bank.

17.2. The following issues fall within the terms of reference of the Chairman of the Bank:

17.2.1. day-to-day management of the Bank;

17.2.2. acting without power of attorney on behalf of the Bank, granting powers of attorney (including delegable powers of attorney) to represents the Bank interests;

17.2.3. ensuring implementation of decisions of the General Shareholders Meeting, the Board of Directors, the Executive Board;

17.2.4. representation of the Bank's interests in relations with the state authorities, in court and in relations with any individuals and legal entities in the Russian Federation and overseas;

- 17.2.5. concluding any civil transactions, agreements, approving accounting, financial, payment, settlement documents, contracts, agreements, protocols, acts, reports and other documents;
- 17.2.6. issuing orders, regulations, instructions, obligatory for execution by all the Bank employees;
- 17.2.7. signing petitions, applications, and other documents to be delivered to the Bank of Russia to approve candidates for members of the Executive Board, Deputy Chairmen of the Executive Board, chief accountant of the Bank, heads of the branches, chief accountants of the branches;
- 17.2.8. proposing candidates for the members of the Executive Board to the Board of Directors for their approval;
- 17.2.9. dividing responsibilities among First Deputy Chairmen of the Executive Board and the members of the Executive Board, dividing responsibilities among heads of the Bank's structural units, supervising their performance and correcting it in accordance with the new conditions of the Bank activity;
- 17.2.10. approving the regulations on branches, representative offices, operational, additional and other internal structural units of the Bank, as well as the procedure for approving the job descriptions of the employees of the Bank;
- 17.2.11. approving the Bank's internal code of labour conduct, regulations on remunerations and bonuses paid to the Bank's staff in accordance with the Bank's wage policy and personnel policy, other internal instructions, regulating labor relations; ensuring that the Bank's staff is in compliance with it;
- 17.2.12. employing (discharging) chief accountant, head (director) of the branch and its deputy, chief accountant of the Bank's branch and its deputy, early termination of their powers, as well as setting the amount of the bonuses and compensations, paid to them;
- 17.2.13. hiring, firing, transferring employees of the Bank, concluding and cancelling employment contract with them according to the applicable legislation (except for members of the Executive Board);
- 17.2.14. appointing Deputy Chairmen of the Executive Board;
- 17.2.15. taking decisions on opening (closing), reorganization, changing its status, location, the name of the Bank structural units of Bank branches;
- 17.2.16. approving regulations on economically autonomous and internal structural units of the Bank, and standard regulations on departments, services, etc. (excluding Regulations on the Internal Audit Division);
- 17.2.17. approving employment position instructions for the Bank employees;
- 17.2.18. approving internal documents of the Bank regulating procedure of the banking operations and transactions, and organizing intrabank activity;
- 17.2.19. approving the AML/CFT regulations;
- 17.2.20. approving regulations on internal control division;
- 17.2.21. appointing and removing the head of the internal control division;
- 17.2.22. distributing powers and responsibilities on the bank risk management among heads of various level divisions, proving them with necessary resources, establishing procedures for their interaction and reporting;
- 17.2.23. approving the Bank staff schedule, staff schedules of the Bank branches, representatives and other structural units;
- 17.2.24. approving the type and rate of the Bank's staff wages, including methodology, procedures, employees' monthly bonus calculation procedures, motivation schedule, competitions for the Bank's staff within the limits of the annual wage fund, approved by the Board of Directors;
- 17.2.25. taking decisions on awarding and punishing the Bank's staff, its training and professional development, and business trips;
- 17.2.26. organizing the Bank's accounting, reporting and document management;
- 17.2.27. taking decisions on charging off unrecovered receivables as expenses of the Bank
- 17.2.28. signing constituent documents of the organizations where the Bank participates;
- 17.2.29. opening and closing correspondent accounts;
- 17.2.30. ensuring the reliability and quality and timely performance of the documents and reports to the General Shareholders Meeting, the Board of Directors of the Bank, the Bank of Russia, the authorized government bodies and creditors pursuant to the applicable legislation, this Charter and internal documents of the Bank;
- 17.2.31. control over keeping the commercial classified information of the Bank confidential;
- 17.2.32. examining the results of the official investigation in the Bank and taking decisions upon them;
- 17.2.33. approving the internal documents of the Bank regulating financial and economic activity of the Bank, including approval of tariffs, limits, rules, regulations, etc., except for the internal documents of the Bank which are to be approved by the General Shareholders Meeting, the Board of Directors, the Executive Board pursuant to this Charter;

