

Stamp:  
National Bank of the Republic of Belarus  
STATE REGISTRATION

Registered by the National Bank of the  
Republic of Belarus on 25 July 2002,  
registration number 807000071

Registration number: 807000071

12.05.2022 /Signature/ Mashnina E.N.

(date) (signature) (family name, initials)

## **ARTICLES OF ASSOCIATION**

of

### **BTA BANK CLOSED JOINT-STOCK COMPANY**

With amendments and supplements adopted  
by the resolution of the annual General  
Meeting of Shareholders of BTA Bank  
CJSC, Minutes No. 2

Minsk

## Contents

Article 1. General provisions.....	3
Article 2. Legal status of the Bank .....	3
Article 3. The Bank's goals and subject of activity.....	4
Article 4. The Bank's property .....	6
Article 5. Profit and loss distribution procedure.....	6
Article 6. Authorized capital of the Bank.....	7
Article 7. The Bank's shares, procedure and terms of their circulation .....	9
Article 8. The Bank's shareholders, their rights and duties.....	11
Article 9. Managing bodies .....	14
Article 10. General Meeting of Shareholders of the Bank .....	14
Article 11. Board of Directors of the Bank .....	23
Article 12. Management Board of the Bank.....	31
Article 13. Controlling bodies .....	36
Article 14. Accounting and reporting .....	38
Article 15. Rearrangement and liquidation of the Bank .....	39

## **Article 1. General provisions**

1.1. BTA Bank Closed Joint-Stock Company (hereinafter – the Bank) was established according to the laws of the Republic of Belarus. The Bank was established according to the Memorandum of Association dated 25 April 2002 as Astanaeximbank Closed Joint-Stock Company (Astanaeximbank CJSC) and renamed into BTA Bank Closed Joint-Stock Company (BTA Bank CJSC) according to the resolution of the General Meeting of Shareholders of the Bank dated 28 March 2008, Minutes No. 4.

1.2. Brand name:

In Russian:

Full name: Закрытое акционерное общество «БТА Банк»

Abbreviated name: ЗАО «БТА Банк»

In Belarusian:

Full name: Закрытае акцыянернае таварыства “БТА Банк”

Abbreviated name: ЗАТ “БТА Банк”

In English:

Full name: BTA Bank Closed Joint-Stock Company

Abbreviated name: BTA Bank CJSC

1.3. The Bank’s location: 20-2, V. Khorujey Street, Minsk 220123, the Republic of Belarus.

1.4. In its activity, the Bank follows the laws of the Republic of Belarus (the laws of the Republic of Belarus and the legislative deeds of the Republic of Belarus are hereinafter referred to as ‘the laws’ and ‘the legislative deeds’, respectively), including the Bank Code of the Republic of Belarus, these Articles of Association, and other local regulations of the Bank.

The Bank must ensure secure functioning of its property and provision of banking services, as well as protection of information resources and information that have limitations of use and/or disclosure.

1.5. The Bank is a legal entity, owns separated property, has independent balance sheet, bears independent liability under its obligations, can acquire and apply property and personal non-property rights in its own name, fulfil obligations, sue and be sued at court.

The Bank has a trademark (service mark), round seals with its brand name, stamps and letterheads, and other necessary paraphernalia of a legal entity.

The Bank acquires the right to execute banking operations from the date of obtaining the special permit (license) for carrying out banking activity.

The Bank acquires the rights of a legal entity upon its state registration with the National Bank of the Republic of Belarus (hereinafter – the National Bank).

## **Article 2. Legal status of the Bank**

2.1. The Bank is a duly registered commercial entity authorized to execute banking operations according to the special permit (license) for carrying out banking activity.

2.2. The Bank is liable for all its obligations with all its property.

The Bank is not liable for obligations of its shareholders, and its shareholders are not liable for the Bank's obligations unless otherwise stipulated by the laws or these Articles of Association.

The shareholders or other persons including the members of the managing bodies of the Bank who are entitled to give mandatory instructions to the Bank or otherwise determine its actions, bear subsidiary liability if the Bank's property is insufficient, only when the Bank's economic insolvency (bankruptcy) was caused by guilty (deliberate) actions of such persons.

- 2.3. According to the procedure and on the terms stipulated by the laws, the Bank may be the owner of property (founder or member) of a commercial entity, a member of associations, unions, and other societies of legal entities; according to the laws, establish branches (outlets), representative offices, other structural divisions, delegate the respective rights thereto within the scope of its authority, and to close them according to the stipulated procedure.

The Bank has no branches or representative offices at the moment of adoption of these Articles of Association.

- 2.4. The Bank may establish subsidiary banks or branches outside the Republic of Belarus, or participate in share capitals of foreign banks with permission of the National Bank of the Republic of Belarus.

A representative office of the Bank outside the Republic of Belarus may be opened after preliminary notification to the National Bank of the Republic of Belarus. The resolution on the establishment and liquidation of representative offices is adopted by the Board of Directors of the Bank.

- 2.5. To achieve goals and perform tasks set for the Bank, and to carry out its activity, the Bank adopts local regulations. These Articles of Association prevail over other local regulations of the Bank.
- 2.6. The Bank may execute banking operations and/or carry out other activities outside of the Bank's location by establishing structural divisions, including mobile ones located outside of the Bank's headquarters and having no independent balance sheet (branches, banking service centres, cash and settlement centres, currency exchange offices, and other structural divisions) or by creating remote working desks. The Bank shall notify the National Bank about establishment, change of location, and liquidation of such structural divisions and remote working desks according to the procedure and deadlines stipulated by the National Bank of the Republic of Belarus.

### **Article 3. The Bank's goals and subject of activity**

- 3.1. The Bank was established with the goal to carry out banking activity aimed at earning profit and satisfying material and social demands of the Bank's shareholders and employees, as well as implementing the economic strategy of the Republic of Belarus and contributing to the development of foreign trade relations.
- 3.2. The following operations to be executed according to the current laws and based on the special permit (license) for carrying out banking activity comprise the Bank's subject of activity:
- Obtaining retail and corporate funds onto accounts and into deposits
  - Placing obtained retail and corporate funds onto accounts and into deposits on its own behalf and at its own account on the terms of repayment, interest, and maturity

- Opening and maintaining bank accounts for individuals and legal entities
- Providing cash and settlement services to individuals and legal entities including correspondent banks
- Currency exchange operations
- Purchasing and selling precious metals and gems in the cases stipulated by the National Bank of the Republic of Belarus
- Obtaining and placing precious metals and gems into retail and corporate deposits
- Issuing bank guarantees
- Trust management of the bank management fund based on the agreement on trust management of the bank management fund
- Trust management of monetary funds under the agreement on trust management of monetary funds
- Issuing bank payment cards
- Issuing electronic money
- Issuing securities that confirm obtaining funds into deposits and their placement onto accounts
- Financing under cessation of the monetary claim (factoring)
- Providing special premises or safes for banking storage of documents and valuables (cash, securities, precious metals and gems, etc.) to individuals and legal entities
- Transporting cash, precious metals and gems and other valuables between banks and non-bank credit and finance institutions, their separated and structural divisions, and delivery of such valuables to clients of banks and non-bank credit and finance institutions.

In addition to the operations mentioned above, the Bank may perform the following operations according to the laws:

- Sureties for third parties stipulating performance of obligations in the monetary form
- Trust management of precious metals and/or gems
- Transactions (deals) with precious metals and gems
- Leasing
- Consulting and information services
- Issuance of securities and/or transactions with securities
- Set-off of mutual monetary and other financial claims and liabilities and determination of net positions (clearing)
- Activity of the specialized depository of allocated assets
- Activity of the managing company of the investment fund, specialized depository of the investment fund
- Operations in the Republic of Belarus and abroad with memorial banknotes, memorial and bullion (investment) coins that are the legal tender in the Republic of Belarus, at a price not less than the face value

- Other activities permitted by the laws, carried out for own purposes and/or necessary to support banking operations, except for the insurance activity as the insurer.

#### **Article 4. The Bank's property**

- 4.1. The Bank owns the following property:
- The property contributed by the Bank's shareholders into the authorized capital
  - The property acquired by the Bank in the course of its business activity
  - Contributions received in the result of property usage (results, products, income) unless otherwise stipulated by the laws or the agreement of the usage of such property
  - Property of unitary enterprises and entities established by the Bank
  - Property acquired by the Bank on other grounds permitted by the laws.
- 4.2. The Bank owns, uses, and disposes of its property according to the procedure stipulated by the laws and these Articles of Association.

#### **Article 5. Profit and loss distribution procedure**

- 5.1. After the payment of taxes and other mandatory amounts to the budget and covering losses of the current periods that arise by the Bank's fault, the profit earned by the Bank is distributed according to the procedure stipulated by the General Meeting of Shareholders.
- 5.2. The regulations on the procedure of establishment and utilization of special purpose funds created from the profit are approved by the General Meeting of Shareholders.

Resolutions on the amounts of allocations into special purpose funds are adopted by the General Meeting of Shareholders.

- 5.3. The reserve fund and other funds of the Bank are created from profit.

The reserve fund must be created in the amount stipulated by the laws. The reserve fund of the Bank may be used according to the resolution of the General Meeting of Shareholders to cover losses of the previous years and the reporting year. The regulations on creation and usage of funds are adopted by the General Meeting of Shareholders of the Bank.

The National Bank may increase the amount of the reserve fund and/or allocations thereto for the Bank as stipulated herein in the cases and according to the procedure stipulated by the Bank Code of the Republic of Belarus.

- 5.4. The Bank may or, in the cases and according to the procedure stipulated by the legislative deeds, shall pay dividends.

The resolutions on dividend declaration and payout for the first quarter, the first half of the year, and the ninth months of the year may be adopted by the Bank based on the interim accounting (financial) statements, and for the year based on the annual accounting (financial) statements. The deadlines for dividend payout are set by the resolution of the General Meeting of Shareholders of the Bank adopted by not less than two thirds of the number of votes of the persons attending the meeting, with regard to the requirements of the laws of the Republic of Belarus.

The procedure of dividend declaration and payout not covered by these Articles of Association is determined by the laws and the local regulations of the Bank adopted by the General Meeting of Shareholders of the Bank.

Dividends are not accrued on redeemed shares of the Bank. No interest is accrued on the dividends that were not received.

The General Meeting of Shareholders may not resolve on dividend declaration and payout or pay dividends in the cases stipulated by the laws.

- 5.5. If the reserve fund has been fully or partially utilized for the purposes stipulated by the laws then allocations to the fund are resumed and continued until the amount stipulated by the law is achieved according to the stipulated procedure.
- 5.6. The Bank's expense on construction of buildings and structures, acquisition of equipment, technical and transport vehicles, and other fixed assets except for the objects subject to financial rent (leasing) are made from the profit remaining at the Bank's disposal after payment of all taxes, levies, and other mandatory amounts to the budget and off-budget public funds.
- 5.7. The losses that may arise in the result of the Bank's activity are covered from the reserve fund and other sources permitted by the laws.

#### **Article 6. Authorized capital of the Bank**

- 6.1. Contributions into the authorized capital of the Bank are made according to the procedure, in the amounts, and by the ways stipulated by the laws, these Articles of Association, and resolutions of the General Meeting of Shareholders of the Bank.

Attracted funding may not be used to increase the amount of the authorized capital of the Bank.

