

Record of state registration of the credit institution was made in the Uniform State Register of Legal Entities on November 14, 2002, under the principal state registration No. 1025400001571

AGREED by  
Head of CBR Chief Administration  
for the Novosibirsk Region  
*/signed/* E.I. Zhabotinskaya

*Seal: /THE CENTRAL BANK OF THE  
RUSSIAN FEDERATION (THE BANK OF  
RUSSIA) THE CHIEF ADMINISTRATION  
FOR THE NOVOSIBIRSK REGION,  
OGRN 1037700013020, INN 7702235133/*

*August 24, 2009*

## Charter

**MDM Bank, Open Joint Stock Company**

**MDM Bank**

Approved by  
General Shareholders Meeting  
Minutes No. 4 dated June 24, 2009

## **Article 1. General Provisions**

1.1. The Bank was established as the result of reorganization of Commercial Bank for Science, Technology and Social Development Sibacadembank under the Resolution of the General Meeting of the Founders dated November 24, 1992 (Minutes No. 4) into an open joint stock company under the name Open Joint Stock Commercial Bank for Science, Technology and Social Development Sibacadembank, Sibacadembank JSC. Commercial Bank for Science, Technology and Social Development Sibacadembank was established under the Resolution of the Meeting of Founders dated April 19, 1990 (Minutes No. 1), and the Charter was registered by the State Bank of the USSR on June 25, 1990. Pursuant to the Regulation of the Supreme Soviet of the RSFSR dated December 2, 1990 "On the Procedure of Enacting the Law "On the Central Bank of the RSFSR" and the RSFSR Law "On Banks and Banking in the RSFSR", and the Charter of Commercial Bank for Science, Technology and Social Development Sibacadembank was reregistered on March 06, 1991 by the Central Bank of the RSFSR.

By the Resolution of the General Shareholders Meeting dated December 27, 1996 (Minutes No. 2) the Bank's form of incorporation was brought into compliance with the applicable legislation, and the Bank was renamed as Sibacadembank, Open Joint Stock Commercial Bank for Science, Technology and Social Development (Sibacadembank OJSC).

By the Resolution of the General Shareholders Meeting dated June 16, 1997 (Minutes No. 1) and the Resolution of the General Meeting of the Participants of Commercial Russky Narodny Bank, Limited Liability Partnership, dated June 15, 1997 (Minutes No. 14), the Bank was reorganized by merger with Commercial Russky Narodny Bank, Limited Liability Partnership).

The Bank is a legal successor of Commercial Russky Narodny Bank, Limited Liability Partnership. All rights and obligations of Commercial Russky Narodny Bank, Limited Liability Partnership, are assigned to the Bank, including the obligations disputed by the parties.

By the Resolution of the General Shareholders Meeting dated March 01, 2000 (Minutes No.1) and the Resolution of the General Meeting of the Participants of Commercial Kuzbassky Transportny Bank, Limited Liability Company, dated February 22, 2000 (Minutes No. 42), the Bank was reorganized by merger with Commercial Kuzbassky Transportny Bank, Limited Liability Company.

The Bank is a legal successor of Commercial Kuzbassky Transportny Bank, Limited Liability Company. All rights and obligations of Commercial Kuzbassky Transportny Bank, Limited Liability Company, are assigned to the Bank, including the obligations disputed by the parties.

By the Resolution of the General Shareholders Meeting dated January 14, 2002 (Minutes No.1), the Bank was renamed as Sibacadembank, Open Joint Stock Commercial Bank for Science, Technology and Social Development (Sibacadembank OJSC).

By the Resolution of the General Shareholders Meeting dated April 11, 2003 (Minutes No.1), the Bank's short name was changed to Sibacadembank OJSC.

By the Resolution of the General Shareholders Meeting dated September 30, 2006 (Minutes No.4) and the Resolution of the General Shareholders Meeting of the Urals Commercial Bank for Foreign Trade, Open Joint Stock Company, dated September 4, 2006 (Minutes No. 2), the Bank was reorganized by merger with the Urals Commercial Bank for Foreign Trade, Open Joint Stock Company, under the name URSA Bank, Open Joint Stock Company (URSA Bank).

The Bank is a legal successor of the Urals Commercial Bank for Foreign Trade, Open Joint Stock Company. All rights and obligations of the Urals Commercial Bank for Foreign Trade, Open Joint Stock Company, are assigned to the Bank, including the obligations disputed by the parties.

By the Resolution of the General Shareholders Meeting dated May 8, 2009 (Minutes No. 3), the Resolution of the General Shareholders Meeting of MDM Bank, Open Joint Stock Company, dated May 8, 2009 (Minutes No. 1) and the Resolution of the Sole Shareholder of MDM Banking Holding, Closed Joint Stock Company, dated May 8, 2009 (Resolution No. 4/2009), the Bank was reorganized by merger with MDM Bank, Open Joint Stock Company, and MDM Banking Holding, Closed Joint Stock Company, under the name MDM Bank, Open Joint Stock Company (MDM Bank).

The Bank is a legal successor of MDM Bank, Open Joint Stock Company, and MDM Banking Holding, Closed Joint Stock Company. All rights and obligations of MDM Bank, Open Joint Stock Company, and MDM Banking Holding, Closed Joint Stock Company are assigned to the Bank, including the obligations disputed by the parties.

1.2. The Bank, as a member of the Russian banking system, is governed by the Russian laws in effect, the CBR regulations and this Charter.

1.3. The Bank is a legal entity with its own (independent) balance, aimed at profit generation. The Bank shall operate as a legal entity from the date of its state registration as provided by the federal laws. The announcement of the Bank's establishment shall be published by the printed media specialized to inform of the state registration of legal entities.

1.4. Full official name of the Bank shall be:

- in Russian: Открытое акционерное общество «МДМ Банк»;
- in English: MDM Bank, Open Joint Stock Company.

1.5. Short official name of the Bank shall be:

- in Russian: ОАО «МДМ Банк»;
- in English: MDM Bank.

1.6. The Bank shall have the exclusive right to use its official name.

1.7. The Bank shall have a round seal bearing its full official name in Russian and a reference to its registered office. The seal may also bear the short official name of the Bank.

1.8. The Bank shall be entitled to have stamps and letterheads with its full name, as well as its own logotype and other means of visual identification.

1.9. The Bank shall be liable for its obligations by all its property and may, on its own behalf, acquire and exercise its property and non-property rights, incur obligations and, sue and be sued in a court.

1.10. The Bank shall be entitled to participate, at its own discretion or jointly with other legal entities and individuals, in other commercial and non-commercial organizations within and outside the Russian Federation under the effective laws of the Russian Federation and the appropriate foreign country.

1.11. The Bank is established for an unlimited duration and shall perform its operations under the CBR License.

1.12. Legislative and executive bodies and local authorities shall not be entitled to interfere in the Bank's business, unless otherwise provided by the federal laws.

1.13. The Bank shall not be liable for the obligations of the state and its bodies. The state shall not be liable for the Bank's obligations, unless the state at its own discretion undertakes such obligations.

1.14. The Bank shall not be liable for the CBR obligations. The Central Bank of the Russian Federation shall not be liable for the obligations of the Bank, unless the CBR at its own discretion undertakes such obligations.

## **Article 2. Legal Address**

2.1. The Bank's legal address is 18 Lenina St., Novosibirsk, 630004, Russian Federation.

2.2. The Bank's postal address is 18 Lenina St., Novosibirsk, 630004, Russian Federation.

2.3. The Bank has the following branches and representative offices, which are not legal entities and perform their operations as prescribed by the regulations approved:

2.3.1. Anadyr Branch: 22 Otke St., Anadyr, 689000, Chukotka Autonomous District, Russian Federation.

2.3.2. Arkhangelsk Branch: 1 Uritskogo St., Arkhangelsk, 163002, Russian Federation.

2.3.3. Barnaul Branch: 59 Profinterna St., Barnaul, 656002, Russian Federation.

2.3.4. Vladivostok Branch: 3 Svetlanskaya St., Vladivostok, Primorie Territory, 690091, Russian Federation.

2.3.5. Volgograd Branch: 44 V.I. Lenina Ave., Volgograd, 400005, Russian Federation.

2.3.6. Voronezh Branch: 14 Lenina Sq., Voronezh, 394018, Russian Federation.

2.3.7. Yekaterinburg Branch: 4V Chebysheva St., Yekaterinburg, 620062, Russian Federation.

2.3.8. Ivanovo Branch: 9/21 Kalinina St., Ivanovo, 153002, Russian Federation.

2.3.9. Izhevsk Branch: 242 Pushkinskaya St., Izhevsk, 426008, Udmurt Republic, Russian Federation.

2.3.10. Irkutsk Branch: 100A Dekabrskih Sobytiy St., Irkutsk, 664007, Russian Federation.

2.3.11. Yoshkar-Ola Branch: 166 Pervomayskaya St., 424003, Republic of Mariy El, Russian Federation.

2.3.12. Kazan Branch: 114 Dekabristov St., Kazan, 420080, Republic of Tatarstan, Russian Federation.

2.3.13. Krasnoyarsk Branch: 10 Mira Ave., offices 76 and 79, Krasnoyarsk, 660049, Russian Federation.

2.3.14. Kuzbass Branch: 5v Nogradskaya St., Kemerovo, 650099, Russian Federation.

2.3.15. Kurgan Branch: 56/1 K. Myagotina St., Kurgan, 640003, Russian Federation.

2.3.16. Kursk Branch: 62/21 Karla Marksa St., Kursk, 305029, Russian Federation.

2.3.17. Moscow Branch: 5 Bryanskaya St., Moscow, 121059, Russian Federation.

2.3.18. Murmansk Branch: 19 Lenina Ave., Murmansk, 183032, Russian Federation.

2.3.19. Nizhniy Novgorod Branch: 5/9 Bolshaya Pecherskaya St., Nizhniy Novgorod, 603005, Russian Federation.

2.3.20. Novokuznetsk Branch: 25 Togliatti St., Novokuznetsk, 654018, Kemerovo Region, Russian Federation.

2.3.21. Novosibirsk Branch: 86 Maksima Gorkogo St., Novosibirsk, 630099, Russian Federation.

2.3.22. Obninsk Branch: 49 Kurchatova St., Obninsk, 249039, Kaluga Region, Russian Federation.

2.3.23. Omsk Branch: 128 Dekabristov St., Omsk, 644010, Russian Federation.

2.3.24. Orenburg Branch: 23 Vostochnaya St., Orenburg, 460021, Russian Federation.

2.3.25. Orel Branch: 18 Gagarina St., Orel, 302001, Russian Federation.

2.3.26. Penza Branch: 11 Moskovskaya St., Penza, 440000, Russian Federation.

2.3.27. Perm Branch: 7a Geroyev Khasana St., Perm, 614990, Perm Territory, Russian Federation.

2.3.28. Rostov-on-Don Branch: 166 Bolshaya Sadovaya St., Rostov-on-Don, 344022, Russian Federation.

2.3.29. Samara Branch: 76 Krasnoarmeyskaya St., Samara, 443041, Russian Federation.

2.3.30. Saint Petersburg Branch: 53 Kamennooostrovskiy Ave., Saint Petersburg, 197022, Russian Federation.

- 2.3.31. Sayanogorsk Branch: 22a/2 Leningradskiy Microdistrict, Sayanogorsk, 655600, Republic of Khakassiya.
- 2.3.32. Sverdlovsk Branch: 2 Metallurgov Sq., block B, Serov, 624440, Sverdlovsk Region, Russian Federation.
- 2.3.33. Smolensk Branch: 19 Gagarina Ave., Smolensk, 214018, Russian Federation.
- 2.3.34. Stavropol Branch: 217 Lenina St., Stavropol, 355017, Russian Federation.
- 2.3.35. Surgut Branch: 1 50-let VLKSM St., Surgut, 628403, Yugra - Khanty-Mansi Autonomous District, Tyumen Region, Russian Federation.
- 2.3.36. Syktyvkar Branch: 2/1 Gorkogo St., Syktyvkar, 167000, Republic of Komi, Russian Federation.
- 2.3.37. Tver Branch: 20 Novotorzhskaya St., Tver, 170100, Russian Federation.
- 2.3.38. Tomsk Branch: 15a Belinskogo St., Tomsk, 634029, Russian Federation.
- 2.3.39. Tyumen Branch: 68 Maksima Gorkogo St., bld. 1 1/1, Tyumen, 625000, Russian Federation.
- 2.3.40. Ufa Branch: 8 Krupskaya St., Ufa, 450000, Republic of Bashkortostan, Russian Federation.
- 2.3.41. Branch in Barnaul: 50 Proletarskaya St., Barnaul, 656056, Altay Territory, Russian Federation.
- 2.3.42. Branch in Yekaterinburg: 20 Lenina Ave., Yekaterinburg, 620014, Sverdlovsk Region, Russian Federation.
- 2.3.43. Branch in Irkutsk: 36 Chkalova St., Irkutsk, 664025, Russian Federation.
- 2.3.44. Branch in Kemerovo: 137/3 Lenina Ave., Kemerovo, 650060, Russian Federation.
- 2.3.45. Branch in Krasnoyarsk: 15 Mira Ave., Krasnoyarsk, 660049, Russian Federation.
- 2.3.46. Branch in Moscow: 33/1 Kotelnicheskaya Naberezhnaya St., Moscow, 115172, Russian Federation.
- 2.3.47. Branch in Omsk: 37 Chkalova St., Omsk, 644070, Russian Federation.
- 2.3.48. Branch in Perm: 117 Bolshevistskaya St., Perm, 614015, Russian Federation.
- 2.3.49. Branch in Samara: 57A Chernorechenskaya St., Samara, 443096, Russian Federation.
- 2.3.50. Branch in Tyumen: 15/1 Vodoprovodnaya St., Tyumen, 625002, Russian Federation.
- 2.3.51. Branch in Chelyabinsk: 251/10 Rossiyskaya St./Timiryazeva St., Chelyabinsk, 454091, Russian Federation.
- 2.3.52. Khabarovsk Branch: 123 Volochayevskaya St., Khabarovsk, 680000, Russian Federation.
- 2.3.53. Chelyabinsk Branch: 143 Kirova St., Chelyabinsk, 454000, Russian Federation.
- 2.3.54. Chita Branch: 68 Krasnoarmeyskaya St., Chita, 672038, Zabaikaliye Territory, Russian Federation.
- 2.3.55. Prague Representative Office:
- address in Russian: Сибирская пл. дом 1027, 160 000, Прага 6, Чешская Республика;
  - address in Czech: Sibirske nam. 1027, 160 000, Praha 6, Ceska republika.
- 2.3.56. Almaty Representative Office (the Republic of Kazakhstan): 151/115 Abaya Ave./Radostovtса St., Almaty, 050009, Republic of Kazakhstan.
- 2.3.57. London Representative Office (the United Kingdom):
- the address in Russian: Кэнон стрит 60, Лондон, EC4N 6NP, Великобритания;
  - the address in English: 60 Cannon Street, London, EC4N 6NP, Great Britain.
- 2.3.58. Beijing Representative Office (People's Republic of China):
- address in Russian: КНР, 100022, г. Пекин, район Чао Ян, ул. Цзяньгомэньвай, В12, Башни Близнецов (Восток), этаж 10, офис 09;
  - address in English: Unit 09, 10th Floor, Twin Towers (East), B12, Jianguomenwai Avenue, Chao Yang District, Beijing, China, 100022.
- 2.4. The Bank shall be entitled to open other branches and representative offices in the established manner, including those located in any foreign country, and to vest them with the rights prescribed in the provisions of the Bank's Charter.

### **Article 3. Banking Operations and Other Transactions**

- 3.1. The Bank shall be entitled to perform the following banking operations:
- 3.1.1. deposit-taking from retail and corporate customers (demand and fixed-term deposits);
- 3.1.2. placement of the raised funds specified in Article 3.1.1 of this Charter for and on behalf of the Bank at its own expense;
- 3.1.3. opening and maintenance of bank accounts for retail and corporate customers;
- 3.1.4. bank account settlements on instructions of retail and corporate customers, including correspondent banks;
- 3.1.5. collection of cash, bills, payment and settlement documents, and cash services to retail and corporate customers;
- 3.1.6. purchase and sale of foreign currency in cash and non-cash;
- 3.1.7. attraction and placement of precious metals;
- 3.1.8. issuance of bank guarantees;
- 3.1.9. money transfer on instructions of retail customers without opening bank accounts (except for postal remittance).

- 3.2. In addition to the banking operations specified in Article 3.1 hereof, the Bank shall be entitled to perform the following transactions:
- 3.2.1. issuance of third party bonds (guarantees) providing for the performance of obligations in cash;
  - 3.2.2. acquisition (assignment) of rights to demand from the third parties to perform their obligations in cash;
  - 3.2.3. holding cash and other assets in trust under the agreements with individuals and legal entities;
  - 3.2.4. operations with precious metals and stones in accordance with the Russian laws;
  - 3.2.5. leasing to individuals and legal entities of special premises or safes located therein for keeping documents or valuables;
  - 3.2.6. financial lease;
  - 3.2.7. consulting and information services.
- 3.3. The Bank shall be entitled to perform other transactions in compliance with the laws of the Russian Federation.
- 3.4. The Bank shall not be entitled to be engaged in production, trade or insurance.
- 3.5. Subject to the Banking License issued by the CBR, the Bank shall be entitled to issue, purchase, sell, record, store and perform other transactions with securities as payment documents, securities confirming attraction of funds to deposits and bank accounts, and other securities which do not require a special license for operations therewith in accordance with the federal laws, and it shall be entitled to hold the above securities in trust under the agreements with individuals and legal entities.
- 3.6. The Bank shall be entitled to act as a professional securities market participant as prescribed by the federal laws.
- 3.7. All banking operations and other transactions shall be in rubles or, if licensed by the CBR, in foreign currency subject to the regulations of the Bank of Russia.

#### **Article 4. Charter Capital**

- 4.1. The Charter Capital of the Bank is formed in the amount of RUB 3,924,979,016 (three billion nine hundred and twenty four million nine hundred and seventy nine thousand and sixteen) and is divided into 3,580,986,527 (three billion five hundred and eighty million nine hundred and eighty six thousand five hundred and twenty seven) common shares of par value RUB 1 (one) each, 150,000 (One hundred and fifty thousand) fixed-dividend preferred shares of par value RUB 1 (one) each, 284,163,460 (Two hundred and eighty four million one hundred and sixty three thousand four hundred and sixty) Class 3 preferred shares of par value RUB 1 (one) each, 1,415,280 (one million four hundred and fifteen thousand two hundred and eighty) Class 4 preferred shares of par value RUB 1 (one) each, 1,210 (one thousand two hundred and ten) Class 5 preferred shares of par value RUB 1 (one) each, 21,450 (twenty one thousand four hundred and fifty) Class 6 preferred shares of par value RUB 1 (one) each, 2,530,800 (two million five hundred and thirty thousand eight hundred) Class 7 preferred shares of par value RUB 1 (one) each, 55,710,289 (fifty five million seven hundred and ten thousand two hundred and eighty nine) Class 8 preferred shares of par value RUB 1 (one) each.
- 4.2. No increase in the Bank's Charter Capital to cover losses incurred by it shall be permitted.
  - 4.3. Borrowed funds shall not be used as a source for the Bank's Charter Capital.
  - 4.4. Proceeds from Federal Budget and State Non-Budgetary Funds, available cash assets and other assets managed by the federal authorities shall not be used as a source for the Bank's Charter Capital, save as otherwise provided by the federal laws.
  - 4.5. Proceeds from Budgets of constituent entities of the Russian Federation and Local Budgets, available cash assets and other assets managed by the federal authorities of constituent entities of the Russian Federation and local authorities may be used as a source for the Bank's Charter Capital under the legal act of the constituent entity of the Russian Federation or the resolution of the local authority respectively, in accordance with the procedure stipulated by the Federal Law "On Banks and Banking" and other federal laws.
  - 4.6. The Bank's Charter Capital may be increased through the increase in the shares par value or the additional share placement.  
The resolution to increase the Bank's Charter Capital by increasing the par value of shares and placing additional shares (except for placing additional shares as provided for in Articles 39.3-39.4 of the Federal Law "On Joint-Stock Companies") shall be adopted by the General Shareholders Meeting by a majority vote of the voting stock holders participating in the General Shareholders Meeting only at the proposal of the Board of Directors.
  - 4.7. Additional shares may be placed by the Bank only in the volume not exceeding the number of ordinary shares specified in the Bank's Charter.  
The resolution to increase the Bank's Charter Capital by placing additional shares may be adopted by the General Shareholders Meeting simultaneously with the resolution to introduce to the Charter the provisions on declared shares required for adoption of such resolution, or to amend the provisions on declared shares.
  - 4.8. Introduction to the Charter of the amendments and supplements related to the increase of the Bank's Charter Capital shall be subject to the resolution of the General Shareholders Meeting to increase the Bank's Charter

Capital, the resolution of the Board of Directors adopted in accordance with Article 15.2.40 hereof, and the registered stock issue report or, if no state registration of the stock issue report is required for stock issuance in accordance with the laws of the Russian Federation, the extract from the state emission securities register.

4.9. The Bank's Charter Capital may be reduced by decreasing the par value of the Bank's shares or by reducing the total number of shares, including acquisition and redemption of any portion of the shares placed.

4.10. The resolution to reduce the Bank's Charter Capital (other than reduction of the Charter Capital by reducing the par value of the Bank's shares) shall be adopted by the General Shareholders Meeting by a majority vote of the voting stock holders participating in the General Shareholders Meeting.

The resolution to reduce the Bank's Charter Capital by reducing the par value of the Bank's shares shall be adopted at the proposal of the Bank's Board of Directors accepted as provided in paragraph 3 of Article 15.10 hereof, and by the General Shareholders Meeting by a three-fourths vote of the voting stock holders participating in the General Shareholders Meeting.

4.11. If by the end of the second and each following financial year according to the annual balance sheet proposed for approval by the Bank's Shareholders, or subject to audit findings the value of the Bank's net assets would be lower than its Charter Capital, the Bank shall be obliged to disclose the information on reduction of the Charter Capital down to the level not exceeding the value of its net assets.

4.12. The General Shareholders Meeting shall be obliged to adopt the resolution to reduce the Charter Capital by redemption of the shares:

4.12.1. purchased by the Bank under the resolution of the General Shareholders Meeting and, not sold during a year after purchase thereof;

4.12.2. repurchased by the Bank and, not sold during a year after repurchase thereof.

4.13. If the shareholders' equity (capital) of the Bank would be lower than its Charter Capital according to the reporting month results, the Bank shall be obliged to bring the Charter Capital into compliance with the shareholders' equity (capital).

4.14. The Bank shall not be entitled to reduce its Charter Capital so that it falls below the minimum charter capital determined in accordance with the Russian laws as of the date of filing documents for state registration of the relevant amendments to the Charter, and if, pursuant to the Federal Law "On Joint-Stock Companies", the Bank is obliged to reduce its Charter Capital, then as of the date of state registration of the Bank.

4.15. The Bank shall, within 30 days from the date of the resolution to reduce its Charter Capital, inform the Bank's creditors of such reduction of the Bank's Charter Capital and its new amount in writing and announce the adopted resolution in the printed media specialized to inform of the state registration of legal entities.