- 17.2.34. organizing a system of collecting, processing and granting financial and operational data on the Bank's activity, including the information on all significant Bank risks for providing it to the Board of Directors, the Executive Board so as they can take reasonable well-grounded management decisions;
- 17.2.35. defining a payment charged by the Bank for providing the copies of the documents to the shareholders of the Bank.
- 17.2.36. approving the share issue reports;
- 17.2.37. approving the activity plans and reviewing the reports of the internal control division;
- 17.2.38. exercising other authorities, unless they fall within the terms of reference of General Shareholders Meeting, the Board of Directors or the Executive Board of the Bank in accordance with this Charter.
- 17.3. The Chairman of the Executive Board shall be personally liable for protecting state secrets and ensuring the protection of information constituting a state secret in accordance with the applicable legislation.
- 17.4. The Chairman of the Executive Board may authorize other members of the Executive Board or other employees of the Bank to settle some issues, falling within its terms of reference. Such authorities shall be granted by the power of attorney as stipulated by the applicable legislation. If the Chairman of the Executive Board is absent, an appropriate order concerning appointment of the acting Chairman of the Executive Board shall be issued for this period of time and signed by the Chairman of the Executive Board.
- 17.5. In order to settle some issues concerning any of the Bank's business lines the Chairman of the Executive Board may establish interim or standing committees, such as financial, lending and other committees, teams, etc., from the Bank's most qualified employees and outsourcing specialists.

## **XVIII. FINANCIAL AND BUSINESS SUPERVISION**

- 18.1. Supervision over the Bank's financial and business activities shall be performed by the Audit Commission to be elected at every annual General Shareholders Meeting until the following annual General Shareholders Meeting. The quantitative and individual membership of the Audit Commission shall also be set by the General Shareholders Meeting. By a decision of the General Shareholders Meeting, existing members of the Audit Commission can get remuneration and (or) compensation for expenses related to their responsibilities. Amount of such remuneration and compensations shall be set by the General Shareholders Meeting.
- 18.2. None of the Audit Commission members can be members of the Bank's Board of Directors, nor can they hold any other position in the Bank's governance bodies.
- 18.3. Shares owned by Board of Directors members or persons holding positions in the Bank's governance bodies shall not participate in voting when electing members of the Audit Commission.
- 18.4. Members of the Bank's Audit Commission shall be liable for not acting in good faith while performing their duties in compliance with the applicable legislation.
- 18.5. While performing their duties the Audit Commission may engage specialists (experts) who are not employees of the Bank.
- 18.6. The Audit Commission inspects the Banks compliance with the legal and other acts, regulating its activity, the structure of the Bank control system, and legality of the Bank transactions (by continuous or random inspection), a cash desk and property.
- 18.7. The Audit Commission work order and its authority are stipulated by the Regulations on the Audit Commission of the Bank, approved by the General Shareholders Meeting.
- 18.8. The Audit Commission shall audit (check) the Bank's financial and business performance at the end of the year, as well as at any other time on its own initiative, by decision of the General Shareholders Meeting or Board of Directors, or at the request of the Bank's shareholder(s) owning in the aggregate at least 10 % (ten per cent) of the voting shares.
- 18.9. The Audit Commission shall submit annual Bank's financial and business performance reports to the General Shareholders Meeting.
- 18.10. If the audit reveals that there is a threat to the Bank's or its depositors' interests, or there are case of power abuse by the Bank's officials, or in any other specific cases, the Audit Commission can demand that an extraordinary General Shareholders Meeting of the Bank be called.
- 18.11. The Audit Commission shall submit its duly executed audit reports to the Board of Directors, the Executive Board and the Chairman of the Executive Board for the necessary actions to be undertaken.
- 18.12. Supervision and control over the Bank is carried out by the Bank of Russia and other authorities pursuant to the applicable legislation of the Russian Federation.
- 18.13. To audit and confirm the fairness of its annual accounting (financial) statements, the Bank shall appoint

on a yearly basis a certified auditing company which is in no way related to the Bank or its subsidiaries (the external audit). The audit organization shall be approved by the Bank's General Shareholders Meeting.