- 6.2. The authorized capital of the Bank makes BYN 24,747,387.64 (Twenty-four million seven hundred and forty-seven thousand three hundred and eighty-seven Belarusian roubles, 64 kopecks). The authorized capital is divided into 1388 (One thousand three hundred and eighty-eight) common shares with the face value of BYN 17,829.53 (Seventeen thousand eight hundred and twenty-nine Belarusian roubles, 53 kopecks).

The face value of the shares is expressed in Belarusian roubles regardless of the form in which they were paid for. The Bank's shares are indivisible.

- 6.3. Shareholders' contributions into the authorized capital of the Bank and payment for the shares may be made in the monetary (also in a foreign currency) or non-monetary form according to the procedure stipulated by the laws. The total authorized capital is declared in Belarusian roubles.

Tangible assets contributed into the authorized capital become the Bank's property.

- 6.4. No shareholder may be exempt from the obligation to pay for the Bank's shares.
- 6.5. The General Meeting of Shareholders of the Bank may adopt the resolution on changing (increasing or decreasing) the Bank's authorized capital.
- 6.6. The authorized capital may be increase by:
  - Increasing the face value of the shares.
  - Issuing additional shares.

The Bank's shareholders have the right to acquire additional shares unless otherwise stipulated by the laws.

Increasing the Bank's authorized capital by increasing the face value of the shares is carried out from own funds of the Bank or, upon unanimous resolution adopted by the shareholders, from own funds of the shareholders.

Increasing the Bank's authorized capital by issuing additional shares may be carried out from own funds of the Bank and/or own funds of its shareholders, or by own funds of third parties.

The Bank may place additional shares by the ways stipulated by the laws.

The shareholders may acquire additional shares in the quantity proportionate to the quantity of the shares already belonging to them. If one of the shareholders refuses from the right to acquire additional shares, another shareholder may acquire all the shares or a part of the shares from which that shareholder refused.

The shareholders are notified by the Bank about their right to acquire additional shares by letter, fax, e-mail, or other means that allow ascertaining the fact of receipt of the notification by the shareholder.

The notification shall contain the following information:

- Quantity of additional shares
- Price of additional shares
- Means of share placement
- Actions to be undertaken by the shareholder to apply the right to acquire additional shares
- Other relevant information determined by the Bank.

The right for acquisition of additional shares is valid for 30 days from the date when the Bank sends the respective notification to the shareholder.

The shareholders who wish to apply the right to acquire additional shares, shall send the respective notification to the Bank before the deadline and carry out the actions stated in the Bank's notification which are necessary to apply the right to acquire the shares. The Bank's shareholder is deemed to have waived the right to acquire additional shares if no written consent to acquire is received from the shareholder before the deadline, or the refusal from acquisition is received from such shareholder. The procedure of application of the right to acquire additional shares by the shareholders not covered by these Articles of Association is stipulated by the local regulation adopted by the General Meeting of Shareholders of the Bank.

If the shareholders refuse from acquisition of additional shares or no consent to acquire additional shares is received from the shareholders before the deadline, then the Bank may increase the authorized capital by issuing additional shares from the funds of other persons determined by the Bank. The Bank notifies such persons about their right to acquire additional shares by letter, fax, e-mail, or other means that allow ascertaining the fact of receipt of the notification by the shareholders.

The notification shall contain the following information:

- Quantity of additional shares
- Price of additional shares
- Means of share placement
- Actions to be undertaken by the acquiring person to apply the right to acquire additional shares



- Other relevant information determined by the Bank.

The right for acquisition of additional shares is valid for 20 days from the date when the Bank sends the respective notification. The persons who wish to acquire additional shares shall send the respective notification to the Bank before the deadline and carry out the actions stated in the Bank's notification that are necessary to apply the right to acquire the shares. The person is deemed to have waived the right to acquire additional shares if no written consent to acquire is received from such person before the deadline, or the refusal from acquisition is received from such person.

6.7. The authorized capital of the Bank may be decreased by:

- Decreasing the face value of the share.
- Redemption of a part of the shares by the Bank in order to reduce their total number.

Decreasing the authorized capital by the Bank is permitted after notifying all the shareholders according to the procedure stipulated by the laws, provided that the preliminary written permit is granted by the National Bank of the Republic of Belarus.

### **Article 7. The Bank's shares, procedure and terms of their circulation**

7.1. The share is a registered security confirming the fact of contribution into the authorized capital of the Bank, issued for an indefinite period of time in the uncertificated form, confirming the scope of the holder's rights depending on its class (common or preference share), and type (for preference shares).

7.2. The procedure of share issuance and circulation (registration and placement, settlements, accounting of operations with shares during formation of the authorized capital of the Bank and thereafter) is stipulated by the laws and, as permitted by the laws, by local regulations adopted by the General Meeting of Shareholders of the Bank.

7.3. The Bank's shares are issued in the uncertificated form.

The register of shareholders is maintained by the depository in accordance with the laws.

7.4. The shares are placed and circulating among the shareholders. A third party that is not a shareholder may acquire the shares provided that the conditions stipulated by these Articles of Association are met.

7.5. The Bank's shareholders may not sell, assign or otherwise transfer their shares in full or in part, unless in the cases and according to the procedure stipulated by these Articles of Association and the laws.

The Bank will not acknowledge an acquirer of shares from any shareholder as the Bank's shareholder unless the acquisition complies with this article.

7.6. The Bank's shareholders have the pre-emptive right to acquire the shares sold by other shareholders of the Bank. The procedure of applying the pre-emptive right to acquire the shares covers share exchange as well.

7.7. The Bank's shareholder who is willing to sell its shares (or part thereof) shall notify the other shareholders and the Bank in writing, stating the quantity, price, and other terms of the share sale, including the deadline for the notified shareholders to declare their intention to acquire the shares offered for sale. The notification shall be sent by letter, fax, e-mail, or other means that allow ascertaining the fact of receipt of the notification by the shareholders and the Bank.

- 7.8. If the notified shareholders are willing to apply their pre-emptive right to acquire the shares then they shall notify the shareholder that offers the shares for sale, as well as the Bank, before the deadline stated in the notification of sale.
- 7.9. If one of several shareholders declare their intention to acquire the shares offered by the shareholder for sale, before the deadline, then the selling shareholder must sell the shares, and the shareholders who declared their intention to acquire the shares must acquire them and pay the price stated in the notification.

The share purchase and sale agreement shall be concluded not later than 45 days after the date when the Bank receives the shareholder's notification about the intention to sell the shares, unless another deadline is agreed upon between the seller and the buyer. If the intention to acquire all shares offered for sale is declared by several shareholders then the shares shall be acquired by the declaring shareholders pro rata the number of shares belonging to each of them.

- 7.10. If the shareholders' applying the pre-emptive right to acquire the shares sold by other shareholders results in the situation when such shares are not acquired in the offered quantity then the Bank may acquire the unclaimed shares at the price agreed upon with their owner and/or offer such shares to a third party at the price not less than that proposed to the Bank's shareholders.

The decision on acquisition of the shares by the Bank shall be taken within 15 days from the date when the Bank is notified by the selling shareholder about the possibility for the Bank to acquire the shares. The notification is to be sent by letter, fax, e-mail, or other means that allow ascertaining the fact of receipt of the notification by the Bank.

If no consent to acquire the shares offered for sale by another shareholder is received from the Bank's shareholders before the deadline set in the notification of sale, or the refusal from their acquisition is received, then the Bank may offer such shares to a third party determined by the Bank at the price not less than that proposed to the Bank's shareholders. The Bank notifies the shareholders about this in writing and offers the third party to acquire the shares offered for sale, stating the quantity, price, and other terms of share sale, including the deadline for the third party to declare its intention to acquire the shares offered for sale. The notification is to be sent by letter, fax, e-mail, or other means that allow ascertaining the fact of receipt of the notification by the third party. The third party that declares its intention to acquire the shares shall notify the Bank and the selling shareholder before the deadline stated in the notification of sale. The selling shareholder must sell the shares, and the third party that declares the intention to acquire the shares shall acquire them and pay the price stated in the notification. The share purchase and sale agreement shall be concluded not later than 45 days from the date when the third party receives the notification with the proposal to acquire the shares, unless other term is agreed upon between the seller and the buyer.

If the shares offered for sale may not be acquired by the shareholders and/or the Bank and/or the third party determined by the Bank in the full scope then an agreement about partial sale of the shares offered for sale may be negotiated with the selling shareholder. The shares remaining after the partial sale may be sold by the shareholder to any third party at the price not less than that offered to the Bank's shareholders.

If no consent is received from the shareholders and the Bank to acquire the shares offered by another shareholder before the deadline, or the refusal from their acquisition is received, or no agreement on partial sale of the shares offered for sale is reached, then such shares may be sold by the shareholder to any third party at the price not less than that proposed to the Bank's shareholders.

The shareholders and the Bank are deemed to have waived the pre-emptive right to acquire the shares sold by other shareholders if no consent to acquire such shares is received from the shareholders and the Bank before the deadline stated in the notification of share sale, or the refusal from their acquisition was received.

- 7.11. Transfer of share(s) to third parties by any other means not stipulated in the Articles of Association is possible only upon the Bank's consent given by resolution of the General Meeting of Shareholders.

The General Meeting of Shareholders is convened by the Board of Directors of the Bank represented by the Chair of the Board of Directors of the Bank within 30 (thirty) days from the date when the notification about transfer of shares is received from the shareholder that wishes to transfer the shares. If the General Meeting of Shareholders adopts the resolution to give consent to the transfer of shares, then such consent shall be valid within 90 (ninety) days from the date when the resolution is adopted by the General Meeting of Shareholders.

- 7.12. If the Bank's shares are pledged and the pledgee enforces the pledge, then the rules apply as stipulated by these Articles of Association. However, the pledgee may keep the shares instead of alienating them to a third party.
- 7.13. Acquisition of the Bank's shares in the framework of inheritance from individuals or succession to legal entities is carried out according to the procedure stipulated by the laws and does not require compliance with the procedures stipulated by these Articles of Association applying to the transfer of shares.
- 7.14. The resolution of the General Meeting of Shareholders may change the number of shares without changing the amount of the authorized capital. The change of the number of shares without changing the amount of the authorized capital is carried out by the exchange of two or more shares of the Bank for one new share with the altered face value and of the same class (type) (share consolidation) or the exchange of one share of the Bank for two or more shares with the altered face value and of the same class (type) (share division). It is not allowed to change the number of shareholders and the ratio of their holdings, or to have fractions of shares. Simultaneously with the resolution on consolidation or division of shares, the General Meeting of Shareholders shall resolve on introducing the respective amendments into the Articles of Association of the company concerning the face value and total number of shares of the Company belonging to the respective class (type).
- 7.15. The Bank as a security issuer discloses the information about material facts by publishing it on the Bank's website on the Internet.

## **Article 8. The Bank's shareholders, their rights and duties**

- 8.1. The Bank's shareholders may be citizens of the Republic of Belarus, foreign citizens, persons without citizenship, including foreign persons, in the scope of rights and duties stipulated by the laws.
- 8.2. The Bank's shareholders may:
- Participate in the General Meeting of Shareholders with the right to vote on the issues attributed to the scope of authority of the General Meeting of Shareholders of the Bank.
  - Participate in the management of the Bank's activity with regard to the peculiarities stipulated by the laws.
  - Participate in distribution of the Bank's profit.