4.16. Amendments and supplements to the Charter related to the Charter Capital reduction by purchasing the Bank's shares for redemption shall be made upon the General Shareholders Meeting resolution on such reduction and the share purchase report approved by the Board of Directors. Amendments and supplements to the Charter related to the Charter Capital reduction through the redemption of own shares shall be made based on the General Shareholders Meeting resolution on such reduction and the report on share redemption results approved by the Board of Directors. In such cases the Bank's Charter Capital will be reduced by the par value of the shares redeemed.

4.17. The purchase of over 1 per cent of the Bank's shares and (or) their receipt for trust management by a single legal entity or an individual or a group of legal entities and (or) individuals bound by a joint agreement, or a group of legal entities, which are subsidiaries or associates, under a single transaction or a series of transactions, shall require notification to the Bank of Russia, and in case of over 20 per cent – the Bank of Russia's prior approval.

## **Article 5. Shares of the Bank**

5.1. All shares of the Bank are registered non-documentary securities. The Bank may place common shares and one or more classes of preferred shares. The par value of the placed preferred shares shall not exceed 25 per cent of the Bank's Charter Capital.

5.2. If upon exercising by the Bank's Shareholder of its pre-emption right to acquire additional shares or upon consolidation of shares, the Shareholder is unable to purchase an integral number of shares, parts of shares are formed ("fractional shares"). A fractional share grants its owner the same rights as those granted by the whole share of the corresponding category (class), albeit on a pro rata basis. Fractional shares shall circulate *pari passu* to whole shares.

5.3. The number of shares placed by the Bank is 3,924,979,016 (three billion nine hundred and twenty four million nine hundred and seventy nine thousand and sixteen) of which 3,580,986,527 (three billion five hundred and eighty million nine hundred and eighty six thousand five hundred and twenty seven) are common shares, 150,000 (one hundred and fifty thousand) are fixed-dividend preferred shares, 284,163,460 (two hundred and eighty four million one hundred and sixty three thousand four hundred and sixty) are Class 3 preferred shares, 1,415,280 (one million four hundred and fifteen thousand two hundred and eighty) are Class 4 preferred shares, 1,210 (one thousand two hundred and ten) are Class 5 preferred shares, 21,450 (twenty one thousand four hundred and fifty) are Class 6 preferred shares, 2,530,800 (two million five hundred and thirty thousand eight hundred) are Class 7 preferred shares, 55,710,289 (fifty five million seven hundred and ten thousand two hundred and eighty nine) are Class 8 preferred shares.

5.4. The par value of one common share is RUB 1 (one), the number of common shares is 3,580,986,527 (three billion five hundred and eighty million nine hundred and eighty six thousand five hundred and twenty seven). Each common share shall entitle its holder to the same scope of rights.

5.5. The maximum number of declared common shares is 1,000,000 (one million). The par value of one common share is RUB 1 (one). The declared common shares shall, when placed, confer on their holders all rights in respect of such shares, as stipulated by this Charter and the Federal Law “On Joint-Stock Companies”.

5.6. The number of placed fixed-dividend preferred shares is 150,000 (one hundred and fifty thousand). The par value is RUB 1 (one). Fixed-dividend preferred shares guarantee to their holder the minimum fixed annual dividend of 10 per cent of the par value of the share. The General Shareholders Meeting shall determine the actual annual dividend on fixed-dividend preferred shares. The liquidation value of fixed-dividend preferred shares shall be their par value. The holders of fixed-dividend preferred shares shall not be entitled to vote at the General Shareholders Meeting, unless otherwise provided by Article 6.5.1 hereof.

5.7. The maximum number of declared fixed-dividend preferred shares is 150,000 (one hundred and fifty thousand). The par value of one declared fixed-dividend preferred share is RUB 1 (one). Declared fixed-dividend preferred shares shall, when placed, confer on their holders all rights in respect of such shares, as stipulated by Article 5.6 hereof.

5.8. The number of placed Class 3 preferred shares is 284,163,460 (two hundred and eighty four million one hundred and sixty three thousand four hundred and sixty). The par value is RUB 1 (One). Class 3 preferred shares guarantee to their holder the dividend: of 9 per cent p.a. of USD 0.9 placement value per Class 3 preferred share of the first issue; or in the amount per common share, if the absolute amount of dividend to be paid per common share exceeds the absolute amount of dividend to be paid per Class 3 preferred share. Following the results of the financial year of the first issue of Class 3 preferred shares, the annual dividend on such shares shall accrue from the day following the date of state registration of the stock issue report.

Dividend to the holders of Class 3 preferred shares (non-residents of the Russian Federation) shall be paid in USD. Dividend to the holders of Class 3 preferred shares (residents of the Russian Federation) shall be paid in RUB according to the USD exchange rate established by the CBR as of the date of transfer.

The liquidation value of Class 3 preferred shares shall be their par value. The holders of Class 3 preferred shares shall not be entitled to vote at the General Shareholders Meeting, unless otherwise provided by Article 6.6.1 hereof.

5.9. The maximum number of Class 3 declared preferred shares is 305,836,540 (three hundred and five million eight hundred and thirty six thousand five hundred and forty). The par value of one Class 3 declared preferred share is RUB 1 (one). Class 3 declared preferred shares shall, when placed, confer on their holders all rights in respect of such shares, as stipulated by Article 5.8 hereof.

5.10. The number of placed Class 4 preferred shares is 1,415,280 (one million four hundred and fifteen thousand two hundred and eighty). The par value is RUB 1 (one). Class 4 preferred shares guarantee to their holder the dividend of 10 per cent p.a. of the par value of the share. The liquidation value of Class 4 preferred shares shall be their par value. The holders of Class 4 preferred shares shall not be entitled to vote at the General Shareholders Meeting, unless otherwise provided by Article 6.7.1 hereof.

5.11. The number of placed Class 5 preferred shares is 1,210 (one thousand two hundred and ten). The par value is RUB 1 (one). Class 5 preferred shares guarantee to their holder the dividend of 100 per cent p.a. of the par value of the share. The liquidation value of Class 5 preferred shares shall be their par value. The holders of Class 5 preferred shares shall not be entitled to vote at the General Shareholders Meeting, unless otherwise provided by Article 6.8.1 hereof.

5.12. The number of placed Class 6 preferred shares is 21,450 (twenty one thousand four hundred and fifty). The par value is RUB 1 (one). Class 6 preferred shares guarantee to their holder the dividend of 110 per cent p.a. of the par value of the share. The liquidation value of Class 6 preferred shares shall be their par value. The holders of Class 6 preferred shares shall not be entitled to vote at the General Shareholders Meeting, unless otherwise provided by Article 6.9.1 hereof.

5.13. The number of placed Class 7 preferred shares is 2,530,800 (two million five hundred and thirty thousand eight hundred). The par value is RUB 1 (one). Class 7 preferred shares guarantee to their holder the annual dividend payable *pari passu* to the holders of common shares. The liquidation value of Class 7 preferred shares shall be their par value. The holders of Class 7 preferred shares shall not be entitled to vote at the General Shareholders Meeting, unless otherwise provided by Article 6.10.1 hereof.

5.14. The number of placed Class 8 preferred shares is 55,710,289 (fifty five million seven hundred and ten thousand two hundred and eighty nine). The par value is RUB 1 (one). Class 8 preferred shares guarantee to their holder the annual dividend payable *pari passu* to the holders of common shares. The liquidation value of Class 8 preferred shares shall be their par value. The holders of Class 8 preferred shares shall not be entitled to vote at the General Shareholders Meeting, unless otherwise provided by Article 6.11.1 hereof.

5.15. The shares placed through subscription may be paid in cash or any other property subject to the current legislation and the CBR regulations. If the additional shares are paid otherwise than in cash, the Board of Directors shall estimate the monetary value of assets used to pay for the shares in the manner as provided by the Federal Law “On Joint-

Stock Companies". The market value of assets used to pay for the shares shall be estimated by an independent appraiser. The monetary value of assets estimated by the Board of Directors may not exceed the amount estimated by an independent appraiser.

5.16. If the resolution to place additional shares and emission securities convertible into shares provides for non-cash payment, the persons exercising their pre-emption right to acquire such securities shall be entitled at their sole discretion to pay for them in cash.

## **Article 6. Shareholders' Rights**

6.1. Russian and foreign legal entities and individuals may be among the Shareholders of the Bank. The acquisition of shares by foreign legal entities and individuals shall be subject to the Russian laws in effect and this Charter.

6.2. The Shareholders shall not be liable with respect to the Bank's obligations and shall bear the risk of loss associated with its operations to the extent of the value of their shareholdings.

6.3. The Bank shall not be liable with respect to the obligations of its Shareholders.

6.4. The holders of common shares shall be entitled to:

- participate in General Shareholders Meetings with the right to vote on all issues within the terms of reference of the meeting;

- receive dividend;

- obtain information on the Bank's business and review its account books and other documents, as prescribed by this Charter and the Russian laws.

- receive a part of the Bank's property in case of its liquidation.

6.5. The holders of fixed-dividend preferred shares shall be entitled to:

6.5.1. vote at General Shareholders Meetings on:

- reorganization and liquidation of the Bank;

- amendments and supplements to the Charter limiting the rights of the holders of fixed-dividend preferred shares;

- all issues within the terms of reference of the General Shareholders Meeting starting from the General Shareholders Meeting following the Annual General Shareholders Meeting which, for whatever reason, failed to adopt a resolution on dividend payment or declared a partial dividend payment on fixed-dividend preferred shares. This right shall terminate from the date of the first dividend payment on the above shares made in full;

6.5.2. have dividend priority over the holders of Class 3 preferred shares, the holders of Class 4 preferred shares, the holders of Class 5 preferred shares, the holders of Class 6 preferred shares, the holders of Class 7 preferred shares, the holders of Class 8 preferred shares, the holders of common shares, and receive, upon liquidation of the Bank, accrued but unpaid dividends and the par value of shares payable to such Shareholders in priority, as provided in Article 6.19 of this Charter.

6.6. The holders of Class 3 preferred shares shall be entitled to:

6.6.1. vote at General Shareholders Meetings on:

- reorganization and liquidation of the Bank;

- amendments and supplements to the Charter limiting the rights of the holders of Class 3 preferred shares;

- all issues within the terms of reference of the General Shareholders Meeting starting from the General Shareholders Meeting following the Annual General Shareholders Meeting which, for whatever reason, failed to adopt a resolution on dividend payment or declared a partial dividend payment on Class 3 preferred shares. This right shall terminate from the date of the first dividend payment on the above shares made in full;

6.6.2. have dividend priority over the holders of Class 4 preferred shares, the holders of Class 5 preferred shares, the holders of Class 6 preferred shares, the holders of Class 7 preferred shares, the holders of Class 8 preferred shares, the holders of common shares, and receive, upon liquidation of the Bank, accrued but unpaid dividends and the par value of shares payable to such Shareholders in priority, as provided in Article 6.19 of this Charter.

6.7. The holders of Class 4 preferred shares shall be entitled to:

6.7.1. vote at General Shareholders Meetings on:

- reorganization and liquidation of the Bank;

- amendments and supplements to the Charter limiting the rights of the holders of Class 4 preferred shares;

- all issues within the terms of reference of the General Shareholders Meeting starting from the General Shareholders Meeting following the Annual General Shareholders Meeting which, for whatever reason, failed to adopt a resolution on dividend payment or declared a partial dividend payment on Class 4 preferred shares. This right shall terminate from the date of the first dividend payment on the above shares made in full;

6.7.2. have dividend priority over the holders of Class 5 preferred shares, the holders of Class 6 preferred shares, the holders of Class 7 preferred shares, the holders of Class 8 preferred shares, the holders of common shares, and



receive, upon liquidation of the Bank, accrued but unpaid dividends and the par value of shares payable to such Shareholders in priority, as provided in Article 6.19 of this Charter.