The Bank shall be audited in compliance with the applicable legislation of the Russian Federation and under an agreement with the audit company.

18.14. The financial and business performance statements made by the Audit Commission and the audit organization shall contain the following:

- information on the reliability of the Bank's financial report;
- information on the compliance with the statutory ratios set by the Bank of Russia;
- information on the quality of the Bank's governance;
- information on the internal control and other aspects, stipulated by the applicable legislation of the Russian Federation and this Charter;
- information on all breaches of accounting and reporting procedures.

18.15. The auditor's statement shall be submitted to the Bank of Russia in accordance with the established procedure.

## **XIX. INTERNAL CONTROL SYSTEM**

19.1. The Bank provides internal control in accordance with the applicable legislation of the Russian Federation to ensure:

19.1.1. effective and efficient financial and economic activities when performing banking operations and other transactions, and efficient management of both assets and liabilities, including asset integrity and bank risk management;

19.1.2. reliable, complete, objective and timely compilation, and submission of financial, accounting, statistical and other statements (for external and internal users), as well as information security (protection of the interests (objectives) of the Bank in the information area which represents the aggregate of information, information infrastructure, entities exercising collection, preparation, dissemination and use of information, as well as the systems to regulate relations arising therein);

19.1.3. compliance with regulatory legal acts, standards of self-regulating organizations, constituent and internal documents of the Bank;

19.1.4. prevention of involvement of the Bank or its employees in unlawful activities, including legitimization (laundering) of proceeds of crime and terrorism financing, and timely submission of appropriate details to governmental authorities and the Bank of Russia in accordance with the applicable legislation of the Russian Federation.

19.2. The internal control system is a system of the Bank's governance bodies, subdivisions and employees (responsible employees) in charge who have responsibilities in the internal control system;

19.3. The internal control system shall comprise the following:

19.3.1. General Shareholders Meeting;

19.3.2. Board of Directors;

19.3.3. Executive Board;

19.3.4. Chairman of the Executive Board;

19.3.5. Audit Commission;

19.3.6. Chief Accountant (and its deputy);

19.3.7. Heads (and their deputies) of the branches;

19.3.8. Chief Accountants (and their deputies) of the branches;

19.3.9. structural divisions and employees of the Bank in charge of internal control in compliance with their terms of reference as specified in the Bank's internal documents, including: the Internal Audit Division, the Internal Control Division, AML/CFT Compliance Officer, Risk Management Division, the controller of a professional participant in the securities market.

19.4. The Bank's General Shareholders Meeting shall exercise the following powers with regard to internal control: reviewing the recommendations of the audit commission of the Bank concerning corrective actions, monitoring its implementation, reviewing the reports of the external audit organization of the Bank, controlling the complete, reliable and timely provision of the financial reports of the Bank.

19.5. The Board of Directors shall exercise the following powers with regard to internal control:

- establishing and maintaining the system of the efficient internal control;
- regular reviewing issues with regard to efficiency of the internal control;



- holding debates with the executive bodies of the Bank on issues concerning organization of the internal control and measures aimed at its efficiency improvement;
- reviewing and approving documents concerning organization of the internal control system, prepared by the executive bodies of the Bank, the heads of structural divisions (responsible employees) in charge of the Bank's internal control, and third party audit organizations, which audited the Bank;
- taking measures aimed at efficient implementation of the recommendations and comments of the Internal Audit Division, the audit organization and regulatory authorities by the Bank's executive bodies;
- monitoring the compliance of the Bank's internal control system with the nature and scope of the Bank's activity if amended;
- approving the regulations on the Internal Audit Division, the activity plans of the Internal Audit Division, as well as reviewing and approving the reports of the Internal Audit Division.

19.6. The Executive Board of the Bank shall exercise the following powers with regard to internal control:

- implementing the strategy and policy of the Bank concerning organization and implementation of the internal control;
- inspecting the compliance of the Bank's activity with the internal documents regulating the internal control procedure;
- appraising the compliance of the content of the such documents with the nature and scope of the Bank's activity;
- reviewing matters and periodical appraisals of the internal control efficiency.