- Receive a part of the Bank's profit in the form of dividends pro rata the number of shares belonging to them.
- Dispose of the shares belonging to them in accordance with the laws and these Articles of Association.
- Quit to be the Bank's shareholder according to the procedure stipulated by these Articles of Association, having sold their shares to the other shareholders, the Bank, or third parties.
- In case of liquidation of the Bank, receive a part of property remaining after settlements with the creditors, or its value.
- Demand acquisition of their shares by the Bank in the cases and according to the procedure stipulated by the laws and these Articles of Association.
- Acquire additional shares, and have the pre-emptive right of purchase if the Bank's shareholders dispose of the shares in their possession.
- Receive information about the Bank's activity including the annual report, the annual accounting (financial) statements; study the minutes of General Meetings of Shareholders of the Bank and, if the shareholder participates in the Audit Commission of the Bank, study the accounting and other documents in compliance with the procedure for the review of bank secrecy documents and the information which is deemed bank secret or other secret protected by the laws.
- Apply other rights stipulated by the laws and these Articles of Association.

The Bank's shareholders may obtain information about the Bank's activity in the scope stipulated by the laws from mass media (including official public printed mass media, and publicly disclosed annual report and quarterly statements), on the Bank's website on the Internet, and upon personal visit to the Bank. The information about the Bank's activity and the Bank's documents may be provided to the shareholders upon written request sent by letter or by telecommunication means, within five days after the request is received. The Bank's documents include the documents according to the list stipulated by the laws. The information is provided either upon personal visit to the Bank or by a written response upon permission of the Chair of the Management Board of the Bank or a person acting in his/her stead, endorsed on the shareholder's request to study the Bank's documents. In such request, the shareholder shall state the documents and the scope of information to be studied. The information which is bank secret or other secret of individuals and legal entities protected by the law is not subject to disclosure. Minutes of General Meetings of Shareholders of the Bank may be studied at the Bank's offices in the presence of the secretary of the General Meeting of Shareholders of the Bank or, in the period between General Meetings of Shareholders of the Bank, the secretary of the Management Board of the Bank. If necessary, copies of the requested documents may be provided to the shareholder upon its request according to the resolution of the Chair of the Management Board of the Bank or a person acting in his/her stead.

- 8.3. The shareholder may claim redemption of its shares by the Bank in the cases stipulated by the laws.

The price of share redemption by the Bank upon the shareholder's demand is approved by the same General Meeting of Shareholders that adopts the resolution that may result in the occurrence of the shareholders' right to claim redemption of the Bank's shares. In case of independent assessment of the share price, the price of share redemption shall not be less than the price of shares stated in the assessment report. Independent assessment of the share value shall be carried out upon demand of the shareholders possessing in aggregate

two or more percent of the voting shares of the Bank, at the Bank's cost, or by the initiative of the Bank or any shareholder(s) at their own cost. The issue of the share price for redemption by the Bank upon demand of its shareholders shall be included into the agenda that contains the issue that may result in the occurrence of the shareholders' right to claim redemption of the Bank's shares.

The Bank notifies the shareholders about their right to claim share redemption not later than 10 days from the date when the General Meeting of Shareholders of the Bank adopts the resolution resulting in the occurrence of the shareholder's right to claim share redemption by the Bank. The notification is made by letter, fax, e-mail, or other means that allow ascertaining the fact of receipt of the notification by the shareholder.

Within 10 days from the date of receipt of the notification, the shareholder may submit an application to the Bank with the demand to redeem its shares, stating the quantity of shares to be redeemed. The application with the demand of redemption may be submitted by the shareholder who has participated in the General Meeting of Shareholders of the Bank and voted against the respective resolutions, on the day when the General Meeting of Shareholders ends.

The General Meeting of Shareholders shall, not later than five days from the end of the period for submission of the shareholders' demand of share redemption, approves the report on the result of submission of the shareholders' demands to redeem their shares, which shall contain the number of shares demanded for redemption, and the number of shares that may be redeemed by the joint-stock company.

Within 30 days from the date of receipt of the application, the Bank shall notify the shareholder about the decision to satisfy the share redemption remand or to refuse to redeem. The notification is made by letter, fax, e-mail, or other means that allow ascertaining the fact of receipt of the notification by the shareholder.

The value of the shares redeemed by the Bank by demand of the shareholder shall be paid out within the period set by the General Meeting of Shareholders of the Bank.

The General Meeting of Shareholders of the Bank shall dispose of the redeemed shares according to the procedure and deadlines stipulated by the laws.

#### 8.4. The Bank's shareholders shall:

- Make contributions according to the procedure, in the amount, by the means, and before the deadlines stipulated by the laws and these Articles of Association.
- Comply with the provisions of the Articles of Association of the Bank and fulfil the resolutions of the General Meeting of Shareholders of the Bank.
- Not disclose confidential information about the Bank's activity obtained in the framework of applying rights and performing duties of the Bank's shareholder.
- Assist the Bank in resolving issues related to its activity.
- Confirm legality of the invested funds if required by the laws.
- Fulfil obligations undertaken in relation to the Bank.
- Timely inform the depository that maintains the register of shareholders about all changes in the data about self as included into such register.
- Perform other duties stipulated for them by the laws and these Articles of Association.

## **Article 9. Managing bodies**

9.1. The Bank's bodies are its managing and controlling bodies.

The managing bodies of the Bank are:

- The General Meeting of Shareholders of the Bank
- The Board of Directors of the Bank
- The Management Board of the Bank.

9.2. The activity of the managing bodies of the Bank is stipulated by the laws, the Articles of Association, and local regulations of the Bank in the cases stipulated by the laws. The rights and duties of the members of the Board of Directors and the Management Board of the Bank are stipulated by the laws and local regulations in the cases stipulated by the laws.

9.3. The members of the Board of Directors and the Management Board of the Bank, and the Chair of the Management Board of the Bank shall act to the benefit of the Bank during application of their rights and performance of their duties, based on the principles of transparency, integrity, and reason. They are liable to the Bank for the losses suffered by the Bank in the result of their guilty actions (omissions) unless otherwise stipulated by the laws.

9.4. The members of the Board of Directors of the Bank, the members of the Management Board, and the Chair of the Management Board of the Bank shall notify the Board of Directors (the members of the Management Board shall notify the Management Board in the cases stipulated by the laws) in writing, by submitting in person or by sending the respective information by letter, hand delivery, or telecommunication system followed by sending the original document, about the following:

- All their transactions with the Bank's securities – within five (5) days from the date of each such transaction
- Transactions with the Bank's securities executed by their spouses, parents, adult children and their spouses, adoptive parents, adult adopted children and their spouses, grandfathers, grandmothers, adult grandchildren and their spouses, siblings, and the spouse's parents – within ten (10) days from the date of each such transaction.

## **Article 10. General Meeting of Shareholders of the Bank**

10.1. The General Meeting of Shareholders of the Bank (hereinafter – the General Meeting of Shareholders) is the supreme managing body of the Bank and consists of the shareholders and/or their representatives.

If the Bank's shareholders comprise only one shareholder then such shareholder has the authority of the General Meeting of Shareholders.

10.2. The exclusive scope of authority of the General Meeting of Shareholders includes the following issues:

- Amending the Articles of Association of the Bank
- Changing the amount of the authorized capital of the Bank
- Electing members of the Board of Directors of the Bank and the Audit Commission of the Bank, and early termination of their authority, unless the authority of the member(s) of the Board of Directors of the Bank is terminated early in accordance

with the laws without a resolution of the General Meeting of Shareholders of the Bank

- Approving regulations on the Board of Directors of the Bank and the Audit Commission of the Bank
- Approving annual reports, annual accounting (financial) statements of the Bank, distribution of the Bank's profit and loss (if any) with regard to the opinion of the Audit Commission of the Bank and, in the cases stipulated by the laws, the auditor's opinion
- Resolving on restructuring of the Bank and approving the deed of transfer or division balance sheet
- Resolving on liquidation of the Bank, creation of the liquidation commission, appointment of its chair or the liquidator, and approval of the interim and final liquidation balance sheets, unless the decision on liquidation of the Bank is taken by the registration authority or the court in accordance with the laws
- Determining the amount of remunerations and compensations to the members of the Board of Directors of the Bank and the Audit Commission of the Bank for the performance of their duties
- Providing other managing bodies of the Bank with the right to make one-time decisions on certain issues not attributed to the exclusive scope of authority of the General Meeting of Shareholders
- Determining the procedure of holding the General Meeting of Shareholders in the part not stipulated by the laws, these Articles of Association, and local regulations of the Bank
- Adopting and approving resolutions on share issue
- Approving local regulations on the issues attributed by the law to the scope of authority of the General Meeting of Shareholders of the Bank
- Resolving on acquisition (alienation) of own shares by the Bank
- Resolving on declaration and payout of dividends for the first quarter, the first half of the year, and the nine months of the year based on the interim accounting (financial) statements of the Bank, and for the year based on the annual accounting (financial) statements
- Resolving on payment to CEO (deputies CEO) of the Bank of the remuneration based on the performance results in the reporting year (after the audit of the annual accounting statements and its approval according to the procedure stipulated by the laws)
- Determining the procedure for payment of the remuneration for the performance results in the reporting year to CEO (deputies CEO) of the Bank and the amount of funds allocated for such purposes, based on their performance, including the term of payout, undertaken risks, risk profile, nature and scale of operations performed by the Bank, and the degree of achievement of the performance indicators set by the Board of Directors
- Resolving on a large transaction unless the Board of Directors of the Bank resolved on execution of such transaction unanimously
- Resolving on a related-party transaction with affiliated persons if the value of the property underlying such transaction or a series of related transactions exceeds fifty

percent of the balance sheet value of the Bank's assets determined based on the accounting (financial) statement for the recent reporting period of the Bank.

The General Meeting of Shareholders may review any issue of the Bank's activity attributed to the scope of authority of other managing bodies of the Bank. The issues attributed to the exclusive scope of authority of the General Meeting of Shareholders may not be delegated to other managing bodies of the Bank for review or resolution.

10.3. General Meetings of Shareholders may be annual or extraordinary.

10.3.1. Annual General Meetings of Shareholders are convened by the Board of Directors of the Bank not less than once a year and not later than three months after the end of the reporting year. The decision on convening the General Meeting of Shareholders shall contain the information stipulated by the laws and other information relevant in each specific case.

The annual General Meeting of Shareholders approves annual reports, annual accounting (financial) statements, profit and loss distribution (if any) with regard to the opinion of the Audit Commission of the Bank or, in the cases stipulated by the laws, the auditor's opinion.

The annual General Meeting of Shareholders also reviews issues of electing members of the Board of Directors of the Bank and the Audit Commission of the Bank.

All persons eligible for participation in the General Meeting of Shareholders are notified about convening of the annual General Meeting of Shareholders in advance but not later than 30 days before the its date. In case of the extraordinary General Meeting of Shareholders, the notification is given not less than 10 days before the date of such meeting.

If the agenda of the General Meeting of Shareholders includes the issues of electing members of the Board of Directors, the executive body, the audit commission (auditor), then the persons eligible to participate in the General Meeting of Shareholders shall be notified about its convening not less than 20 days before the date of the General Meeting of Shareholders of the Bank. If the agenda of the General Meeting of Shareholders of the Bank includes issues of electing members of the Board of Directors by cumulative voting, then the persons eligible for participation in the General Meeting of Shareholders shall be notified about its convening not less than 50 days before the date of such meeting.

The notification about holding the annual General Meeting of Shareholders may be sent by registered letter with delivery notification, by fax or e-mail, or other means that allow ascertaining the fact of receipt of the notification by the shareholder.