6.8. The holders of Class 5 preferred shares shall be entitled to:

6.8.1. vote at General Shareholders Meetings on:

- reorganization and liquidation of the Bank;
- amendments and supplements to the Charter limiting the rights of the holders of Class 5 preferred shares;
- all issues within the terms of reference of the General Shareholders Meeting starting from the General Shareholders Meeting following the Annual General Shareholders Meeting which, for whatever reason, failed to adopt a resolution on dividend payment or declared a partial dividend payment on Class 5 preferred shares. This right shall terminate from the date of the first dividend payment on the above shares made in full;

6.8.2. have dividend priority over the holders of Class 6 preferred shares, the holders of Class 7 preferred shares, the holders of Class 8 preferred shares, the holders of common shares, and receive, upon liquidation of the Bank, accrued but unpaid dividends and the par value of shares payable to such Shareholders in priority, as provided in Article 6.19 of this Charter.

6.9. The holders of Class 6 preferred shares shall be entitled to:

6.9.1. vote at General Shareholders Meetings on:

- reorganization and liquidation of the Bank;
- amendments and supplements to the Charter limiting the rights of the holders of Class 6 preferred shares;
- all issues within the terms of reference of the General Shareholders Meeting starting from the General Shareholders Meeting following the Annual General Shareholders Meeting which, for whatever reason, failed to adopt a resolution on dividend payment or declared a partial dividend payment on Class 6 preferred shares. This right shall terminate from the date of the first dividend payment on the above shares made in full;

6.9.2. have dividend priority over the holders of Class 7 preferred shares, the holders of Class 8 preferred shares, the holders of common shares, and receive, upon liquidation of the Bank, accrued but unpaid dividends and the par value of shares payable to such Shareholders in priority, as provided in Article 6.19 of this Charter.

6.10. The holders of Class 7 preferred shares shall be entitled to:

6.10.1. vote at General Shareholders Meetings on:

- reorganization and liquidation of the Bank;
- amendments and supplements to the Charter limiting the rights of the holders of Class 7 preferred shares;
- all issues within the terms of reference of the General Shareholders Meeting starting from the General Shareholders Meeting following the Annual General Shareholders Meeting which, for whatever reason, failed to adopt a resolution on dividend payment or declared a partial dividend payment on Class 7 preferred shares. This right shall terminate from the date of the first dividend payment on the above shares made in full;

6.10.2. receive dividend *pari passu* to the holders of common shares, and receive, upon liquidation of the Bank, accrued but unpaid dividends and the par value of shares payable to such Shareholders in priority, as provided in Article 6.19 of this Charter.

6.11. The holders of Class 8 preferred shares shall be entitled:

6.11.1. to vote at General Shareholders Meetings on:

- reorganization and liquidation of the Bank;
- amendments and supplements to the Charter limiting the rights of the holders of Class 8 preferred shares;
- all issues within the terms of reference of the General Shareholders Meeting starting from the General Shareholders Meeting following the Annual General Shareholders Meeting which, for whatever reason, failed to adopt a resolution on dividend payment or declared a partial dividend payment on Class 8 preferred shares. This right shall terminate from the date of the first dividend payment on the above shares made in full;

6.11.2. receive dividend *pari passu* to the holders of common shares, and receive, upon liquidation of the Bank, accrued but unpaid dividends and the par value of shares payable to such Shareholders in priority, as provided in Article 6.19 of this Charter.

6.12. The holders of certain preferred shares obtain the rights to vote at the General Shareholders Meeting on amendments and supplements to the Bank's Charter limiting the rights of the relevant preferred Shareholders, including in terms of fixing or increasing the dividend amount and (or) fixing or increasing the liquidation value payable for the higher priority preferred shares, and giving the holders of other class preferred shares the advantages in terms of dividend and (or) liquidation value payment priority. Resolution on such amendments and supplements shall be deemed adopted, if at least three-fourth of voting stock holders participating in the General Shareholders Meeting, except for the holders of the preferred shares with limited rights, and three-fourth of all holders of each class preferred shares with limited rights vote in favour.

6.13. The voting stock holders shall be entitled to claim redemption of all or a part of their shares by the Bank in case of:

6.13.1. the Bank's reorganization or a major transaction approved by the General Shareholders Meeting (in accordance with Article 79.3 of the Federal Law "On Joint-Stock Companies"), if they voted against the resolution on reorganization or against the approval of the above transaction or failed to vote on these issues;

6.13.2. amendments and supplements to the Bank's Charter or approval of the restated Charter limiting their rights, if they voted against such resolution or failed to vote on these issue.

6.14. The list of Shareholders entitled to claim redemption of their shares by the Bank shall be compiled based on information contained in the Shareholders Register as of the date of drawing the list of authorized General Shareholders Meeting participants which agenda contains issues voting on which in accordance with the Federal Law "On Joint-Stock Companies" may entail the right to demand share redemption.

6.15. The Bank shall redeem shares at the price fixed by the Bank's Board of Directors, which price shall not be lower than the market value as determined by an independent appraiser, net of any change therein such market value resulted from the Bank's operations which entailed the right to demand share evaluation and redemption.

6.16. The Bank shall notify the Shareholders of their right to demand share redemption, the price and procedure of redemption.

6.17. The Shareholders shall submit claims for share redemption to the Bank within 45 days from the date of the relevant resolution adopted by the General Shareholders Meeting. After this period the Bank shall within 30 days redeem the shares of those Shareholders who claimed redemption.

6.18. The Bank may redeem shares for the total amount not exceeding 10% of the Bank's net assets as of the date of resolution of the General Shareholders Meeting entitling Shareholders to demand redemption of their shares by the Bank. If the total number of shares claimed for redemption exceeds the number which may be redeemed by the Bank subject to the restrictions above, the shares are to be redeemed in proportion to the claims asserted.

6.19. Preferred stock liquidation value shall be paid in the following priority order:

1. liquidation value of fixed-dividend preferred shares;
2. liquidation value of Class 3 preferred shares;
3. liquidation value of Class 4 preferred shares;
4. liquidation value of Class 5 preferred shares;
5. liquidation value of Class 6 preferred shares;
6. liquidation value of Class 7 preferred shares;
7. liquidation value of Class 8 preferred shares.

6.20. The Bank's Corporate Secretary shall monitor the compliance by the Bank's authorities and officers with corporate governance rules and principles protecting Shareholders' rights and interests.

## **Article 7. Placement of Shares and Other Emission Securities. Disposal of Shares by Shareholders**

7.1. The Bank shall be entitled to place additional shares and other emission securities through subscription, conversion and otherwise as provided by the Russian laws in effect. The Bank's shares and emission securities convertible into shares may be placed either through open or closed subscription. In case of Charter Capital increase via additional share placement from the Bank's proceeds, these shares shall be distributed among all Shareholders.

7.2. The Bank's shares (emission securities convertible into shares) shall be placed through closed subscription only by the resolution of the General Shareholders Meeting on Charter Capital increase via additional share placement (on placement of the Bank's emission securities convertible into shares) adopted by a three-fourth majority vote of the voting stock holders participating in the General Shareholders Meeting.

The Shareholders who voted against or failed to vote on the placement of shares and emission securities convertible into shares through closed subscription have a pre-emption right to acquire additional shares and emission securities convertible into shares placed through closed subscription in the number proportional to the number of their shares of such category (class).

This right shall not apply to the placement of shares and other emission securities convertible into shares through closed subscription only among the Shareholders, provided the Shareholders may acquire the integral number of placed shares and other emission securities convertible into shares in the number proportional to the number of their shares of such category (class).

7.3. The Bank's Shareholders have a pre-emption right to acquire additional shares and emission securities convertible into shares placed through open subscription in the number proportional to the number of their shares of such category (class).

7.4. The list of persons with pre-emption rights to acquire additional shares and emission securities convertible into shares shall be compiled based on information contained in the Shareholders Register as of the date of drawing the list of persons entitled to participate in the Shareholders Meeting which resolved to place additional shares or emission securities convertible into shares.

7.5. The price of additional shares placed through subscription shall be determined by the Bank's Board of Directors in accordance with Article 77 of the Federal Law "On Joint-Stock Companies", which price shall be at least

their par value. The amount of consideration to the agent, if any, participating in the placement of additional shares through subscription shall not exceed 10 per cent of the placement price.

7.6. The price of emission securities placed through subscription shall be determined by the Bank's Board of Directors in accordance with Article 77 of the Federal Law "On Joint-Stock Companies". The price of emission securities convertible into shares placed through subscription shall be at least the par value of shares such securities are converted into. The amount of consideration to the agent participating in the placement of emission securities through subscription shall not exceed 10 per cent of the placement price.

7.7. The number of additional common and preferred shares of each class to be placed in the volume not exceeding the number of declared shares of this category (class), the method of placement, the price of additional share placement through subscription or the procedure for price determination, including the placement price or the procedure to determine the price of additional share placement among the persons with pre-emption rights to acquire the shares placed, and the method of payment for additional shares placed through subscription shall, and other terms of placement may be determined by the resolution on the Bank's Charter Capital increase through additional share placement.

7.8. Additional shares and other emission securities, if fully paid, may be placed through subscription.

7.9. By the results of the Bank's additional share placement, the number of declared shares of certain categories shall be reduced by the number of additionally placed shares of such categories.

7.10. The Bank's Shareholders shall be entitled to dispose their shares without the consent of other Shareholders and the Bank. Shareholders may dispose only paid-up shares of the Bank.

7.11. The title of holders to the Bank's shares shall be recorded either in the register system by entries in personal accounts with the registrar or in a depository by entries in deposit accounts with depositories.

Title to the shares shall pass to the purchaser:

- in case of recording title to shares with the depository: once a credit entry is made in the purchaser's deposit account;
- in case of recording title to shares in the register system: once a credit entry is made in the purchaser's personal account.

7.12. The Bank shall be entitled to redeem its shares by the resolution of the General Shareholders Meeting to reduce Charter Capital by purchasing part of the placed shares thus reducing their total number. The Bank shall also be entitled to redeem its shares by the resolution of the General Shareholders Meeting in accordance with Article 72.2 of the Federal Law "On Joint-Stock Companies".

The share purchase resolution of the Board of Directors shall define categories (classes) and the number of shares of each category (class) to be acquired by the Bank, the purchase price, method and term of payment, and the purchase period.

#### **Article 8. Shareholders Register**

8.1. The Shareholders Register shall contain the information on each registered person, the number and categories (classes) of shares recorded in the name of each registered person and other information stipulated by the regulations of the Russian Federation.

8.2. The Bank shall arrange keeping and maintaining custody of, the Shareholders Register in accordance with the regulations of the Russian Federation.

8.3. The person registered in the Shareholders Register shall immediately notify the Registrar of any changes in its details. If it fails to inform of such changes, the Bank and the Registrar shall not be liable for the loss so caused.

8.4. Entries in the Shareholders Register shall be made upon request of a Shareholder, a nominee shareholder or, if so provided by the Federal Law "On Joint-Stock Companies", upon request of other persons within three days from the submission of documents stipulated by the regulations of the Russian Federation, unless a shorter period is provided by the regulations of the Russian Federation. Refusal to make an entry in the Shareholders Register may be disputed in court.

8.5. Upon a Shareholder or a nominee shareholder request, the Registrar shall confirm their title to shares by issuing a statement from the Shareholders Register, which statement shall not be a security.

#### **Article 9. Bonds and Other Securities**

9.1. The Bank shall be entitled to place bonds and other emission securities, and issue bills, checks, deposit and savings certificates, bearer savings books and other documents qualified as securities under the Russian securities legislation.

9.2. Placement of bonds convertible into shares and other emission securities convertible into shares shall be subject to the General Shareholders Meeting resolution.

9.3. Placement of bonds and other securities non-convertible into shares shall be subject to the Board of Directors resolution.

9.4. Bonds and other emission securities placed through subscription may be paid only in cash.

9.5. The bond issue resolution shall define the form, period and other terms of bond redemption. A bond shall have a par value. The par value of all bonds issued by the Bank shall not exceed the Bank's Charter Capital and (or) the security provided to the Bank by the third parties for such purpose. Bond issue is allowed only after the Bank has paid its Charter Capital in full.