19.7. The Chairman of the Executive Board of the Bank shall exercise the following powers with regard to internal control:

- establishing responsibility for execution of decisions of the Board of Directors, implementation of the strategy and policy of the Bank concerning organization and implementation of the internal control;
- delegating powers of elaborating the internal control service rules and procedures to the heads of the relevant structural units and controlling its implementation;
- inspecting the compliance of the Bank activity with the Bank's internal documents regulating the internal control procedure, and appraising the compliance of the content of the such documents with the nature and scope of the Bank's activity;
- distributing duties of divisions and employees in charge of specific directions (forms, methods of implementation) of the internal control;
- creating efficient information transfer and exchange systems for delivering the necessary information to the relevant users;
- reviewing inspection reports on the internal control system;
- developing the control system for identifying breaches and deficiencies of the internal control, as well as taking measures aimed at its removing.

19.8. Powers and operating procedures of the Audit Commission while exercising the internal financial and business supervision of the Bank are stipulated by Section 18 of this Charter and internal documents of the Bank.

19.9. Chief Accountant (its deputy) shall exercise the following powers with regard to internal control: establishing the accounting policy; accounting; submitting complete and reliable accounting reports to the relevant users; ensuring the compliance of the conducted accounting transactions with the applicable legislation of the Russian Federation.

19.10. Head (its deputies) of the Bank's branch shall exercise the following powers with regard to internal control: organizing the accounting in the Bank's branch; ensuring the compliance with the applicable legislation when conducting banking operations and transactions.

19.11. Chief Accountant (its deputy) of the Bank's branch shall be in charge of: accounting in the Bank's branch; timely booking of operations and transactions; making complete and reliable accounting reports of the Bank's branch.

19.12. Internal Audit Division shall be directly controlled by the Board of Directors of the Bank and exercise the following functions:

- auditing and evaluating the efficiency of the Bank's internal control system as a whole, and the implementation of the decisions of the governance bodies of the Bank (the General Shareholders Meeting, the Board of Directors, executive bodies of the Bank);
- auditing the efficiency of the methodology for assessing banking risks and risk management procedures, established by the internal documents of the Bank (methods, programmes, rules, regulations and procedures

for conducting banking operations and transactions, banking risk management), and the completeness of implementing such documents;

- auditing the reliability of the internal control system with regard to using automated information data systems, including control of database integrity and their protection from unauthorized access and (or) use subject to measures taken in case of contingencies according to the plan for continuous activities and (or) restoration of activities of a credit institution in case of contingencies;
- auditing the accuracy, completeness and timeliness of accounting and reporting in the Bank and their testing, as well as the reliability (including accuracy, completeness and timeliness) of collecting and submitting information and reports;
- reviewing methods used for protection of the Bank's property;
- reviewing economic feasibility and efficiency of the operations and other transactions, executed by the Bank;
- reviewing internal control processes and procedures;
- auditing the Internal Control Division and Risk Management Division of the Bank;
- any other functions stipulated by the Bank's internal documents.

19.12.1. The decision on appointment or removal of the Head of the Internal Audit Division shall be adopted by the Board of Directors of the Bank and shall be made official by the order of the Chairman of the Executive Board of the Bank.

The Bank shall notify the Bank of Russia in writing about appointment of the Head of the Internal Audit Division within three business days after the adoption of the relevant decision.

The Bank shall notify the Bank of Russia in writing about removal of the Head of the Internal Audit Division within the business day following the date of the adoption of the relevant decision.

The Head of the Internal Audit Division shall report to the Board of Directors of the Bank.

The Head of the Internal Audit Division shall not simultaneously manage any other division of the Bank.

The Head of the Internal Audit Division shall meet the qualification requirements set by the Bank of Russia and the business reputation requirements set in accordance with Article 16 of the Federal Law "On Banks and Banking Business".

19.12.2. The Internal Control Division shall be formed by the Bank staff. Other divisions of the Bank shall not functionally report to the Head (its deputies) of the Internal Control Division, and the staff of the Internal Control Division, including the Head of the Internal Control Division, shall not hold concurrently positions in the Internal Control Division and in any other divisions of the Bank.