The notification about holding the General Meeting of Shareholders shall contain:

- The Bank's name and location.
- The date, time and venue (stating the address) of the General Meeting of Shareholders of the Bank.
- The agenda of the General Meeting of Shareholders of the Bank.
- The body of the Bank convening the General Meeting of Shareholders of the Bank, and the grounds for convening (if an extraordinary General Meeting of Shareholders is convened and held).
- The procedure of disclosing the information (documents) subject to disclosure in preparation for the General Meeting of Shareholders to the persons eligible for participation in such General Meeting of Shareholders, stating the address at which such information (documents) may be studied.



- The procedure for registration of persons eligible for participation in the General Meeting of Shareholders of the Bank.
- Other information stipulated by the Articles of Association and/or resolution on holding the General Meeting of Shareholders of the Bank.

If the annual General Meeting of Shareholders has failed to be held then, not earlier than five days and not later than 30 days after the failed General Meeting of Shareholders, a repeated annual General Meeting of Shareholders of the Bank is convened. The notification about convening the repeated General Meeting of Shareholders shall be sent not later than 7 days before it is held. The repeated annual General Meeting of Shareholders uses the agenda of the failed annual General Meeting of Shareholders.

Before holding the annual General Meeting of Shareholders of the Bank, the Management Board of the Bank shall prepare the information about the Bank's activity for the reporting period, which is to contain the information stipulated by the laws.

Before the deadline stipulated by the laws, the information about the Bank's activity in the reporting period shall be made available to the persons eligible for participation in the General Meeting of Shareholders at the venues of which the addresses have been stated in the notification about holding the General Meeting of Shareholders of the Bank. Such information shall be available to the persons participating in the General Meeting of Shareholders during such meeting, as well.

The Bank shall keep record of the information stated above within three years from the date when the respective General Meeting of Shareholders was held.

10.3.2. The extraordinary General Meeting of Shareholders of the Bank is convened based on:

- Own initiative.
- Demand of the managing bodies of the Bank.
- Demand of the Audit Commission of the Bank.
- Demand of the audit entity (individual auditor).
- Demand of the Bank's shareholders possessing in aggregate not less than ten percent of the total number of votes of the Bank's shareholders.

The demands on convening and holding an extraordinary General Meeting of Shareholders shall contain the issues to be included into the agenda, their substantiation, and the draft of resolution of the General Meeting of Shareholders on each issue.

Within not more than seven days from the date when the demand to hold an extraordinary General Meeting of Shareholders of the Bank is received, the Board of Directors of the Bank shall review the demand and take the decision to convene and hold such meeting or a motivated decision to refuse to convene and hold it. The notification about the decision taken is sent to the persons demanding the extraordinary General Meeting of Shareholders by letter, fax, e-mail, or other means that allow ascertaining the fact of receipt of the notification, not later than 5 days from the date when such decision has been taken.

The decision on convening and holding an extraordinary General Meeting of Shareholders of the Bank shall be taken not later than 15 days before the date of the extraordinary General Meeting of Shareholders of the Bank.

If the Board of directors fails to take the decision on holding the extraordinary General Meeting of Shareholders before the deadline or takes a motivated decision to refuse to hold it, then such General Meeting of Shareholders of the Bank may be convened by the bodies or the shareholders that demand it. The bodies and the shareholders that convene the

extraordinary General Meeting of Shareholders have all authorities necessary to convene and hold it.

The persons eligible for participation in the extraordinary General Meeting of Shareholders of the Bank are notified about holding the extraordinary General Meeting of Shareholders of the Bank by letter, fax, or e-mail not later than 15 days before the date of the extraordinary General Meeting of Shareholders of the Bank.

10.3.3. The shareholders possessing in aggregate two and more percent of the voting shares of the total number of shareholders may submit written suggestions to the Chair of the Board of Directors on the agenda of the General Meeting of Shareholders of the Bank and candidates to the Board of Directors of the Bank and the Audit Commission of the Bank. The suggestion to the agenda shall contain the name of the individual or legal entity, the number of votes in their possession at the General Meeting of Shareholders of the Bank, the wording of each issue proposed to be included into the agenda, the draft of the resolution on each such issue, and its substantiation. The suggestion to the agenda on candidates to the elected (formed) bodies of the Bank shall contain the name of each suggested candidate, and the name of the Bank's bodies to which he/she is proposed to be elected. The suggested candidates to the elected (formed) bodies of the Bank are included into the agenda upon their consent obtained according to the procedure stipulated by the Articles of Association or the local regulation of the Bank approved by the General Meeting of Shareholders of the Bank. The suggestion shall be signed by the suggesting person.

Suggestions to the agenda of the General Meeting of Shareholders of the Bank shall be submitted not later than 60 days after the end of the reporting year and not later than ten days before the date of the extraordinary General Meeting of Shareholders of the Bank, including the meeting where one of the issues is election of members of the Board of Directors of the Bank by cumulative voting. Not later than five days after the deadline for submission of suggestions to the agenda, the Board of Directors of the Bank shall review the suggestions and take the decision to take them into account or refuse to take them into account in the cases stipulated by the laws. The notification on the decision taken is sent to the submitting shareholders by letter, fax, e-mail, or other means that allow ascertaining the fact of receipt of the notification by the shareholder.

Suggestions received after the deadline may be reviewed upon taking the decision to hold the next relevant General Meeting of Shareholders.

If the decision is made to amend the agenda of the General Meeting of Shareholders of the Bank defined upon taking the decision on its convening and holding, then the Board of Directors of the Bank shall notify the persons eligible for participation in the General Meeting of Shareholders about such changes not less than five days before the date of such meeting.

The decision of the Board of Directors on the motivated refusal to accept the suggestions into the agenda, and evasion from taking the respective decision may be contested by the suggesting persons in court.

The General Meeting of Shareholders of the Bank may decide on resolving any issue not included into the agenda of the General Meeting of Shareholders of the Bank if all shareholders of the Bank that participate in the General Meeting of Shareholders of the Bank vote for such decision.

The Board of Directors organizes preparation, convening and holding the General Meeting of Shareholders and may instruct the Management Board of the Bank to notify the shareholders about convening and holding the General Meeting of Shareholders of the Bank.

Additional requirements for preparation and convening of the General Meeting of Shareholders may be stipulated by the respective local regulation of the Bank approved by the General Meeting of Shareholders of the Bank.

10.3.4. The General Meeting of Shareholders of the Bank may be held in person, in the virtual or mixed forms, and may resolve on the issues put onto the agenda if it is attended by (the absentee voting is held by) shareholders (their representatives) possessing in aggregate more than 50 percent of the total number of votes belonging to the Bank's shareholders.

The in-person form of holding the General Meeting of Shareholders presupposes joint presence of persons eligible for participation in the General Meeting of Shareholders to discuss the issues on the agenda and pass resolutions on them. Persons eligible for participation in the meeting may also be present in the virtual form using electronic or other communication means, information networks (systems) or firmware and technologies (hereinafter – remote communication systems).

If the General Meeting of Shareholders is held in the virtual form, then the opinions of the persons eligible for participation in such meeting on the issues of the agenda put to vote are determined by written and/or virtual poll using remote communication systems.

The mixed form of the General Meeting of Shareholders provides the persons eligible for participation in such meeting with the right to vote on the agenda either during the joint presence at the meeting, also using remote communication systems, or by written and/or virtual poll using remote communication systems (absentee voting).

Resolutions of the General Meeting of Shareholders of the Bank, except for the issues of electing members of the Board of Directors of the Bank, members of the Audit Commission of the Bank, approving annual reports, annual accounting (financial) statements of the Bank, and distribution of the Bank's profit and losses, may be adopted by absentee voting without direct presence of the persons eligible for participation in the General Meeting of Shareholders of the Bank.

Participants in the General Meeting of Shareholders of the Bank are deemed persons who registered for participation and/or persons whose filled-in voting ballots have been received according to the procedure stipulated by these Articles of Association. If the voting ballot is sent using a remote communication system then such means of sending the ballot shall allow ascertaining that the voting ballot has been sent by the person eligible for participation in the General Meeting of Shareholders.

Resolutions of the General Meeting of Shareholders are taken by simple majority (more than 50 percent) of votes of the persons participating in such meeting, unless a qualified majority of such votes or a unanimous vote is required according to the laws and these Articles of Association. Resolutions of the General Meeting of Shareholders of the Bank on approval of local regulations of the Bank stipulated by the laws are taken by the majority of not less than three fourths of the total number of votes of the persons participating in the General Meeting of Shareholders of the Bank.

Resolutions of the General Meeting of Shareholders on the issues of electing members of the Board of Directors are taken by simple majority (more than 50 percent) of votes of the persons participating in such meeting.

Resolutions on the issues of amending the Articles of Association of the Bank, including amending the authorized capital, rearrangement or liquidation of the Bank, acquisition of shares placed by decision of the Bank, are taken by the majority of not less than three fourths of the votes of the persons participating in the General Meeting of Shareholders of the Bank, except for the resolution on increasing the authorized capital of the Bank by

increasing the face value of shares from the funds of the Bank's shareholders, which requires unanimous vote of all shareholders of the Bank.

The General Meeting of Shareholders of the Bank resolves on executing a large transaction, provided that the Board of Directors of the Bank has failed to take a unanimous decision to execute such transaction, and the subject of such transaction is the property valued:

- From 20 to 50 percent of the balance sheet value of the Bank's assets, – by the majority of not less than two thirds of the votes of the persons participating in the General Meeting of Shareholders.
- Fifty and more percent of the balance sheet value of the Bank's assets, – by the majority of not less than three fourths of the votes of the persons participating in the General Meeting of Shareholders.

The General Meeting of Shareholders resolves on the issue about a related-party transaction with affiliated persons if the value of the property underlying such transaction or a series of related transactions exceeds 50 percent of the balance sheet value of the Bank's assets determined based on the account (financial) statements for the recent reporting period of the Bank, by the majority of the total number of votes of the shareholders that have no interest in execution of such transaction.

Resolution of the General Meeting of Shareholders on a related-party transaction with affiliated persons of the Bank may not be needed if all shareholders of the Bank are its affiliated persons and have interest in execution of such transaction, as well as if the transaction meets all of the following conditions:

- It is executed by the Bank in the course of its usual business activity
- The terms of such transaction are no materially different from the terms of similar transactions executed by the Bank in the course of its usual business activity.

Transactions executed by the Bank in the course of its usual business activity are deemed transactions executed by the Bank three and more times within the recent twelve months, in particular, transactions of procurement of supplies and materials necessary for production and business activity, sale of ready products, performance of work (provision of services).

The list of persons eligible for participation in the General Meeting of Shareholders of the Bank is drawn on the basis of the register of shareholders formed up as of the date stipulated by the Bank's body that takes the decision on convening the General Meeting of Shareholders of the Bank.

10.3.5. The shareholder participates in the General Meeting of Shareholders of the Bank in person or through a representative.

The shareholder may appoint one person or several persons as representative(s). Other shareholders or third parties may be the shareholder's representatives.

The representation is executed in the form of a power of attorney issued according to the procedure stipulated by the laws. The power of attorney may indicate several persons acting as the principal and additional (if the principal is absent) representatives of the shareholder. The General Meeting of Shareholders may be attended by all representatives of the shareholder with the deliberative vote, but only one representative registered on behalf of such shareholder before the General Meeting of Shareholders of the Bank may vote on behalf of the shareholder on the issues put onto the agenda and reviewed at the General Meeting of Shareholders of the Bank.

The shareholder may at any time replace its representative at the General Meeting of Shareholders of the Bank by informing the Chair of the Board of Directors of the Bank or the Chair of the General Meeting of Shareholders by issuing a new power or attorney and/or withdrawing the active one.