9.6. The Bank shall be entitled to place bonds with a single maturity date (term bonds) or bonds with a series of maturity dates (serial bonds). Bonds may be redeemed for cash or other assets in accordance with the bond issue resolution.

9.7. The Bank shall be entitled to place bonds secured by a pledge of certain assets of the Bank or bonds secured by third party guarantees provided to the Bank for bond issue, or unsecured bonds.

9.8. Bonds may be either registered or bearer. For registered bonds, the Bank shall maintain a register of their holders. Any lost registered bond shall be replaced by the Bank for a reasonable fee as determined by the Bank's General Director. The rights of holder of a lost bearer bond shall be restored in court as provided by the procedural legislation of the Russian Federation.

9.9. The Bank shall be entitled to provide for early redemption of bonds at the option of their holders. In such case, the resolution to issue bonds shall define the redemption cost and the earliest date when bonds may be presented for early redemption.

9.10. The Bank shall not be entitled to place bonds and other emission securities convertible into shares, if the number of declared shares of a particular category or class is less than the number of shares of that category or class that holders of such securities would be entitled to acquire.

9.11. The Bank's bond shall confer on its holder the right to receive from the Bank its par value or other property equivalent within the term stated in the bond. The bond may also provide for the right of its holder to receive a percentage of the bond's par value stated therein or other property rights. Any secured bond shall provide its holder with all rights arising from such security. In case of transfer of rights to secured bonds, all rights arising from such security shall be transferred to the new holder (purchaser). Bond holders shall be entitled to exercise other rights as provided by the Russian laws.

9.12. The Bank shall be entitled to place options. The Bank's option is an emission security conferring on its holder the right to purchase a particular number of the Bank's shares within the period and/or in the event and at the price stated in the option. Option placement is allowed only after the Bank has paid its Charter Capital in full.

#### **Article 10. Profit Distribution**

10.1. Net profit distribution shall fall within the exclusive terms of reference of the Bank's General Shareholders Meeting. By the resolution of the General Shareholders Meeting, net profit may be distributed either as dividends or for any other purposes in accordance with the regulations of the Russian Federation and this Charter.

10.2. By the first quarter, first half and nine months' financial results and (or) by the fiscal year financial results, the Bank shall be entitled to resolve (declare) to pay dividends on the shares placed. The resolution to pay (declare) dividend may be adopted within 3 months after the relevant period by the first quarter, first half and nine months' financial results.

10.3. The resolution to pay (declare) dividend, including the resolution on dividend amount and method of payment per category (class) of shares, shall be adopted by the General Shareholders Meeting. The dividend amount shall not exceed the amount recommended by the Bank's Board of Directors. Dividend shall be paid in cash or other assets.

10.4. The dividend payment resolution of the General Shareholders Meeting shall define the period and procedure for dividend payment. If the General Shareholders Meeting fails to fix the date of dividend payment, the payment period shall not exceed 60 days from the date of the dividend payment resolution.

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

- until the Bank's Charter Capital is paid in full;
- until all shares, if subject to redemption in accordance with Article 76 of the Federal Law "On Joint-Stock Companies", are redeemed from Shareholders;
- if, as of the date of such resolution, the Bank falls within the insolvency (bankruptcy) criteria or if it falls within such criteria as a result of the dividend payment;
- if, as of the date of such resolution, the amount of the Bank's net assets is less than its Charter Capital and the required reserve and the excess of the placed preferred shares liquidation value stated in this Charter over the par value, or if such resolution would reduce the net assets to less than the above amounts;
- in other cases provided by the Federal legislation.

10.6. The Bank shall not be entitled to resolve (declare) to pay dividend on common shares (including dividend by the first quarter, first half and nine months' financial results), unless it resolved to pay the preferred share dividend in full.

The Bank shall not be entitled to resolve (declare) to pay dividend on Class 3 preferred shares, unless it resolved to pay the dividend on fixed-dividend preferred shares in full.

The Bank shall not be entitled to resolve (declare) to pay dividend on Class 4 preferred shares, unless it resolved to pay the dividend on Class 3 preferred shares in full.

The Bank shall not be entitled to resolve (declare) to pay dividend on Class 5 preferred shares, unless it resolved to pay the dividend on Class 4 preferred shares in full.

The Bank shall not be entitled to resolve (declare) to pay dividend on Class 6 preferred shares, unless it resolved to pay the dividend on Class 5 preferred shares in full.

The Bank shall not be entitled to resolve (declare) to pay dividend on Class 7 preferred shares, unless it resolved to pay the dividend on Class 6 preferred shares in full.

The Bank shall not be entitled to resolve (declare) to pay dividend on Class 8 preferred shares, unless it resolved to pay the dividend on Class 6 preferred shares in full.

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

- if, as of the date of payment, the Bank falls within the insolvency (bankruptcy) criteria or if it falls within such criteria as a result of the dividend payment;
- if, as of the date of payment, the amount of the Bank's net assets is less than its Charter Capital, the required reserve and the excess of the placed preferred shares liquidation value stated in this Charter over the par value, or if such dividend payment would reduce the net assets to less than the above amounts;
- in other cases provided by the Federal legislation.

Once the circumstances in the above clause cease to exist, the Bank shall pay the declared dividends to its Shareholders.

No dividend shall be paid on shares held by the Bank or shares recorded in the Bank's books.

The Bank shall declare dividend before tax. Dividends shall be payable to Shareholders after tax.

10.8. The Bank shall make the required reserve in accordance with the laws in effect. The required reserve shall constitute 5 per cent of the Bank's Charter Capital. The Bank's required reserve shall be formed through mandatory annual deductions of 5 per cent of the net profit until the above-stated amount is reached.

10.9. The Bank's employee share ownership fund shall be formed out of its net profit in the amount not exceeding 20 per cent of its Charter Capital. Proceeds of the fund shall be used only for the purchase of the Bank's shares from its Shareholders to be further distributed among the Bank's employees.

#### **Article 11. Credit Resources**

11.1. The Bank's credit resources shall be formed out of:

- 11.1.1. the Bank's own resources (other than the value of acquired fixed assets, investments in charter capital of banks and other legal entities and other immobilized funds);
- 11.1.2. accounts and deposits from corporate customers;
- 11.1.3. term and demand deposits from individuals;
- 11.1.4. loans from other banks;
- 11.1.5. other funds raised in accordance with the Regulations of the Bank of Russia.

#### **Article 12. Customer Interests Protection**

12.1. The Bank shall ensure safekeeping of cash and other valuables entrusted to it by its customers and correspondents. Their safekeeping shall be secured by all movable and immovable property of the Bank, its cash funds and provisions made in accordance with the laws in effect and this Charter, and by the Bank's measures as provided by the CBR to ensure its strong financial condition and liquidity position.

12.2. The Bank shall at all times be ready to perform its obligations in full and when due by adjusting its balance sheet to meet the CBR mandatory ratios as established by the current legislation for credit institutions.

12.3. The Bank shall deposit part of the raised funds as mandatory reserves with the Bank of Russia in the amount and in the manner as established by the Bank of Russia, and make other provisions as provided by the rules and Regulations of the Bank of Russia.

12.4. Cash and other valuables held on corporate and retail accounts and deposits or in custody at the Bank may be attached or enforced only in cases and in the manner as provided by the Federal legislation.

12.5. The Bank shall guarantee confidentiality of operations, accounts and deposits of its customers and correspondents. All officers, employees and auditors of the Bank shall treat operations, accounts and deposits of the Bank, its customers and correspondents as confidential.

12.6. The Bank shall disclose the information on operations and accounts of legal entities and unincorporated entrepreneurs to said entities and entrepreneurs, courts and arbitrations (arbitrators), Russian Chamber of Accounts, Russian tax and customs authorities, law enforcement agencies and other enforcement agencies and officials, to the extent provided by the legal acts regulating their activities, and to preliminary investigation agencies under pending proceedings, to the extent approved by the head of investigation agency.

In accordance with Russian laws, the Bank shall disclose the information on operations and accounts of legal entities and unincorporated entrepreneurs to the agencies of internal affairs to identify, prevent and intercept tax crimes. The Bank shall disclose the information on accounts and deposits of individuals to said individuals, courts, law enforcement agencies and other enforcement agencies and officials, compulsory deposit insurance agencies, to the extent the insured events provided by the Federal Law “On the Insurance of Private Deposits in Russian Banks” occur, and to preliminary investigation agencies under pending proceedings, to the extent approved by the head of investigation agency.

In the event of a holder's death, the Bank shall disclose the information on its accounts and deposits to persons stated by the holder in its testamentary arrangement with the Bank, public notaries under pending probate proceedings for the decedent's deposits, and, in case of foreign citizens' accounts, to foreign consulates.

The Bank shall disclose the information on operations of legal entities, unincorporated entrepreneurs and individuals to the authority in charge of combating legalisation of illegal proceeds (money laundering) if, as and to the extent provided by the Federal Law “On Combating Legalization (Money Laundering) of Illegal Proceeds and Terrorist Financing”.

12.7. All of the Bank's officers, employees, Shareholders and their representatives, as well as auditors and other organizations shall treat the Bank's business as strictly confidential. The General Director shall define commercially confidential information of the Bank subject to the legislation in effect.

12.8. Information created, acquired or accumulated in the course of the Bank's business and other information stored in hardcopy, electronic or other form and treated by the General Director as commercially confidential shall not be subject to sale, transfer, copying, duplication, exchange or other form of reproduction or distribution without the consent of the Bank's General Director or his/her authorized representatives. The General Director shall establish the procedure for using the information treated as commercially confidential and disciplinary liability for the breach of said procedure.

### **Article 13. Accounting and Reporting**

13.1. The Bank's accounts shall be kept in accordance with the Regulations of the Bank of Russia. The Bank shall submit financial, statistical and other statements as provided by the Russian laws and the Bank of Russia.

13.2. The Bank shall disclose the information on issued securities as, when and to the extent provided by the rules and regulations of the Russian Federation and the Bank of Russia.

13.3. The Bank's performance shall be reflected in monthly, quarterly and annual balance sheets, income statements and annual reports to be submitted to the Bank of Russia within the period as defined by the CBR, including other reports as required by the Bank of Russia.

13.4. Accuracy of the Bank's annual reports and accounts shall be certified by the Bank's Revision Commission.

13.5. Once revised and audited by the Bank's Auditor, the Bank's annual reports and accounts shall be approved by the General Shareholders Meeting and shall be published as and when required by the Bank of Russia.

13.6. The Bank's financial year shall start from January 1 and end on December 31.

13.7. To implement state social, economic and tax policies, the Bank shall ensure safekeeping, arrangement, long-term storage and availability (issue statements if required by legal entities or individuals) of the personnel documents. The Bank's personnel documents shall be transferred for state storage in the manner as provided by the Federal Archival Agency (Rosarkhiv). The documents and the period of their storage shall be stated in the list (the nomenclature of files) as duly agreed with, and provided by Rosarkhiv. The documents may be destructed only after the revision of expiry period of their storage and as prescribed by depreciation acts duly drawn up and agreed. Document and record management procedure shall be determined by the internal Regulation approved by the Bank's General Director.

### **Article 14. Management Bodies. General Shareholders Meeting**

14.1. The Bank's management bodies shall be as follows:

- the General Shareholders Meeting;
- the Board of Directors;
- the Management Board as the collegial executive body;
- the General Director as the sole executive body.

14.2. The General Shareholders Meeting shall be the Bank's supreme management body. The Bank shall hold the Annual General Shareholders Meeting. The Annual General Shareholders Meetings shall be held not earlier than two months and not later than six months after the end of a financial year. All General Shareholders Meeting other than the Annual Shareholders' Meeting shall be deemed Extraordinary.