19.12.3. The Internal Control Division shall not be engaged in execution of banking operations and other transactions.

19.12.4. The number of personnel, structure and equipment of the Internal Control Division shall be established by the Bank in accordance with the nature and scope of the conducted operations, risk level and its combination.

19.12.5. As stipulated by the Regulations on the Internal Control Division, it shall submit a written report on the results of the inspections undertaken during the accounting period to the Board of Directors not less than once in half a year.

19.12.6. The Internal Control Division shall be subject to the independent inspection of the audit organization or the Board of Directors of the Bank.

19.13. The Internal Control Division shall exercise the following functions:

- monitoring the regulatory risks, including regulatory risk analysis of new banking products and services, introduced by the Bank, and methods proposed for its implementation;
- monitoring the efficiency of the regulatory risk management;
- informing the Bank's staff about regulatory risk management;
- identifying conflicts of interest within the Bank and its staff, and participating in developing internal documents for its minimization;
- analyzing the feasibility of service and / or work contracts concluded by the Bank with legal entities and individual entrepreneurs in order to ensure execution of the banking operations by the Bank (outsourcing);
- participating in developing internal documents for preventing commercial bribery and corruption, and for compliance with the corporate codes of conduct;
- identifying compliance risk, i.e. risk of loss incurred to the Bank as a result of the Bank's failure to comply with the applicable legislation of the Russian Federation, internal documents of the Bank, and as a result of sanctions and / or other enforcement actions by regulatory authorities;
- reporting events related to the regulatory risk, its occurrence frequency definition and quantitative evaluation of the possible consequences;

- coordinating and participating in developing measures for decreasing the regulatory risk level in the Bank;
- participating, within the terms of its reference, in the Bank's communications with regulatory authorities, self-regulatory organizations, associations and financial market participants.

The Internal Control Division may exercise any other functions related to regulatory risk management, and stipulated by the internal documents of the Bank.

The Head of the Internal Control Division shall be appointed and removed by the Chairman of the Executive Board of the Bank.

The Bank shall notify the Bank of Russia in writing about appointment of the Head of the Internal Control Division within three business days after the adoption of the relevant decision.

The Bank shall notify the Bank of Russia in writing about removal of the Head of the Internal Control Division within the business day following the date of the adoption of the relevant decision.

The Head of the Internal Control Division shall meet the qualification requirements set by the Bank of Russia and the business reputation requirements set in accordance with Article 16 of the Federal Law "On Banks and Banking Business".

The Head of the Internal Control Division of the Bank shall not be engaged in execution of banking operations and other transactions.

19.14. For the purpose of AML/CFT the internal control shall be a part of the Bank's internal control system and be carried out on continuing basis as stipulate by the internal documents of the Bank.

The AML/CFT Compliance Officer shall be appointed by the order of the Chairman of the Executive Board of the Bank.

The AML/CFT Compliance Officer shall act by virtue of the authority vested by the internal documents of the Bank and shall be responsible for development and implementation of the internal control regulations concerning AML/CFT in compliance with the applicable legislation of the Russian Federation.

19.15. The Risk Management Division shall have authorities to monitor, analyze and estimate banking risks in compliance with the internal documents of the Bank. The main functions of the Risk Management Division are:

- developing methodology of the banking (market and credit) risk management system;
- coordinating the banking risk management system;
- monitoring risks by observing the established limits;
- informin the Bank's governance about exceeding the limits;
- ensuring compliance of loan documentation with terms and conditions of the transaction;
- monitoring collateral status (quantitative and qualitative parameters).

The functions of the Risk Management Division shall be exercised by the employees of the structural divisions of the Bank within the vested authorities by means of cooperation with the structural divisions of the Bank. The Head of the Risk Management Division, who is a member of the Executive Board of the Bank and is responsible for these issues, shall coordinate the activity of such employees. The Head of the Risk Management Division shall meet the qualification requirements set by the Bank of Russia and the business reputation requirements set in accordance with Article 16 of the Federal Law "On Banks and Banking Business".

The Bank shall notify the Bank of Russia in writing about appointment of the Head of the Risk Management Division within three business days after the adoption of the relevant decision.

The Bank shall notify the Bank of Russia in writing about removal of the Head of the Risk Management Division within the business day following the date of the adoption of the relevant decision.