- 10.3.6. The General Meeting of Shareholders of the Bank elects the Chair of the General Meeting of Shareholders of the Bank from among the shareholders (their representatives), and appoints the secretary of the General Meeting of Shareholders of the Bank.

The secretary of the General Meeting of Shareholders of the Bank confirms availability of the quorum at the General Meeting of Shareholders of the Bank, gives clarifications on the issues arising in relation to applying the right to participate in the General Meeting of Shareholders by the eligible persons, instructs on the procedure to vote on the issues that are put to vote, ensures compliance with the established procedure of voting and applying of the right to vote by the eligible persons, counts votes, and summarizes voting results, draws the minutes of the voting results and the voting ballots, then files them for storage as stipulated by local regulations of the Bank.

Based on results of the General Meeting of Shareholders of the Bank, not later than five days after it ends, the minute of the General Meeting of Shareholders of the Bank is drawn in two copies signed (on each page, including the resolutions attached) by the Chair and the secretary of the General Meeting of Shareholders of the Bank. The minutes may also be signed by the shareholders participating in that General Meeting of Shareholders of the Bank. The minutes is accompanied by the list of persons registered for participation in the General Meeting of Shareholders of the Bank and/or persons whose filled-in ballots have been received according to the procedure stipulated by the Articles of Association. The list of persons who registered for participation in the General Meeting of Shareholders of the Bank shall contain the signatures of such persons.

A copy of the minutes of the General Meeting of Shareholders of the Bank is provided to the Bank's shareholders upon their request according to the procedure stipulated by these Articles of Association for provision of information about the Bank. A fee may be charged for provision of the copy of the minutes, which shall not exceed the cost of its production.

- 10.3.7. The voting at the General Meeting of Shareholders of the Bank is carried out according to the 'one voting share – one vote' principle, except for cumulative voting.

The resolution on the issues attributed to the scope of authority of the General Meeting of Shareholders of the Bank may be adopted by absentee voting held by means of a written poll of shareholders, except for the issues of electing members of the Board of Directors of the Bank, members of the Audit Commission of the Bank, approving annual reports, annual accounting (financial) statements, and profit and loss distribution.

Absentee voting is carried out with voting ballots.

In determination of the quorum of the General Meeting of Shareholders of the Bank held in the virtual form by means of the written poll of shareholders, the votes represented by voting ballots are taken into account.

Voting ballots are sent to all shareholders of the Bank by registered letter, fax, e-mail, or other means that allow ascertaining the fact of receipt of the ballots by the shareholders, not later than five days before the date of the General Meeting of Shareholders of the Bank. The Bank may not send voting ballots selectively to certain shareholders in order to influence the voting results of the General Meeting of Shareholders of the Bank.

The voting ballot shall contain:

- The name of the individual (legal entity) eligible for participation in the General Meeting of Shareholders of the Bank, and the number of votes belonging to him/her/it at the General Meeting of Shareholders of the Bank.
- The full name and location of the Bank.
- The venue (address), means of submission, and deadline for submission of voting ballots for absentee voting.
- The date and venue of the General Meeting of Shareholders of the Bank, the date of counting votes in absentee voting.
- The agenda of the General Meeting of Shareholders of the Bank.
- The wording of issues to be voted for with the voting ballot, or its ordinal number in the agenda of the General Meeting of Shareholders, and the wording of resolutions on each of them.
- The voting options for each issue expressed as ‘For’, ‘Against’, ‘Abstained’, or voting options for each candidate to the Bank’s bodies.
- The number of votes belonging to the shareholder.
- The explanation of the process for filling in the voting ballot on each issue.
- The reminder that the voting ballot for absentee voting shall be signed by the person eligible for participation in the General Meeting of Shareholders of the Bank, and in case of using remote communication systems, the reminder that such means of ballot submission shall allow ascertaining that the voting ballot is sent by the person eligible for participation in the General Meeting of Shareholders.

Within five days after receipt of the voting ballot, the shareholders shall fill it in and submit to the Board of Directors of the Bank by letter, fax, e-mail, or other means that allow ascertaining the fact of its receipt by the Board of Directors of the Bank.

When the voting ballot is signed by the shareholder who is a natural person, it shall contain the information about the personal identification document of such person or other identifying data. When the voting ballot is signed by the shareholder that is a legal entity, it shall be signed by the legal entity’s CEO or a representative of the shareholder acting under the power of attorney from such shareholder, stating the information about the personal identification document of such representative, and the details of the power of attorney, with the attached seal of such legal entity. The voting ballot without the signature of the shareholder who is a natural person or the representative of the shareholder that is a legal entity, or CEO of the shareholder that is a legal entity, and the seal of such legal entity, shall be deemed null and void.

The deadline for submission of filled-in voting ballots for absentee voting shall not be later than two days before the date of the General Meeting of Shareholders of the Bank.

When counting votes, the votes are taken into account on those issues for which the voting participant complied with the voting procedure stipulated in the voting ballot, and marked only one voting option, except for cumulative voting. The voting ballot is deemed null and void for the issues for which the voting participant failed to comply with the voting procedure. The poll is deemed valid if at the final date of the period for submission of the voting ballots there have been received the replies of the shareholders possessing the number of votes required for holding the General Meeting of Shareholders of the Bank according to these Articles of Association. Resolutions are adopted as stipulated in Item 11.3.4 of these Articles of Association. In adoption of resolutions, the date of the General

Meeting of Shareholders of the Bank held in the form of the poll is deemed the date of the poll.

The resolution adopted by the General Meeting of Shareholders of the Bank by the poll of shareholders is recorded in the minutes signed by the Chair of the Board of Directors of the Bank.

Resolutions adopted by the General Meeting of Shareholders of the Bank in the in-person form are declared at such meeting.

Resolutions adopted by the General Meeting of Shareholders of the Bank held in the form of the poll are notified to the shareholders by the Board of Directors of the Bank within ten days from signing the minutes by letter, fax, e-mail, or other means that allow ascertaining the fact of receipt of the notification by the shareholders.

10.3.8. In carrying out mixed voting, the final date of the period for acceptance of voting ballots shall not be later than two days before the date of the General Meeting of Shareholders of the Bank.

10.3.9. If the Bank's shareholders consist of one shareholder only then the General Meeting of Shareholders of the Bank is neither convened nor held. The provisions of these Articles of Association stipulating the procedure and deadlines for convening and holding the General Meeting of Shareholders of the Bank do not apply if there is only one shareholder, except for the period stipulated in Item 10.3.1 of Section 10.3 of Article 10 hereof for holding the General Meeting of Shareholders, during which such shareholder shall take decisions on the issues stipulated by the second part of Item 10.3.1 of Section 10.3 of Article 10 hereof.

If the Bank's shareholders consist of one shareholder only then written decisions of such shareholder are deemed resolutions of the General Meeting of Shareholders of the Bank. If the sole shareholder of the Bank is another legal entity then the latter's Articles of Association shall stipulate the body authorized to resolve on the issues attributed to the scope of authority of the General Meeting of Shareholders by the Bank's Articles of Association.

## **Article 11. Board of Directors of the Bank**

11.1. The Board of Directors (hereinafter – the Board of Directors) manages the Bank's activity between General Meetings of Shareholders according to these Articles of Association and the Regulation on the Board of Directors. The Board of Directors reports to the General Meeting of Shareholders of the Bank or, if the Bank's shareholders consist of only one shareholder, to such shareholder.

The Board of Directors is elected by the General Meeting of Shareholders of the Bank and has five members. The Board of Directors shall have at least two independent directors, which is to be noted in the resolution of the General Meeting of Shareholders of the Bank at which the members of the Board of Directors are elected.

The independent director is deemed a member of the Board of Directors who is able, due to the absence of personal interest and possibility of being influenced by third parties in his/her decisions, to have unbiased judgement and take independent decisions meeting the Bank's requirements. The independent director is deemed a member of the Board of Directors of the Bank who complies with the requirements stipulated by the current laws.

Only natural persons may be members of the Board of Directors of the Bank. A member of the Board of Directors of the Bank must not be a shareholder of the Bank.

The same person may be elected as a member of the Board of Directors of the Bank for an indefinite number of times.

Members of the Board of Directors of the Bank and candidates to the Board of Directors of the Bank shall meet qualification and/or business reputation requirements stipulated by the laws.

The authority of the Board of Directors of the Bank expires at the moment of holding the General Meeting of Shareholders at which the new members of the Board of Directors of the Bank are elected.

11.2. The exclusive scope of authority of the Board of Directors of the Bank includes:

- Determining main directions of activity and the strategy of development (approving strategic development plans) of the Bank.
- Determining corporate values and rules, including rules of professional ethics.
- Approval of the annual financial and economic plan of the Bank (the budget) and indicative plans to achieve the goals and objectives set by the Articles of Association, and control over its fulfilment.
- Convening annual and extraordinary General Meetings of Shareholders and resolving on the issues relating to its preparation and holding.
- Review of the agenda of the General Meeting of Shareholders and the Bank and preliminary discussion of issues to be resolved upon by the General Meeting of Shareholders of the Bank; approval of the agenda of the General Meeting of Shareholders.
- Forming up the executive body of the Bank and early termination of its authority, electing members of the Management Board of the Bank and early termination of their authority, appointing (dismissing) the Chair of the Management Board of the Bank.
- Control over the activity of the Management Board of the Bank without interfering with its operative and administrative flow, including by means of regular review of reports on achievement of goals and following the development strategy of the Bank and the resolutions of the Board of Directors of the Bank.
- Determining the terms of labour remuneration for the Chair and the members of the Management Board of the Bank.
- Resolving on holding the Chair and the members of the Management Board of the Bank financially liable.
- Resolving on establishment of committees (Audit Committee, Risk Committee, and others), and approving regulations thereon.
- Submitting recommendations for the General Meeting of Shareholders of the Bank on the amount of remunerations and compensations paid to the members of the Audit Commission of the Bank for the performance of their duties.
- Determining the recommended amount of dividends and terms of their payment.
- Utilizing reserve and other funds of the Bank.
- Approving the assessment of the value of non-monetary contributions into the authorized capital of the Bank based on the assessment report and/or expert examination of validity of assessment of the cost of non-monetary contributions.
- Resolving on the issue of stock securities except for the issue of shares.



- Resolving on acquisition of the Bank's securities by the Bank except for the acquisition of shares.
- Approving resolutions on the issue of stock securities except for share issue.
- Electing the Chair of the Board of Directors of the Bank.
- Approving the Bank's depository and terms of agreement therewith.
- Resolving on conclusion of cash donation agreements above the budget approved by the Board of Directors of the Bank (except when donation is forbidden in accordance with the laws).
- Approving the Bank's organization structure.
- Approving of the draft version of the (labour) contract with the Chair and the members of the Management Board of the Bank.
- Determination of human resources policy including the policy of appointments and succession, labour incentives, including payment of remunerations and compensations, in line with the Bank's goals and the strategy of development, financial condition and risk profile, corresponding to the performance indicators of the Bank and its staff and their influence on the Bank's risk profile.
- Determining the terms of labour remuneration for the Chief Risk Officer and the Chief Internal Control Officer of the Bank, and regular review of reports submitted by such officers.
- Approving cost estimates of the internal audit service and determining the terms of labour remuneration of its head and staff.
- Providing for arrangement of the corporate governance system of the Bank, effective functioning of risk management and internal control systems, avoiding the conflict of interest and conditions of its occurrence in the course of risk management, and carrying out internal control in the Bank.
- Taking strategic decisions on improvement of the internal control system, review of internal control system efficiency assessment results, its correspondence to the nature, scope, and conditions of the Bank's activity, instructing the Management Board of the Bank to take measures to improve internal control and its arrangement.
- Review of managerial reports on the issues of the internal control system functioning.
- Adopting measures allowing the Management Board of the Bank to timely eliminate violations of the laws of the Republic of Belarus, drawbacks and violations detected in the course of reviews carried out by the internal audit service, the auditing company or individual auditor, the National Bank of the Republic of Belarus and other public (controlling) authorities, and implementing the recommendations received.
- Approving the plan of activities, regular reviewing and approving reports of the internal audit service.
- Performing annual self-assessment of efficiency of the Board of Directors of the Bank and its members, as well as internal assessment of efficiency of the Management Board of the Bank.
- Arranging an efficiency system of remunerations and compensations in the Bank corresponding to the risk profile and the scale of activities and aiming at performance

of all actions by the managing bodies and the staff, which are necessary to achieve the goals, pursue the strategy and directions of the Bank's development.