14.3. The Bank's Annual General Shareholders Meeting shall consider the issues related to election of the Board of Directors and the Revision Commission, approval of the Bank's Auditor, the issues referred to Article 14.4.16 hereof, and other issues within the terms of reference of the General Shareholders Meeting.

14.4. The following issues shall be within the terms of reference of the General Shareholders Meeting:

14.4.1. amendments and supplements to the Bank's Charter or approval of the restated Charter of the Bank (except for amendments and supplements required to comply with the current legislation, as well as amendments and supplements made by the Board of Directors' resolution pursuant to Article 15.2.40 hereof);

14.4.2. amendments and supplements to the Bank's Charter as required to comply with the current legislation;

14.4.3. reorganisation of the Bank;

14.4.4. liquidation of the Bank, appointment of the Liquidation Commission and its Members, change in the Liquidation Commission's membership structure, and approval of interim and final liquidation balance sheets;

14.4.5. election of the Board of Directors Members and early termination of their powers; determination of remuneration and compensation payable to the Board of Directors Members;

14.4.6. determination of the number, par value, category (class) of the Bank's declared shares and the rights conferred thereby;

14.4.7. increase in the Bank's Charter Capital by increasing the par value of shares or by placing additional common shares through closed subscription only among the Shareholders, provided the Shareholders may acquire the integral number of placed shares in the number proportional to the number of their shares of such category (class);

14.4.8. increase in the Bank's Charter Capital by placing additional common shares through subscription, except for the placement of additional common shares through closed subscription only among the Shareholders, provided the Shareholders may acquire the integral number of placed shares in the number proportional to the number of their shares of such category (class);

14.4.9. increase in the Bank's Charter Capital by placing additional preferred shares;

14.4.10. placement of bonds convertible into shares and other emission securities convertible into shares through subscription, except for the placement of bonds convertible into shares and other emission securities convertible into shares through closed subscription only among the Shareholders, provided the Shareholders may acquire the integral number of placed bonds convertible into shares and other emission securities convertible into shares in the number proportional to the number of their shares of such category (class);

14.4.11. placement of bonds convertible into shares and other emission securities convertible into shares through closed subscription only among the Shareholders, provided the Shareholders may acquire the integral number of placed bonds convertible into shares and other emission securities convertible into shares in the number proportional to the number of their shares of such category (class);

14.4.12. reduction of the Bank's Charter Capital by reducing the par value of the shares, by acquiring a portion of shares by the Bank to reduce their total number and also by redeeming the shares acquired or redeemed by the Bank;

14.4.13. election of the Revision Commission Members and early termination of their powers;

14.4.14. approval of the Bank's Auditor;

14.4.15. dividend payment (declaration) by the first quarter, first half and nine months' financial results;

14.4.16. approval of the Bank's annual reports and accounts including income statements (profit and loss accounts), and profit distribution including dividend payment (declaration), except for the profit distributed as dividend by the first quarter, first half and nine months' financial results and the Bank's losses by the results of the financial year;

14.4.17. determination of the procedure for holding the General Shareholders Meeting;

14.4.18. establishing the number of the Counting Commission Members, election of its Members and early termination of their powers;

14.4.19. split and consolidation of shares;

14.4.20. adoption of resolutions on approval of interested party transactions to the extent provided by Article 83 of the Federal Law "On Joint-Stock Companies";

14.4.21. adoption of resolutions on approval of major transactions relating to the acquisition or disposal or possible disposal by the Bank, directly or indirectly, of property exceeding 50% of the asset book value as determined on the basis of the Bank's accounts as of the last reporting date;

14.4.22. adoption of resolutions on approval of major transactions relating to the acquisition or disposal or possible disposal by the Bank, directly or indirectly, of property amounting to 25-50% of the asset book value as determined on the basis of the Bank's accounts as of the last reporting date, unless the Board of Directors adopted the resolution on approval of such transactions;

14.4.23. purchase of the placed shares by the Bank as provided by the Federal Law "On Joint-Stock Companies" and pursuant to Article 72.2 of the Federal Law "On Joint-Stock Companies";

14.4.24. adoption of resolutions on the Bank's participation in the financial industrial groups, associations and other unions of commercial organizations;

14.4.25. approval of the internal documents regulating the Bank's authorities;

14.4.26. adoption of resolutions on other issues as provided by the Federal Law "On Joint-Stock Companies".

14.5. The Bank's executive body shall not adopt resolutions on the issues within the terms of reference of the General Shareholders Meeting.

The Bank's Board of Directors shall not adopt resolutions on the issues within the terms of reference of the General Shareholders Meeting, except for the issues as provided by the Federal Law "On Joint-Stock Companies".

14.6. Voting at the General Shareholders Meeting shall be carried out according to the principle "one voting share of the Bank equals one vote", except for cumulative voting in the case provided by the Federal Law "On Joint-Stock Companies" and this Charter. A common or a preferred share conferring on its holder the right to vote on the issue put to a vote shall be the Bank's voting share. A resolution of the General Shareholders Meeting on an issue put to a vote shall be adopted by a majority vote of the voting stock holders participating in the General Shareholders Meeting, unless otherwise provided by the Federal Law "On Joint-Stock Companies".

14.7. The resolution on the issues specified in Articles 14.4.3, 14.4.4, 14.4.7, 14.4.8, 14.4.9, 14.4.12 (as to the reduction of the Charter Capital by reducing the par value of shares), 14.4.19, 14.4.20, 14.4.21, 14.4.22, 14.4.23, 14.4.24, 14.4.25 hereof shall be adopted by the General Shareholders Meeting only at the Board of Directors' proposal accepted in accordance with Article 15.10 hereof.

14.8. The resolution on the issues specified in Articles 14.4.1 - 14.4.4, 14.4.6, 14.4.12 (as to the reduction of the Charter Capital by reducing the par value of shares), 14.4.21 and 14.4.23 hereof, as well as in Articles 39.3 - 39.4 of the Federal Law "On Joint-Stock Companies" shall be adopted by the General Shareholders Meeting by a three-fourth majority vote of the voting stock holders participating in the voting.

14.9. The General Shareholders Meeting shall be entitled neither to adopt resolutions on the issues not included in the agenda nor to alter the agenda.

14.10. The list of authorized General Shareholders Meeting participants shall be compiled based on information contained in the Shareholders Register of the Bank. The date of the list of authorized General Shareholders Meeting participants shall fall after the date of the resolution to hold the Meeting and not more than 50 days prior to the date of the Meeting, and if the proposed agenda includes the issue on election of the Board of Directors Members, not more than 85 days prior to the date of the Extraordinary General Shareholders Meeting.

14.11. The list of authorized General Shareholders Meeting participants shall contain the name of each participant, its identification data, information on the number and category (class) of shares conferring on the person the right to vote, postal address to notify of the General Shareholders Meeting, voting ballots and voting report. The Bank shall make said list available for inspection upon request of the persons included in the list and holding at least 1 per cent of the voting power, provided that said data and the postal address of individuals included in such list shall be disclosed only with their consent. Upon request of any interested person, the Bank shall provide it within three days with the extract from the list of authorized General Shareholders Meeting participants containing the details of such person or a statement confirming that such person is not included in the list of authorized General Shareholders Meeting participants.

14.12. The list of authorized General Shareholders Meeting participants may be amended only in case of restoration of violated rights of the persons not included in the list as of the date of its compiling or correction of errors made in its compiling.

14.13. If the shares are transferred after the date of compiling the list of authorized General Shareholders Meeting participants, and prior to the date of the General Meeting (the "shares transferred after the date of compiling the list"), the person included in this list shall either provide the transferee with a power of attorney for voting or vote at the General Meeting in accordance with the share transferee's instructions. This rule shall also apply to any further transfer of shares.

If the shares are transferred to two or more transferees after the date of compiling the list, the person included in the list of authorized General Shareholders Meeting participants shall vote at the General Meeting in compliance with the instructions of each transferee or grant the proxy to each transferee specifying the number of shares conferring voting rights thereunder.

14.14. The Bank shall announce the General Shareholders Meeting in the Vedomosti newspaper or in the COMMERSANT newspaper (if the Vedomosti ceases or suspends publication).

The Bank shall publish the notice of the Extraordinary General Shareholders Meeting not later than 20 days prior to the date of the Extraordinary General Shareholders Meeting, and if the agenda contains the issue of the Bank reorganization, not later than 30 days prior to the date of the Extraordinary General Shareholders Meeting.

If the proposed agenda covers such issues as the Board of Directors Members election or the Bank's reorganization by way of merger, split-up or spin-off and the election of the Board of Directors of the Bank to be reorganized by way of merger, split-up or spin-off, the Bank shall announce the Extraordinary General Shareholders Meeting not later than 70 days prior to the date of the Meeting.

The Bank shall announce the General Shareholders Meeting not later than 30 days prior to the date of the Meeting.

14.15. The notice of the General Shareholders Meeting shall include:

- the Bank's full official name and location;
- the form of the General Shareholders Meeting (meeting or absentee vote);



- the date, location, time of the General Shareholders Meeting, address of the Meeting, time of participants registration (if in the form of meeting), and the postal address for completed ballots, or, in case of absentee vote, the final date for ballot acceptance, and the postal address for completed voting ballots;
- the date of drawing the list of authorized General Shareholders Meeting participants;
- the agenda of the General Shareholders Meeting;
- the procedure to review information (materials) to be provided while preparing for the General Shareholders Meeting, and the address (addresses) where it (they) can be obtained;
- the information on the Shareholders' rights to demand redemption of their shares, and redemption price and procedure, in case of the General Shareholders Meeting which agenda contains the issues voting on which may entail the right to demand share redemption.

14.16. The information (materials) to be submitted to authorized General Shareholders Meeting participants in preparation for the Meeting shall comprise annual financial statements, including the Auditor's report, Revision Commission's report based on the annual financial statements revision results, information on a candidate (candidates) to the Bank's executive bodies, Board of Directors, Revision Commission, Counting Commission, draft amendments and supplements to the Bank's Charter or the draft restated Charter, draft internal documents, draft resolutions of the General Shareholders Meeting, as well as any other information (materials) to be provided to authorized General Shareholders Meeting participants in preparation for the Meeting, as specified in the list of additional information (materials) approved by the Federal Executive Authority for Securities Market.

14.17. The Bank shall have a Counting Commission with membership structure to be approved by the Annual General Shareholders Meeting. The Counting Commission shall comprise more than three members. If the number of voting stock holders exceeds 500, the Bank's Registrar shall function as the Counting Commission.

The Counting Commission shall verify the powers and register persons participating in the General Shareholders Meeting, determine the quorum for the Meeting, clarify to Shareholders (their representatives) any matters concerning exercise of their voting rights at the Meeting, explain the voting procedure, guarantee the established voting procedure and shareholders' voting rights, count the votes and summarize voting results, draw up a minutes on voting results and transfer voting ballots to the archives.

Regulation on the Bank's General Shareholders Meeting shall define the Counting Commission election and operation procedure.

14.18. Shareholders shall be entitled to participate in the General Shareholders Meeting either in person or through their representatives. Any Shareholder shall be entitled at any time to replace its representative or personally participate in the General Shareholders Meeting.

14.19. Shareholders shall vote on the agenda items of the General Shareholders Meeting by voting ballots. The form and the text of such ballot shall be determined by the Bank's Board of Directors, as provided by the laws in effect.

Voting ballots shall be sent by registered mail or hand-delivered against signature to each person included in the list of authorized General Shareholders Meeting participants not later than 20 days prior to the Bank's General Shareholders Meeting.

14.20. The General Shareholders Meeting shall be deemed eligible (quorum is present), if the Shareholders participated in the Meeting jointly hold at least 50 per cent of the placed voting shares of the Bank.

Shareholders registered to attend a General Shareholders Meeting and Shareholders who submit voting ballots no later than two days prior to the Meeting date shall be deemed to participate in the General Shareholders Meeting. Shareholders whose voting ballots are received before the final date for ballot acceptance shall be deemed to participate in the General Shareholders Meeting held in absentia.