19.16. Within the framework of the internal control system the controller of a professional participant in the securities market inspects compliance of the activity of the Bank as a professional participant in the securities market with the applicable legislation of the Russian Federation concerning securities and professional activity standards in the securities market, and secures rights and legitimate interests of the investors in the securities market. The activity of the controller is regulated by this Charter and the internal documents of the Bank.

19.17. All structural divisions and / or employees of the Bank, exercising control functions, shall act according to the established regulations on the structural divisions of the Bank and / or job descriptions, setting goals, scope, objectives, functions, subordination, accountability and business arrangement.

## **XX. REORGANIZATION AND LIQUIDATION**

20.1. The Bank can undertake reorganization in the form of transformation, merger, division, spin-off and accession.

20.2. The Bank can be liquidated either voluntarily upon the Resolution of the General Shareholders Meeting or by a court order in compliance with the applicable legislation of the Russian Federation.

20.3. After the Bank is reorganized, its rights and liabilities shall be assigned to its legal successors.

20.4. Liquidation results in termination of the Bank's activities without the transfer of rights and liabilities to other persons as universal legal successors.

20.5. In the event of liquidation, the Bank shall ensure the protection of information constituting a state secret and media bearing such information, in accordance with applicable legislation of the Russian Federation concerning state secret protection.

20.6. In the case of liquidation the Bank's shareholders or any authority, which adopted a decision on the Bank's liquidation, shall immediately send a relative notification to the Bank of Russia.

20.7. In the event of liquidation the state registration is carried out by registration authority of the Bank jurisdiction.

20.8. The registration authority makes a record that the Bank undergoes liquidation to the unified state register of legal entities. Thereafter the state registration of amendments to the Bank's Charter or legal entities where the Bank is a founder or legal entities resulted from the Bank reorganization shall not be made.

20.9. The shareholders or any authority, which adopted a decision on the Bank's liquidation, shall appoint the liquidation commission (liquidator) and set the liquidation procedures and schedule in accordance with the applicable legislation of the Russian Federation.

20.10. Shareholders or any authority, which adopted a decision on the Bank's liquidation, shall notify the registration authority about setting up the liquidation commission or appointing the liquidator, as well as about making the interim liquidation balance sheet.

20.11. The right to manage the Bank's affairs shall be transferred to the liquidation commission the moment it is set.

20.12. The liquidation commission shall:

20.12.1. publish in mass media, in which information on the state registration of legal entities is published, a notice concerning the Bank's liquidation and the procedure and timeframe for the presentation of claims by its creditors (the timeframe shall not be less than two month after the publication date);

20.12.2. take measures to identify creditors and obtain accounts receivable, and inform creditors in writing of the Bank's liquidation.

20.13. Following the deadline for the presentation of claims by creditors, the liquidation commission shall compile an interim liquidation balance sheet containing information on the status of the Bank's property, a list of claims presented by creditors, the results of their review, and a list of claims satisfied by court decisions which have entered into force, regardless of whether such claims were accepted by the liquidation commission.

The interim liquidation balance sheet shall be confirmed by the General Shareholders Meeting upon agreement with the Bank of Russia.

20.14. If the monetary funds available to the Bank are not sufficient to satisfy the claims of its creditors, the liquidation commission shall organize a sale by auction of the Bank's property against which may be seized under law, except for objects with a value of one hundred thousand roubles or less (according to the approved interim liquidation balance sheet) for whose sale no auction is required.

If the property available to the Bank is not sufficient to satisfy the claims of its creditors or if the Bank satisfies bankruptcy criteria the liquidation commission shall file a bankruptcy petition for arbitration, if the Bank may be adjudged an insolvent (bankrupt).

20.15. Payment of cash amounts to Bank creditors shall be made by the liquidation commission based on the order of priority set by Article 64 of the Civil Code of the Russian Federation, in accordance with the interim liquidation balance sheet on the date of its approval.

20.16. Following settlements with creditors, the liquidation commission shall make a liquidation balance sheet to be approved by the General Shareholders Meeting or any authority, which adopted a decision on the Bank's liquidation, upon agreement with the Bank of Russia.

20.17. The assets remaining after settlements with creditors shall be distributed by the liquidation commission among the Bank's shareholders in accordance with established procedure.

20.18. The liquidation commission shall notify the registration authority about completing the Bank's liquidation process.