- Monitoring fulfilment of decisions taken in relation to the system of remunerations and compensations.
- Assessing compliance of the system of remunerations and compensations with the established requirements for its functioning.
- Reviewing managerial reports on the efficiency of the system of remunerations and compensations, which, in its turn, shall be sufficient to take timely managerial decisions.
- Approving the list of risk-taking employees and determining the terms of payment of remunerations and compensations to such employees.
- Establishing limits for operations and other activities to be resolved upon by the Management Board of the Bank and/or the Chair of the Management Board of the Bank.
- Controlling over execution of banking operations with insiders and related parties on the arm's length basis.
- Resolving on creation of associations of legal entities that are not legal entities themselves, and participation in such associations.
- Resolving on establishment of other legal entities and participation therein.
- Resolving on establishment, rearrangement, and liquidation of unitary enterprises and companies by the Bank.
- Resolving on due establishment and liquidation of branches and representative offices of the Bank and adoption of regulations thereon.
- Selecting and approving the auditing company (individual auditor) and determining material terms of audit services agreement with the auditing company (individual auditor) unless otherwise stipulated by the laws.
- Approving the terms of agreements with the managing company (manager) and the performer of assessment.
- Approving the value of the Bank's property in case of concluding a large transaction and related-party transaction with affiliated parties, securities issue, and in other cases when it is necessary to determine the value of the Bank's property, as stipulated by the laws and these Articles of Association.
- Resolving on large transactions in the cases stipulated by the laws.
- Resolving on related-party transactions with affiliated persons if the value of the property underlying the transaction or a series of related transactions does not exceed 50 percent of the balance sheet value of the Bank's assets determined based on the accounting (financial) statements for the recent reporting period of the Bank, as well as other transactions in the cases stipulated by the laws.
- Approving local regulations of the Bank stipulating the issues of general strategy of the Bank in carrying out banking activity (policies, codes), and other local regulations of the Bank in accordance with the scope of authority of the Board of Directors of the Bank, except for local regulations to be adopted by the General Meeting of Shareholders.
- Approving the Rules of the Bank's operations with the register of security holders.

The issues attributed to the exclusive scope of authority of the Board of Directors of the Bank by these Articles of Association may not be delegated for resolution to the Management Board of the Bank. The Board of Directors may accept for review any issue submitted to be reviewed by the Management Board of the Bank (except for the issues attributed to the scope of authority of the General Meeting of Shareholders).

Qualification and business reputation requirements not stipulated by these Articles of Association and set for the members of the Board of Directors, as well as peculiarities of operation of the Board of Directors of the Bank are stipulated by the Regulation on the Board of Directors of the Bank approved by the General Meeting of Shareholders.

The internal audit service, the Chief Risk Officer of the Bank, and the Chief Internal Control Officer of the Bank report to the Board of Directors.

Members of the Board of Directors of the Bank shall:

- Comply with the laws, these Articles of Association, and local regulations of the Bank in implementing their authority.
- Know the structure of the Bank's corporate governance, functions of the Board of Directors of the Bank, the Bank's organization structure, risks inherent to their activity, and continuously improve their skills in the area of finance, risks, and corporate governance (participate in trainings).
- Participate in the work of the Board of Directors of the Bank and committees created by the Board of Directors to which they have been elected, without the right to delegate the respective authority to third persons.
- Act on the principles of transparency, integrity, and reason to the benefit of the Bank.
- Provide for equal and fair treatment of all members of the Board of Directors of shareholders of the Bank.
- Have the right to demand convening the meeting of the Board of Directors, make suggestions on the agenda issues, and participate in their review with the right to vote, unless otherwise stipulated by the laws and these Articles of Association.
- Have their own competent substantiated opinion on the reviewed issues regardless of the opinion of other members of the Board of Directors, the Management Board, or the Bank's staff.
- Have the right to request and receive all information and documents necessary to perform their duties from the Audit Commission, the Management Board, the Chair of the Management Board and his/her deputies, and the Chief Accountant of the Bank.
- Refrain from actions (omissions) that may damage the Bank's interests, and not create obstacles to the Bank's activity due to their own actions (omissions).
- Refrain from actions that may lead to the conflict of interest, and immediately inform the Board of Directors of the Bank about the conflict of interest, and take measures to settle it.
- Not use the Bank's property or allow its use in violation of these Articles of Association, resolutions of the managing bodies of the Bank, and for personal purposes.
- Not evade from fulfilment of their duties stipulated by these Articles of Association and the laws.

- Be entitled to apply other rights and perform other duties stipulated by the laws, these Articles of Association, and local regulations of the Bank.
- Be liable to the Bank in accordance with the laws.

In addition to the right and duties that they have as members of the Board of Directors of the Bank, independent directors shall participate in the work of the Board of Directors of the Bank when taking decisions on designing the Bank's development strategy, self-assessment of activity of the Board of Directors of the Bank and its members, internal assessment of efficiency of the activity of the Management Board of the Bank, assessment of compliance of the activity of the Management Board with the chosen strategy, determination of the policy of conflict of interest and management of conflict of interest with participation of shareholders, protection of interests of the Bank's minority shareholders, and other issues relating to the interests of the Bank's shareholders in accordance with the laws and local regulations of the Bank.

Members of the Board of Directors who are independent directors shall timely notify the Board of Directors and the Management Board of the Bank about changes in their status or occurrence of circumstances due to which they are no longer independent.

- 11.3. At the first session after the annual General Meeting of Shareholders, the members of the Board of Directors of the Bank elect the Chair and the Deputy Chair of the Board of Directors (the latter acts instead of the Chair in case of his/her absence). The (Deputy) Chair of the Board of Directors is elected by the Board of Directors of the Bank from among its members by the majority of the total number of votes of the members of the Board of Directors of the Bank.

The Board of Directors of the Bank may re-elect the (Deputy) Chair of the Board of Directors at any time by the majority of the total number of votes of the members of the Board of Directors of the Bank.

The Chair of the Board of Directors (or the Deputy Chair of the Board of Directors who acts instead of the Chair in case of his/her absence) arranges for operation of the Board of Directors of the Bank, convenes and holds its sessions, arranges for the poll of the members of the Board of Directors of the Bank, signs minutes of the Board of Directors of the Bank, and executes other authority stipulated by the laws and these Articles of Association.

- 11.4. Sessions of the Board of Directors of the Bank are held when necessary, mainly in the in-person form (also using remote communication means) in the presence of quorum with the frequency that allows taking timely managerial decisions (but not less than once per quarter).

The session of the Board of Directors of the Bank may be convened by the initiative of its Chair or the Management Board of the Bank, or upon demand of any member of the Board of Directors of the Bank, the internal audit service of the Bank, the auditing company (individual auditor) that carries out the audit review of the Bank.

The demand to convene the session of the Board of Directors stating the issues to be reviewed by the Board of Directors is sent in writing to the Chair of the Board of Directors.

The session of the Board of Directors of the Bank shall be convened and held not later than 14 days after receipt of the demand to convene the Board of Directors of the Bank.

Written notifications on holding the session of the Board of Directors of the Bank with the attachment of materials on the agenda shall be sent to the members of the Board of Directors of the Bank not later than five days before the session date. The notification is

sent by letter, fax, e-mail, or other means that allow ascertaining the fact of receipt of the notification by the members of the Board of Directors of the Bank.

The notification on holding the session of the Board of Directors of the Bank shall contain the information about the form, date, time, venue, and the agenda of the session.

- 11.5. The session of the Board of Directors of the Bank is deemed valid if it is attended by at least half of the elected members of the Board of Directors of the Bank.

If necessary, members of the Audit Commission of the Bank and the Bank's staff may be invited to attend the session of the Board of Directors.

The session of the Board of Directors may be attended by its members using remote communication systems.

Each member of the Board of Directors of the Bank has one vote. The decisions of the Board of Directors of the Bank are taken at its sessions or by the poll by simple majority of votes of the members of the Board of Directors of the Bank present at the session or participating in the poll. In case of equal vote, the Chair of the Board of Directors of the Bank has the decisive vote.

Decisions on execution of related-party transactions with affiliated persons when the value of the property underlying the transaction or a series of related transactions does not exceed 50 percent of the balance sheet value of the Bank's assets determined based on the accounting (financial) statements for the recent reporting period, are taken by the majority of votes of the members of the Board of Directors of the Bank who have no interest in execution of such transaction, i.e. independent members. A member of the Board of Directors of the Bank is deemed independent if he/she is not, but for this status, an affiliated person of the Bank in accordance with the laws.

The decision of the Board of Directors on a related-party transaction with affiliated persons of the Bank may not be needed if all shareholders of the Bank are its affiliated persons and have interest in execution of such transaction, as well as if the transaction meets all of the following conditions:

- It is executed by the Bank in the course of its usual business activity
- The terms of such transaction are not materially different from the terms of similar transactions executed by the Bank in the course of its usual business activity.

Transactions executed by the Bank in the course of its usual business activity are deemed transactions executed by the Bank three and more times within the recent twelve months, in particular, transactions of procurement of supplies and materials necessary for production and business activity, sale of ready products, performance of work (provision of services).

The decision on a large transaction is taken by all members of the Board of Directors of the Bank unanimously.

If large transactions are executed in violation of the requirements stipulated by the laws as applicable to such transactions, and related-party transactions with affiliated persons of the Bank are executed in violation of the requirements stipulated by the laws and/or rights and legal interests of the Bank and its shareholders, the consequences stipulated by the laws are applied to such transactions and parties thereto.

The member of the Board of Directors of the Bank may not delegate his/her authority including the right to vote, to another person including another member of the Board of Directors of the Bank.

Decisions of the Board of Directors of the Bank may be taken by the poll of its members. Taking decisions by the poll is carried out using voting ballots.

Voting ballots may be sent by letter, fax, e-mail, or other means that allow ascertaining the fact of receipt of the voting ballot by the member of the Board of Directors of the Bank.

Voting ballots shall be sent to all members of the Board of Directors of the Bank including its Chair not later than five days before the date of the session of the Board of Directors of the Bank. The voting ballots shall contain:

- The full name and location of the Bank.
- The date of the poll.
- The date of sending the voting ballot.
- The information about the initiator of the session of the Board of Directors of the Bank.
- The deadline for submission of replies.
- The agenda of the session of the Board of Directors of the Bank.
- The names of candidates to be elected if the agenda of the session of the Board of Directors of the Bank contains the issue of electing the Chair of the Board of Directors.
- Wording of issues put to the vote and wordings of decisions on each issue.
- Voting options for each item of the agenda of the session of the Board of Directors of the Bank expressed as 'For', 'Against', and 'Abstained'.