14.21. If the General Shareholders Meeting agenda covers issues for various voting sessions involving different groups of voters, a quorum for resolutions on these issues will be determined separately. The absence of a quorum for resolutions on issues on which one group is eligible to vote shall not prevent resolutions from being adopted on issues on which a different group of voters is eligible to vote for which a quorum is present.

14.22. In the absence of quorum at the Annual General Shareholders Meeting, a Repeated General Shareholders Meeting shall be held with the same agenda. In the absence of quorum at the Extraordinary General Shareholders Meeting, a Repeated General Meeting may be held with the same agenda.

The Repeated General Shareholders Meeting shall be deemed eligible (quorum is present), if the Shareholders participated in the Meeting jointly hold at least 30 per cent of the placed voting shares of the Bank. If the Repeated General Shareholders Meeting is held within 40 days after the failed General Shareholders Meeting, the authorized General Shareholders Meeting participants shall be determined in accordance with the list of the persons entitled to participate in the failed General Shareholders Meeting.

14.23. An Extraordinary General Shareholders Meeting shall be convened by the resolution of the Board of Directors at its own discretion or on demand of the Bank's Revision Commission, Auditor or any holder(s) of at least 10 per cent of the Bank's voting shares as of the date of demand.

14.24. The Extraordinary General Shareholders Meeting shall be called by the Bank's Board of Directors. The Extraordinary General Shareholders Meeting shall be held within 40 days from the date of the demand, unless otherwise provided by the Federal Law "On Joint-Stock Companies". The Bank's Board of Directors shall not be entitled to amend

the wording of the agenda items, the wording of the resolutions on such items or change the proposed form of the Extraordinary General Shareholders Meeting called on demand of the Bank's Revision Commission, Auditor or any holder(s) of at least 10 per cent of the Bank's voting stock.

If, in accordance with the Federal Law "On Joint-Stock Companies", the Board of Directors is obliged to resolve to hold the Extraordinary General Shareholders Meeting, such General Meeting shall be held within 40 days from the date of the Board of Directors resolution.

14.25. The Chairman of the Board of Directors shall preside over General Shareholders Meetings. If the Chairman fails to attend a General Shareholders Meeting, one of the Board of Directors Members at the option of the Board of Directors shall preside.

The Bank's Corporate Secretary shall act as the Secretary of General Shareholders Meetings, facilitate preparation and holding of the Meeting, communication both between the Bank and its Shareholders and with the Bank's Registrar.

14.26. The Bank's Shareholder(s) holding in aggregate at least 2 per cent of voting shares shall be entitled within 60 days after the financial year end to enter issues in the agenda of the Annual General Shareholders Meeting and nominate the candidates for the Board of Directors, Revision Commission and Counting Commission in the number not exceeding the number of members of the relevant authority.

If a proposed Extraordinary General Shareholders Meeting agenda includes an issue on election of the Board of Directors Members, the Bank's Shareholder(s) holding in aggregate at least 2 per cent of voting shares shall retain the right to propose candidates for the Board in the number not exceeding the number of the Board of Directors Members. The proposals shall be delivered to the Bank at least 30 days prior to the date of the Extraordinary General Shareholders Meeting.

14.27. The General Shareholders Meeting resolutions and voting results shall be announced at the Meeting or disclosed to the persons included in the list of authorized General Shareholders Meeting participants within 10 days from the date of the voting minutes by publishing the voting report in the Vedomosti newspaper or in the COMMERSANT newspaper (if the Vedomosti ceases or suspends publication).

14.28. The Minutes of the General Shareholders Meeting shall be drawn up in two copies within 15 days from the General Shareholders Meeting. Both copies shall be signed by the Chairman and the Secretary of the General Shareholders Meeting. The Minutes of the General Shareholders Meeting together with the enclosed voting minutes and voting ballots shall be kept in the archives of the Bank. Extracts from the Minutes of the General Shareholders Meeting and the voting minutes shall be signed by the Board of Directors Chairman or the General Director, or the Corporate Secretary.

14.29. Any Shareholder shall be entitled to appeal in court against the General Shareholders Meeting resolution adopted in violation of the Federal Law "On Joint Stock Companies", other regulations of the Russian Federation or the Bank's Charter, provided that it failed to participate in the Meeting or voted against the resolution and the said resolution impaired its rights and legitimate interests. The resolution may be appealed within six months of the Shareholder becoming or should have become aware of the resolution.

14.30. A General Shareholders Meeting resolution may be adopted without convening a meeting (without joint attendance of Shareholders to discuss the agenda items and to resolve on items put to vote) by absentee vote. The General Shareholders Meeting which agenda covers the election of the Board of Directors and Revision Commission, the appointment of the Bank's Auditor and issues provided in Article 14.4.16 hereof, may not be by absentee ballot.

## **Article 15. Board of Directors**

15.1. The Board of Directors shall be responsible for the overall management of the Bank's business, except for the issues referred by the Federal Law "On Joint Stock Companies" and this Charter to the terms of reference of the General Shareholders Meeting.

15.2. The following issues shall fall within the Board of Directors terms of reference:

15.2.1. establishing the Bank's business priorities, approval of its business development strategy, its vision, mission and values, its goals, and its investor and shareholder relations policies;

15.2.2. approval of the Bank's business plan for a year or any other period, and increase or decrease in the total amount or general indicators of a business plan;

15.2.3. calling Annual and Extraordinary General Shareholders Meetings, except as provided by the Federal Law "On Joint-Stock Companies";

15.2.4. approval of General Shareholders Meeting agenda;

15.2.5. proposals to General Shareholders Meetings on issues provided in Articles 14.4.8, 14.4.19, 14.4.20, 14.4.21, 14.4.22, 14.4.23, 14.4.24 and 14.4.25 hereof in the manner as provided in paragraph one of Article 15.10 hereof;

15.2.6. proposals to General Shareholders Meetings on issues provided in Articles 14.4.1, 14.4.3, 14.4.4, 14.4.6, 14.4.7, 14.4.9, 14.4.11 and 14.4.12 hereof in the manner as provided in paragraph three of Article 15.10 hereof;

15.2.7. setting the date for compiling the list of authorized General Shareholders Meeting participants; and other issues referred by the Federal Law "On Joint Stock Companies" to the terms of reference of the Board of Directors and related to the preparation for and holding of a General Shareholders Meeting;

15.2.8. pre-approval of the Bank's annual report not later than 30 days prior to the date of the Annual General Shareholders Meeting;

15.2.9. the Bank's placement of notes or other emission securities (except for notes or emission securities convertible into shares);

15.2.10. setting the asset price (money value) and the price of placement and redemption of emission securities in cases stipulated by the Federal Law "On Joint-Stock Companies";

15.2.11. purchase of the Bank's placed notes or other securities (except for the Bank's shares) in cases stipulated by the Federal Law "On Joint Stock Companies" and the Russian securities market legislation;

15.2.12. approval of share purchase reports and reports on share redemption results;

15.2.13. election and early removal of the Bank's General Director and resolving to propose a candidate for the General Director and file an application for the candidate approval to the CBR local administration;

15.2.14. appointment and early removal of the Bank's Acting General Director, if the General Director failed to appoint an Acting General Director for the period of his/her absence (except for the case of the General Director early removal);

15.2.15. setting the number of the Management Board Members, their appointment and early removal, except for the Bank's General Director whose election and removal shall be subject to Article 15.2.13 hereof, and resolving to nominate candidates for the Management Board and to file an application for candidates approval to the CBR local administration, except for the General Director whose approval shall be subject to Article 15.2.13 hereof;

15.2.16. approval of the main contractual terms and conditions of the Bank's agreements with its General Director and Management Board Members, amounts of their remuneration and their incentives and bonus packages. Setting the required level of General Director and Management Board Members qualification, if the Board of Directors considers it necessary;

15.2.17. granting permission to combine duties and responsibilities of one person serving as a General Director or Management Board Member with those at management bodies of other entities subject to restrictions stipulated by the Russian laws and CBR regulations;

15.2.18. approval of the Bank's organizational structure which includes the system of managerial positions reporting directly to the General Director, and which may include a system of positions reporting directly to the Bank's managers who report to the General Director. The organizational structure to be approved by the Board of Directors shall not include additional offices, credit and cash offices, operating cash desks outside the cash unit, currency exchange offices or operating offices;

15.2.19. approval of the Bank's HR policy and the general principles of employee incentives;

15.2.20. appointment and dismissal of, approval of contractual terms and conditions, remuneration, incentives and bonus system for, the Corporate Secretary and the head of the Internal Control Service;

15.2.21. recommendations on the remuneration and compensation amount payable to members of the Bank's Revision Commission and setting the amount of the Auditor's fee;

15.2.22. establishing the dividend policy; recommendations on the share dividend amount and method of payment;

15.2.23. utilization of funds as stipulated under the Russian laws;

15.2.24. approval of the Corporate Code of Conduct, the Code of Corporate Ethics, the sponsorship and charity governing document, the Regulation on the Corporate Secretary, the Regulation on the Internal Control Service, regulatory documents on internal control and audit, and the Bank's internal documents by the resolution of the Board of Directors acting within their terms of reference, except for the documents to be approved by the General Shareholders Meeting pursuant to the Federal Law "On Joint-Stock Companies" and this Charter, or other internal documents to be approved by the Bank's executive bodies pursuant to this Charter;

15.2.25. approval of the Bank's internal documents regulating the information disclosure policy as prescribed by the Russian laws in effect and CBR regulations; approval of the Bank's related party transactions policy;

15.2.26. review and approval of the Bank's Management Board performance reports;

15.2.27. opening or closing branches and representative offices and, once opened or closed, approval or cancellation of the Bank's Regulations on Branches and Representative Offices, respectively;

15.2.28. approval of major transactions in the cases provided by the Federal Law "On Joint Stock Companies";

15.2.29. approval of interested party transactions in the cases provided by the Federal Law "On Joint-Stock Companies";

15.2.30. creation of the Bank's subsidiaries and purchase (or disposal) of shares or interest of legal entities resulting in such entities becoming (or ceasing) to be the Bank's subsidiaries;

15.2.31. approval of transactions relating to the acquisition, disposal or possible disposal of the Bank's assets representing over 10 per cent of consolidated net assets of the Bank and its subsidiaries as of the latest reporting date;

15.2.32. approval of transactions of the Bank's subsidiaries relating to the acquisition, disposal or possible disposal of any assets representing over 10 per cent of consolidated net assets of the Bank and its subsidiaries as of the latest reporting date;

15.2.33. resolving to apply to a court of arbitration with a claim for the Bank's bankruptcy and/or file a petition with the Bank of Russia for banking license revocation, facilitate prevention of bankruptcy, including financial rehabilitation, and/or reorganize the Bank (the Board of Directors shall only propose reorganization to the General Shareholders Meeting who are to adopt resolution on the reorganization), and providing the Bank's General Director with respective instructions and adopting any other resolutions referred by the Russian laws on insolvency/bankruptcy of credit organizations to the Board of Directors terms of reference;

15.2.34. resolving to liquidate subsidiaries, facilitate prevention of bankruptcy and adopting any other resolutions referred by the Russian insolvency/bankruptcy laws to the terms of reference of general shareholders (participants) meetings of subsidiaries, and instructing the General Director to vote at subsidiaries' general shareholders meetings as resolved by the Board of Directors;

15.2.35. resolving to remove securities from the list of securities admitted to trade at a trade arranger in the securities market or delist the Bank's securities;

15.2.36. approval of the Bank's related party transactions (as defined in the Bank's related party transactions policy), if the amount of each transaction (series of interrelated transactions with the same party) exceeds 2.5 per cent of the Bank's equity capital as of the latest reporting date;