20.19. Liquidation shall be deemed completed and the Bank shall be deemed liquidated as from the moment a relative entry is made into the unified state register of the legal entities.

20.20. In case of the Bank liquidation the personnel documents and other documents of the Bank, stipulated by the legal acts of the Russian Federation, shall be transferred for state storage in accordance with the procedure, established by the Russian Federal Archival Agency. The transfer shall be made for account of the Bank in compliance with the archival authorities.

**Chairman of the Executive Board**

**[Signature] A.V. Vdovin**  
(pursuant to Minutes of the General Shareholders Meeting  
of PJSC Asian Pacific Bank No. 1 dated June 08, 2015)

*Common seal: Public joint stock company Asian-Pacific Bank*

The Federal Tax Service Department for Amurskaya Oblast  
The record in the Unified State Register of Legal Entities  
23 July 2013  
OGRN 1022800000079  
GRN 2152800033527  
The copy of the document is kept at the Registering Authority  
Deputy Director Troshin A.G.  
(Signature)  
Seal: The Federal Tax Service Department for Amurskaya Oblast

Blagoveschensk Amurskaya oblast,  
21 August 2015

I, Pasyok Galfirya Gabdelnurovna, Notary Public of the Notarial District of the City of Blagoveschensk, do hereby certify this copy as a true copy of the original document. There are no erasures, postscripts, crossed out words and other unmentioned corrections and no peculiarities in the latter.

Recorded in the register under No. 4 - 002429

Charged subject to the tariff 600 rubles.

Notary Public: (signature) Pasyok Galfirya Gabdelnurovna

[Seal: Notary Public G.G. Pasyok, location: Blagoveschensk, Amurskaya oblast, Notarial District of the City of Blagoveschensk]

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**Notary Public: (Signature)** Pasyok Galfirya Gabdelnurovna

[Seal: Notary Public G.G. Pasyok, location: Blagoveschensk, Amurskaya oblast, Notarial District of the City of Blagoveschensk]

Moscow

26 August 2015

I, Yakushevskaya Irina Ivanovna, Notary Public of the city of Moscow, do hereby certify this copy as a true copy of the copy. There are no erasures, postscripts, crossed out words and other unmentioned corrections and no peculiarities in the latter.

Recorded in the register under No. 2-1980

Charged subject to the tariff: 500 rubles.

Notary Public: (signature) Yakushevskaya Irina Ivanovna

[Seal: Notary Public I.I. Yakushevskaya, location: Moscow, Notarial Public of the City of Moscow]

(Official seal: Notary Public Yakushevskaya I.I. Notary Public of the City of Moscow)

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[Seal: Notary Public I.I. Yakushevskaya, location: Moscow, Notarial Public of the City of Moscow]

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**(CONVENTION DE LA HAYE DU 5 OCTOBRE 1961)**

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| 1. Russian Federation  | <b>NOTARIZED COPY</b> |
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| 2. Has been signed by <u>Yakushevskaya I.I.</u>  |                       |
| 3. Acting in the capacity of the <u>notary public</u>                                  |                       |
| 4. Bears the seal/stamp of <u>Notary Public in Moscow</u><br><u>Yakushevskaya I.I.</u> |                       |

**CERTIFIED**

- |  |               |
|--|---------------|
| 5. At Moscow   |               |
| 6. 14.09.2015  |               |
| 7. By <u>Klopchovym R.R., Deputy Chief of Main Directorate of Ministry of Justice of the Russian Federation for the city of Moscow</u> |               |
| 8. Number <u>77/28075-15</u>   |               |
| 9. Stamp   | 10. Signature |

**(Official seal: Main Directorate of Ministry of Justice of the Russian Federation, Main Directorate of Ministry of Justice of the Russian Federation for the city of Moscow)**

This Apostille only certifies the authenticity of the signature and the title of the public official who has signed the public document, and, where applicable, the identity of the seal or stamp which the public document bears. This Apostille does not certify the authenticity of the underlying document for which it was issued.

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**Notary Public: (Signature) Klopchov R.R.**

**Deputy Chief of Main Directorate of Ministry of Justice of the Russian Federation for the city of Moscow**

***[Seal: Ministry of Justice of the Russian Federation for the city of Moscow]***