The members of the Board of Directors of the Bank shall fill in and submit the voting ballots to the Board of Directors of the Bank by the deadline stated in the voting ballots. A member of the Board of Directors of the Bank who failed to submit written decision before the deadline is deemed not participating in the voting.

The poll is deemed valid if by the deadline date for submission of replies the members of the Board of Directors of the Bank have submitted the number of replies sufficient to hold the session of the Board of Directors of the Bank. If the voting ballots from all members of the Board of Directors (participating in the poll) are received before the date stated in the voting ballot as the deadline for submission of voting ballots, the results may, by decision of the Chair of the Board of Directors of the Bank, be summarized (votes may be counted) earlier than the date stated in the voting ballot as the date when the results are to be summarized (votes are to be counted).

The decision taken by the Board of Directors of the Bank by means of the poll shall be executed in writing (as minutes) and be deemed valid if signed by the Chair and the secretary of the Board of Directors of the Bank.

Decisions of the Board of Directors of the Bank taken at its in-person session are executed by the minutes which shall be drawn and signed by the Chair and the secretary of the Board of Directors of the Bank not later than three days after the session ends. The minutes shall contain:

- The full name of the Bank.
- The date, time, and venue of the session.
- The ordinal number of the minutes from the year-start.
- The information about participants.

- The agenda of the session.
- The issues put to vote, and voting results.
- The decisions taken.
- Other information as decided by the Board of Directors of the Bank.

Minutes of the Board of Directors, decisions of the Board of Directors of the Bank, and voting ballots are stored at the Bank's location.

The secretary of the Board of Directors of the Bank appointed by the Board of Directors of the Bank for keeping and storage of documents inbound to/ outbound from the Board of Directors of the Bank shall, upon demand of a member of the Board of Directors of the Bank, provide the minutes of the session of the Board of Directors of the Bank and decisions taken by the poll.

The decisions taken by the Board of Directors of the Bank by the poll shall, within not later than ten calendar days from the date of signing the minutes of the session of the Board of Directors of the Bank, be sent to the members of the Board of Directors of the Bank by letter, fax, e-mail, or other means that allow ascertaining the fact of receipt of the information about the decision taken.

- 11.6. The authority of the member(s) of the Board of Directors of the Bank are terminated early if resolved so by the General Meeting of Shareholders. The authority of the member(s) of the Board of Directors of the Bank may be terminated early without a resolution of the General Meeting of Shareholders if a member of the Board of Directors is withdrawn from it in the cases stipulated by the laws. If a member (members) of the Board of Directors of the Bank is/are withdrawn, the Board of Directors continues to act until the election of new members of the Board of Directors of the Bank unless otherwise stipulated by the laws.

The Bank notifies the National Bank of the Republic of Belarus on inclusion of the issue on early termination of authority of the independent director into the agenda of the General Meeting of Shareholders in accordance with the deadline stipulated by the laws.

- 11.7. The Board of Directors of the Bank may create committees from its members and the Bank's employees for preliminary consideration of reviewed issues.

The Board of Directors creates the Audit Committee from its members, which is responsible for general management and support of the internal control system, the internal audit service of the Bank, selection of and cooperation with auditing companies, and the Risk Committee, which is responsible for, inter alia, assessment of the efficiency of the risk management system of the Bank. The committees are headed by independent directors. To avoid a conflict of interest, the same independent director may not head the both committees at the same time.

The scope of authority, procedure of formation, cooperation with the managing and controlling bodies of the Bank, the rights and duties of the committees and their membership are determined in regulations on the committees approved by the Board of Directors of the Bank.

## **Article 12. Management Board of the Bank**

- 12.1. The Management Board (hereinafter – the Management Board) is the collegiate executive body in charge of the management and steering of the Bank's current activity.

Members of the Management Board and its Chair are elected by the Board of Directors of the Bank. The Management Board consists of five members.

Contracts (labour agreements) with the Chair and members of the Management Board are signed on behalf of the Bank by the Chair of the Board of Directors of the Bank or its other member authorized by the respective decision of the Board of Directors of the Bank.

The Chair of the Management Board, his/her deputies, and other members of the Management Board of the Bank, as well as candidates to the Management Board, shall comply with the qualification and business reputation requirements set by the laws. Qualification and business reputation requirements for the Chair and members of the Management Board of the Bank not stipulated herein and peculiarities of operation of the Management Board are stipulated by the Regulation on the Management Board approved by the Board of Directors of the Bank.

The Management Board may take decisions on any issues of the Bank's activity not attributed by the laws and these Articles of Association to the scope of authority of other managing bodies of the Bank (the General Meeting of Shareholders of the Bank or the Board of Directors of the Bank).

The quorum for the session of the Management Board shall be not less than half of the total number of its members.

The Management Board of the Bank takes decisions during its sessions (held, inter alia, using remote communication means), which are executed in the form of minutes.

The main tasks of the Management Board of the Bank are carrying out the activity aimed at raising profitability and competitiveness of the Bank, ensuring its sustainable financial and economic condition, day-to-day management of the Bank to provide for compliance of the Bank's activity with the local regulations defining the Bank's development strategy, risk management strategy, and lending, investment, accounting, and other policies of the Bank, as well as ensuring the functioning of the corporate governance system, the risk management system, the internal control system and the system for remunerations and compensations in the Bank, ensuring fulfilment of resolutions of the General Meeting of Shareholders of the Bank and the Board of Directors of the Bank, protection of shareholders' rights, ensuring effectiveness of their investment, and achievement of other statutory goals and objectives of the Bank.

To achieve the above-mentioned goals, the Management Board of the Bank:

- Ensures fulfilment of resolutions of the General Meeting of Shareholders of the Bank and the Board of Directors of the Bank, implementation of the Bank's strategy and policy, including arrangement and implementation of internal control and risk management systems in the Bank.
- Takes decision on holding heads of branches and representative offices and other officers of the Bank except for the members of the Management Board of the Bank financially liable.
- Submits the draft of resolution on distribution of profit and coverage of loss of the Bank to the General Meeting of Shareholders of the Bank and the Board of Directors of the Bank.
- Holds preliminary discussion of the issues to be reviewed by the General Meeting of Shareholders of the Bank or the Board of Directors of the Bank when such issues require preliminary review by the Management Board, and prepares the necessary documents therefor.
- Plans current activity of the Bank, reviews strategic plans of development, indicative plans, the business plan of the Bank, and reports on fulfilment of such plans, and submits them to the Board of Directors for approval.



- Organizes the internal control system, the risk management system, operation of the internal audit service, and ensures the Bank's achievement of goals and accomplishment of tasks set by the Board of Directors of the Bank in these areas.
- Controls over compliance with limits, the authority of the Bank's officers, including in executing large transactions, controls over adopting measures to decrease (mitigate) risks.
- Carries out internal monitoring of efficiency of the internal control system, and controls over elimination of detected internal control drawbacks and violations.
- Reviews managerial reports containing results and materials of regular revisions of the internal control system, its certain areas and types.
- Develops the Bank's organization structure.
- Makes suggestions to the Board of Directors on establishment and liquidation of branches and representative offices of the Bank, establishment of legal entities and participation therein, establishment, rearrangement and liquidation of unitary enterprises and entities by the Bank, and on other issues attributed to the scope of authority of the Board of Directors of the Bank.
- Appoints heads and deputy heads of branches, representative offices, subsidiaries of the Bank, chief accountants and their deputies in the Bank's branches.
- Coordinates decisions on commencement and termination of activity of structural divisions of the Bank.
- Creates and terminates internal divisions of the Bank in the framework of the Bank's organization structure approved by the Board of Directors of the Bank.
- Approves regulations on internal divisions of the Bank – independent divisions and departments (except for the internal audit service of the Bank and other divisions for which the regulations shall be approved by the Board of Directors of the Bank or the General Meeting of Shareholders of the Bank).
- Creates committees in various areas of activity in the Bank and its branches, approves regulations on committees, and takes decision on termination of their activity.
- Develops the concept of selection, training, and re-training of the Bank's staff.
- In accordance with the laws, approves the list of information that is professional and commercial secret of the Bank, establishes the modes of protection of professional and commercial secret of the Bank.
- Approves local regulations of the Bank (including the accounting policy, local regulations stipulating methodologies and procedures of internal control, risk management, business processes, and the issues of ensuring safe functioning of property and provision of banking services, and protection of information resources and information which proliferation and/or disclosure is limited) except for local regulations to be approved by the General Meeting of Shareholders or the Board of Directors of the Bank according to the laws or these Articles of Association.
- Approves the local regulation stipulating the issues of payment of labour remunerations to the Bank's employees (except for the Chair and members of the Management Board of the Bank) in the framework of the Bank's general policy of labour incentives.

- Commissions the Bank's representatives to supervise the economic entity of legal entities that are the Bank's clients that fail to timely repay loans and fulfil pledge agreements.
- Takes decisions on concluding cash donation agreements within the budget approved by the Board of Directors of the Bank (except for the cases when donation is forbidden in accordance with the laws).
- Takes decisions on gratis transfer for temporal use of property from the Bank's fixed assets belonging to it as the owner.
- Takes decisions to write off receivables (except when writing-off is stipulated by the laws) and outdated fixed assets and non-tangible assets, as well as booking investments into authorized capital of legal entities as loss in the amounts not exceeding ten thousand base values equivalent.
- Takes decisions on provision of gratis (sponsor) aid in accordance with the laws, and quarterly reports on provision of such aid to the Board of Directors of the Bank.
- Solves other issues stipulated by the laws, these Articles of Association, the Regulation on the Management Board of the Bank, and other local regulations of the Bank.

#### Members of the Management Board:

- Shall comply with the laws, these Articles of Association, and local regulations in performance of their duties.
- Shall participate in the operation of the Management Board, timely and properly review the issues put onto the agenda of the session of the Management Board for review and decision-making.
- May demand convening the session of the Management Board, make suggestions on the agenda items and participate in their review with the right to vote, unless otherwise stipulated by the laws and local regulations of the Bank.
- Shall have their own competent and substantiated opinion on the issues in review independent of the viewpoint of the other members of the Management Board or the Bank's employees.
- May request and receive information and documents necessary to perform their duties, from heads of structural divisions and other officers of the Bank.
- Shall refrain from actions (omissions) able to damage the Bank's interests, and must not impede the Bank's operation with their actions (omissions).
- Shall not use the Bank's property or allow its use contrary to these Articles of Association, resolutions of the managing bodies of the Bank, and for personal purposes.
- Shall not evade fulfilment of their duties stipulated by these Articles of Association and the laws.
- Shall apply other rights and perform other duties stipulated by the laws, these Articles of Association, and local regulations of the Bank.
- Are liable to the Bank in accordance with the laws.

The Management Board of the Bank reports to the Board of Directors of the Bank and the General Meeting of Shareholders of the Bank (if the Bank's shareholders consist of one shareholder only, then to such shareholder).

## 12.2. The Chair of the Management Board of the Bank:

- Is the Bank's CEO, presides the Management Board of the Bank, steers the current activity of the Management Board, arranges for fulfilment of resolutions of the General Meeting of Shareholders of the Bank and the Board of the Bank, and is responsible for the Bank's activity.
- Acts on behalf of the Bank and represents its interests without a power of attorney.
- Issues powers of attorney to represent the Bank in relations with third parties.
- Concludes agreements and other transactions on behalf of the Bank, preserving the rights and scope of authority of other managing bodies of the Bank as stipulated by the Articles of Association and local regulations of the Bank.
- Issues orders and instructions mandatory for all employees of the Bank, and takes other decisions arising out of labour and associated relations.
- Manages the Bank's property and funds (except for transactions to be resolved upon by the Board of Directors of the Bank or the General Meeting of Shareholders of the Bank).
- Organizes sessions of the Management Board of the Bank, presides at them, and signs minutes of sessions of the Management Board of the Bank.
- Opens current (settlement) and other bank accounts with banks.
- Hires, moves, and dismisses employees of the Bank (meanwhile, members of the Management Board of the Bank are dismissed in accordance with the laws and decisions of the Board of Directors of the Bank).
- Distributes duties and the scope of authority and responsibility among the members of the Management Board of the Bank and other offices and employees of the Bank according to the approved organization structure of the Bank.
- Takes decisions on incentives and penalties for the Bank's employees, and holding them financially liable in the due order.
- Raises claims and takes legal actions on behalf of the Bank against individuals and legal entities in accordance with the laws.
- Signs documents on behalf of the Bank.
- Approves the staffing table of the Bank (including its branches and representative offices).
- Takes decisions on creation and authorizing the Bank's commissions for prompt resolution of certain issues of the Bank's current activity, by issuing respective orders.
- Upon consent of the Board of Directors of the Bank, appoints (dismisses) the Chief Risk Officer and the Chief Internal Control Officer, as well as the head of the internal audit service.
- Performs other duties stipulated by the resolutions of the General Meeting of Shareholders of the Bank and the Board of Directors of the Bank.

If the Chair of the Management Board leaves office (is transferred or dismissed) or is absent temporarily, his/her duties are performed by the Deputy Chair of the Management Board or the person who passed the assessment of compliance with the requirements set

for the respective position, based on the respective order, for the period of not more than one year.

The Chair of the Management Board of the Bank may duly delegate certain authorities to his/her deputies or other officers of the Bank.

- 12.3. The Chair and the members of the Management Board of the Bank, the Chair and the members of the Board of Directors of the Bank are held liable in accordance with the laws for damage and losses caused to the Bank by their actions (omissions).

Based on the resolution of the General Meeting of Shareholders of the Bank, the Bank may sue the employees, officers, and members of the managing bodies of the Bank for compensation of damage or loss caused to the Bank.

- 12.4. In accordance with the scope, procedure, and deadlines stipulated by the laws and local regulations of the Bank, the members of the Board of Directors of the Bank and the members of the Management Board of the Bank shall provide information necessary for the determination of the category and taking account of affiliated persons and insiders of the Bank, the assessment of compliance of the members of the Board of Directors of the Bank and the members of the Management Board of the Bank with the established qualification and/or business reputation requirements, as well as information about transactions known to them as being executed or planned by the Bank, in which they may be deemed interested.

### **Article 13. Controlling bodies**

- 13.1. The Audit Commission of the Bank (hereinafter – the Audit Commission) elected by the General Meeting of Shareholders carries out internal control over financial and economic activity of the Bank, its branches, representatives offices, subsidiaries, as well as the Management Board of the Bank and the Bank's officers.

- 13.2. The Audit Commission comprises three members elected for one year. The Audit Commission is headed by the Chair elected from among its members on the day when the General Meeting of Shareholders of the Bank ends, at the first session of the Audit Commission to be arranged and held by the Chair of the General Meeting of Shareholders of the Bank. The Chair organizes the operation of the Audit Commission, also convenes and holds sessions of the Audit Commission and presides at them, manages audits and revisions carried out by the Audit Commission, and provides for drawing opinions based upon audit or revision results.

Members of the Board of Directors of the Bank, members of the Management Board of the Bank, or the Chair of the Management Board of the Bank may not be members of the Audit Commission. The audited persons may not participate in audits or revisions on the respective issues.

The General Meeting of Shareholders of the Bank may terminate the authority of any member of the Audit Commission before the expiry of the term for which he/she has been elected.

Remuneration may be paid and/or costs may be compensated to the members of the Audit Commission for performance of their duties during the period of such performance, upon resolution of the General Meeting of Shareholders in the amounts stipulated by the latter.

- 13.3. The scope of authority of the Audit Commission includes carrying out revisions on all or several directions of the Bank's activity of revisions on any one or several related directions or a certain period of activities carried out by the Bank, its branches, and representative offices.

The duties of the Audit Commission are:

- Annual revision of the results of financial and economic activity for the reporting year not later than the date of the annual General Meeting of Shareholders of the Bank
- Audits and revisions upon resolution of the General Meeting of Shareholders of the Bank, the Board of Directors of the Bank, the Management Board of the Bank, by own initiative of the Audit Commission, in the stipulated time
- Audits and revisions at any time upon written demand sent to the Audit Commission by shareholders who own in aggregate ten or more percent of shares. In this case, the audit or revision shall be commenced not later than 30 days from the date of receipt of such demand from the shareholders.

The duration of the audit or revision shall not exceed 30 days.

- 13.4. Upon demand of the Audit Commission, the members of the managing bodies of the Bank and the employees empowered to take decisions arising out of their authority, labour and associated relations, shall timely provide the documents on the financial and economic activity as required for the audit or revision, as well as give complete explanations in the oral and/or written form.
- 13.5. Based upon the audit or revision results, the Audit Commission draws the opinion that is signed by the members of the Audit Commission who carried out the audit or revision.

If violations have been detected, the Audit Commission shall:

- Submit the audit or revision opinion or certain conclusions and suggestions to the managing bodies of the Bank, which shall take measures in accordance with their scope of authority within the two-week period to eliminate the violations.
- Demand convening of the extraordinary General Meeting of Shareholders of the Bank if the resolution in relation to the violations detected in the course of the audit or revision may be adopted by the General Meeting of Shareholders only.

The opinion of the Audit Commission based on the results of the annual audit is submitted to the General Meeting of Shareholders of the Bank in the course of approval of the annual report, the annual accounting (financial) statements, and distribution of the Bank's profit and loss.

- 13.6. The requirements for qualification, professional, and other qualities of candidates to the Audit Commission are defined by the local regulation approved by the General Meeting of Shareholders.
- 13.7. To verify the compliance of the operations executed by the Bank with the laws of the Republic of Belarus, carry out independent and unbiased assessment of quality of the internal control, risk management, and corporate governance systems, as well as assessment of the efficiency of business process organization in the Bank, the internal audit service is established that acts on the basis of the regulation stipulating its operation, approved by the Board of Directors of the Bank. The internal audit service reports to the Board of Directors and is immediately subordinate to the Chair of the Management Board of the Bank.

Subordination of the internal audit service to the Board of Directors of the Bank is interpreted as stipulated in Article 109-1 of the Bank Code.

To ensure safe and liquid banking business in accordance with the laws and local regulations, the Bank carries out internal control.

The Bank's internal control system is a combination of internal control, internal audit, organization structure, local regulations stipulating the strategy, policy, methods, and procedures of internal control, as well as authority and responsibilities of the managing bodies and officers of the Bank.

The internal control is carried out by:

- The managing bodies of the Bank in accordance with the scope of authority determined by these Articles of Association.
- The committees (including the Audit Committee) that are necessary for collegiate resolution of issues relating to execution of the Bank's operations, are established in accordance with these Articles of Association, and act on the basis of regulations thereon.
- Structural divisions and officers of the Bank at all levels including the Chief Internal Control Officer of the Bank, the internal control division of the Bank, the special division for prevention of money laundering, terrorist financing, and financing of proliferation of mass destruction weapons, and the internal audit service, in accordance with the local regulations of the Bank stipulating authority distribution among structural divisions and employees of the Bank and cooperation between them.

To execute the internal control, the Bank develops and approves local regulations containing the policy, methods, and procedures of internal control, which shall be consistent, detailed, adequate to the scale and complexity of the Bank's business, and universally applicable in all its divisions.

- 13.8. The annual accounting (financial) statements of the Bank are audited annually by the independent external auditor – the auditing company (individual auditor) that has a special permit (license) of the National Bank of the Republic of Belarus for audit activity.

The audit opinion drawn based on the results of the audit of the annual accounting (financial) statements of the Bank is submitted for review to the General Meeting of Shareholders of the Bank in the course of approval of the annual report, the annual accounting (financial) statements, and distribution of profit and loss.

The annual accounting (financial) statements of the Bank shall be audited at the Bank's cost at any time upon demand of the Bank's shareholders who own in aggregate ten or more percent of the Bank's shares. If the managing body of the Bank authorized by these Articles of Association fails to take the measures to have the audit carried out upon demand of the shareholders who own in aggregate ten or more percent of the Bank's shares, then such shareholders may order the audit themselves. If this is the case, the auditing company (individual auditor) is selected and the agreement for provision of audit services is concluded by such shareholders with the right to claim compensation of audit costs from the Bank. In this case, the Bank shall create conditions for the auditing company (individual auditor) for timely and quality audit, as well as provide the necessary documents. If the managing body of the Bank authorized by the Articles of Association evades from having the audit carried out upon demand of the shareholders who own in aggregate ten or more percent of the Bank's shares, or fails to create the due conditions for it, then such audit may be carried out based on a court decision claimed by the shareholders who demand such audit.

#### **Article 14. Accounting and reporting**

- 14.1. Accounting and reporting in the Bank are organized in accordance with the laws.

The Bank and its Management Board are responsible for the organization, status, and authenticity of accounting and reporting in the Bank, and timely presentation of accounting (financial), statistic and other statements to the respective public authorities in accordance with the laws and these Articles of Association.

14.2. The Bank draws and presents the accounting (financial), statistic and other statements to the National Bank of the Republic of Belarus and the respective public authorities in the scope and by the deadlines stipulated by the laws.

14.3. The annual accounting (financial) statements are approved by the General Meeting of Shareholders of the Bank.

In the scope and according to the procedure stipulated by the National Bank of the Republic of Belarus, the Bank publishes the reports on its activity and the annual accounting (financial) statements with the auditor's opinion confirming its authenticity, in printed mass media defined by the National Bank of the Republic of Belarus and on its official website on the Internet.

The Bank shall disclose and present information about its activity in the scope and according to the procedure stipulated by the laws.

14.4. The Bank submits the reports to the respective securities office of the Ministry of Finance of the Republic of Belarus by the deadlines stipulated by the laws.

14.5. The Bank's reporting year starts on January 1 and ends on December 31.

#### **Article 15. Rearrangement and liquidation of the Bank**

15.1. The basis, procedure, forms of the Bank's rearrangement are stipulated by the laws with regard to the peculiarities defined in the Bank Code of the Republic of Belarus.

15.2. The Bank terminates its activity by means of liquidation according to the procedure stipulated by the laws, with regard to the requirements of the Bank Code of the Republic of Belarus.

Chair of the Management Board

[Signature]

A.V. Doronkevich

Official seal of BTA Bank Closed Joint-Stock Company, Minsk, the Republic of Belarus

Consultant of Registration and Licensing Department      [Signature]      E.N. Drozd  
Seal of Principal Secretariat Division of the National Bank of the Republic of Belarus.  
Official seal of BTA Bank Closed Joint-Stock Company, Minsk, the Republic of Belarus

This document is stitched, numbered and sealed on 39 (thirty-nine) pages.

Chair of the Management Board      [Signature]      A.V. Doronkevich  
Official seal of BTA Bank Closed Joint-Stock Company, Minsk, the Republic of Belarus