15.2.37. approval of partnership transactions (except for non-profit partnerships), profit sharing agreements and royalty agreements, and any other agreements and contracts under which the Bank shall or may share its profit with a party, if the total amount payable by the Bank in any financial year under all such transactions, contracts and agreements exceeds 2 per cent of the Bank's Charter Capital;

15.2.38. making decisions based on the review of the General Director's report on business environment, analysis of the Bank's competitors and own position, general performance results for the reporting period specifying results of the Bank's key business lines;

15.2.39. approval of the Bank's Registrar, contractual terms and conditions and termination of agreement therewith;

15.2.40. amendments and supplements to the Bank's Charter related to opening and liquidating branches and representative offices, and amendments and supplements to the Bank's Charter to be made by the results of the Bank's share placement, including those related to the Bank's Charter Capital increase;

15.2.41. approval of, and amendments to the Internal Control Service annual plan;

15.2.42. making decisions based on the review of the Internal Control Service reports on violations related to information disclosure;

15.2.43. making decisions after reviewing the results of analyzed:

- material accounting issues and statements preparation, including regulations, evaluation of the extent of their potential influence on financial statements;
- changes in accounting policies and practices, list of material updates of the Bank's accounting system based on audit results;
- control procedures applied by the Bank management to ensure the Bank's compliance with laws and regulations, particularly concerning financial reporting requirements, including measures to eliminate and prevent flaws in the Bank's financial statements and the preparation procedures;
- functioning of the internal control, including its effectiveness;

15.2.44. review of candidate auditors to be subsequently proposed to the General Shareholders Meeting and appointed as the Bank's Auditor;

15.2.45. making decisions based on the review of opinions and recommendations prepared in the course of monitoring the work of the Bank's Auditor, supervision of the scope of audit procedures, and analysis of fairness and qualification of the Bank's Auditor, assessment of independence and any potential conflicts of interests; the quality of the services provided by the Auditor;

15.2.46. making decisions based on the review of opinions and recommendations made towards eliminating flaws identified by the Bank's Auditor, bodies of control or in the course of the Board of Directors Audit Committee's functioning, including in terms of internal control;

15.2.47. preliminary review of the Board of Directors Audit Committee opinion on the annual report, opinion of the Bank's Auditor, annual accounts, including income statements, and other reporting documents;

15.2.48. making decisions based on the review of the risk management system and its efficiency assessment, approval of the Bank's risk management principles;

15.2.49. implementation of effective internal control;

15.2.50. making decisions allowing prompt implementation by the Bank's executive bodies of recommendations and comments of the internal control units, the Bank's Auditor and supervisors;

15.2.51. making decisions based on the results of analyzed internal control compliance with the character, scope and terms of the Bank's business;

15.2.52. approval of the Bank's credit risk management principles;

15.2.53. approval of, and amendments to the Bank's annual sponsorship and charity plan and the Bank's annual sponsorship and charity budget, and making decisions based on the results of reviewing the report on the said plan and

budget implementation, and making decisions to appropriate additional funds in the Bank's budget for charity or sponsorship;

15.2.54. creating Board of Directors Committees (including the Audit Committee, Appointment and Remuneration Committee, Risk Management Committee), determining the composition of said Board Committees, approval and amendments to the Regulations on the Board of Directors Committees, including defining their status, formation procedures, functions and powers, and procedures for their functioning and cooperation with the Bank's management bodies and staff;

15.2.55. forming collegial bodies not entitled to pass resolutions, including councils, working groups and commissions to implement preliminary expert analysis of the Bank's business issues or other issues as determined by the Board of Directors;

15.2.56. making decisions to improve corporate governance system;

15.2.57. making final decisions to manage conflicts of interests between the Members of the Management Board and the Board of Directors;

15.2.58. resolving to modify the Bank's business processes in case of a crunch;

15.2.59. receiving information from the Bank's executive bodies required by the Board of Directors to function properly;

15.2.60. resolving to write off uncollectible loans exceeding 0.5 per cent of the Bank's shareholders' equity (capital) against the loan loss provisions;

15.2.61. approval of procedures for social and environmental risk management, anti-money laundering and terrorist financing (including in accordance with the standards of the European Bank for Reconstruction and Development and/or the International Finance Corporation and/or DEG-Deutsche Investitions- und Entwicklungsgesellschaft mbH);

15.2.62. approval of pledge agreements or resolving to otherwise encumber the Bank's assets, unless such pledge or encumbrance arises in the ordinary course of the Bank's business or is required by the law or instructions of regulatory authorities;

15.2.63. resolving to launch an IPO;

15.2.64. assessment of the Bank's assets and/or stock value initiated by the Board of Directors, including pre-approval of an independent appraiser;

15.2.65. other issues referred by the Federal Law "On Joint-Stock Companies" and this Charter to the terms of reference of the Board of Directors.

Issues within the Board of Directors terms of reference may not be submitted for resolution to the Bank's executive bodies.

To the extent that transactions specified in Articles 15.2.31 and 15.2.37 hereof shall be approved as major or interested party transactions pursuant to the Federal Law "On Joint-Stock Companies", such transactions shall be subject to approval only in accordance with the major and interested party transactions approval procedure as provided by the Federal Law "On Joint-Stock Companies" and this Charter.

15.3. The General Shareholders Meeting shall elect the Board of Directors Members by cumulative vote for the period up to the next Annual General Shareholders Meeting.

Candidates to the Bank's Board of Directors shall comply with the qualification requirements as prescribed by the federal laws and CBR regulations thereto. The Bank shall notify the Bank of Russia in writing of a Board member election (removal) within three days from the date of resolution.

15.4. The Bank's Board of Directors shall comprise seven members. Duties and powers of the Board Members shall be prescribed by the Bank's Regulation on the Board of Directors approved by the General Shareholders Meeting. Not more than one-fourth of the Board of Directors may be the Management Board Members.

At least one Member of the Board of Directors shall be an independent director. Requirements to independent Board Members shall be prescribed by the Regulation on the Board of Directors.

15.5. The Chairman of the Bank's Board of Directors shall be elected by and from among its Members by a majority vote of the total membership of the Board. The Bank's General Director may not be elected as the Chairman of the Bank's Board of Directors.

15.6. The Bank's Board of Directors shall be entitled at any time to reelect its Chairman by a majority vote of the total membership of the Board.

15.7. The Chairman of the Board shall manage its operation, convene and preside at the Board Meetings, and arrange taking Minutes at the Meetings. If the Chairman is absent, the Deputy Chairman shall function as the Board Chairman. The resolution on appointment of the Board Deputy Chairman shall be adopted by a simple majority vote of the Board Members present at the Meeting. A Board Member who is also the Bank's General Director may not be elected as the Board Deputy Chairman.

15.8. The Board of Directors Meeting shall be convened by the resolution of the Chairman at its own discretion or on demand of a Board Member, an executive body, the Bank's Revision Commission or Auditor. To consider issues relating to the appointment or early removal of the Bank's General Director, the Chairman shall convene the Board Meeting at its own discretion or on demand of a Board Member, an executive body, the Bank's Revision

Commission or Auditor, or the Shareholder(s) holding in aggregate at least 2 per cent of voting shares. The procedure for convening and holding Board Meetings shall be as prescribed by this Charter and the Bank's Regulation on the Board of Directors approved by the General Shareholders Meeting.

The Board Meetings shall be held at least 6 times a year. Board Meetings resolutions may be adopted in absentia: the voting shall imply signing voting ballots and sending them to the Bank by fax on or prior to the stated final date for ballot acceptance, and the Board Members shall ensure the receipt of the original ballot by the Board Chairman within two business days from the Meeting Date. The written opinion of any absent Board Member on the agenda items shall be taken into account to determine if a quorum is present and count votes. Unless otherwise resolved by a majority vote of the Board Members, the Board Meetings shall be held at: 33/1 Kotelnicheskaya Naberezhnaya St., Moscow, 115172, Russian Federation.

15.9. The Board of Directors shall be entitled to resolve the issues under its consideration, provided that at least one half of the total membership of the Board Members is present at the Meeting. If the number of the Board Members becomes less than the number required for the stated quorum, the Board of Directors shall resolve to convene an Extraordinary General Shareholders Meeting to elect new members to the Board.

15.10. The Bank's Board of Directors shall adopt resolutions by a majority vote of the Board Members present at the Meeting, unless otherwise provided by the Federal Law "On Joint-Stock Companies", this Charter or the Bank's Regulation on the Board of Directors approved by the General Shareholders Meeting. Each Board Member shall have one vote to resolve any issues at the Board Meeting. No Board Member shall be entitled to assign its voting rights to any other person, including any other Board Member. In the event of a tie in the Board vote, the Chairman shall have a casting vote. The Bank's Board of Directors shall be entitled to adopt resolutions by absentee vote and take into account the written opinion of any Board Member on the agenda items to determine if a quorum is present and count votes.

The issues stated in Articles 15.2.13, 15.2.14, 15.2.22, 15.2.25, 15.2.30, 15.2.31, 15.2.32, 15.2.36, 15.2.63 hereof shall be deemed resolved, provided that five Board Members vote in favour.

The issues stated in Articles 15.2.1, 15.2.6 and 15.2.35 hereof shall be deemed resolved, provided that six Board Members vote in favour, unless more votes are required by the Federal Law "On Joint-Stock Companies".

The issues stated in Article 15.2.64 shall be resolved unanimously by all members of the Bank's Board of Directors (votes of the ex-Board Members shall not be taken into account).

15.11. Minutes shall be taken at a Board Meeting and drawn up within three days after the Meeting. The Minutes of the Board Meeting shall be signed by the person presiding at the Meeting and responsible for the Minutes accuracy. Extracts from the Minutes shall be signed by the Board Chairman or the Bank's General Director or Corporate Secretary acting as the Board of Directors Secretary.

15.12. Any Board Member shall be entitled to appeal in court against the Board of Directors resolution adopted in violation of the Federal Law "On Joint-Stock Companies", other regulations of the Russian Federation or this Charter, provided that it failed to vote or voted against the resolution and the said resolution impaired its rights and legitimate interests. The resolution may be appealed within one month of the Board Member becoming or should have become aware of the resolution.

15.13. Members of the Board of Directors shall demonstrate their loyalty to the Bank. The Members shall not be entitled to use any of the gained opportunities for any purpose contrary to this Charter or to impair the Bank's property and (or) non-property interests.

15.14. The functions of the Board of Directors Secretary shall be the responsibility of the Bank's Corporate Secretary.

15.15. The Bank's Corporate Secretary shall be an authorized person primarily responsible for: supporting the Board of Directors functions; the Board of Directors Secretary functions; arranging the Bank's bodies and officers' compliance with the procedures for storing, disclosing and submitting information on the Bank's management bodies operation. The election procedure, functions and authorities shall be prescribed for the Corporate Secretary by the Regulation on the Corporate Secretary.

## **Article 16. Executive Bodies and Ongoing Operations**

16.1. The Bank's ongoing operations shall be managed by the General Director (sole executive body) and the Management Board (collegial executive body). The Bank's General Director shall be the Chairman of the Management Board.

The Bank's executive bodies shall report to the Board of Directors and the General Shareholders Meeting.

16.2. As proposed by the Bank's General Director, the Board of Directors shall determine the number of and appoint the Management Board Members. The term of office of the Management Board Members shall be four years.

16.3. The Board of Directors shall be entitled at any time to adopt the resolution on early removal of the Management Board Members and appointment of the new Members.

16.4. The Bank's Management Board shall:

16.4.1. develop the Bank's management principles;

- 16.4.2. elaborate the Bank's development programmes and maintain its development strategy approved by the General Shareholders Meeting and the Board of Directors;
- 16.4.3. develop proposals regarding the Bank's payroll system;
- 16.4.4. develop the Bank's staff training and advanced training system;
- 16.4.5. prepare and submit the Bank's performance reports to the General Shareholders Meeting, the Board of Directors and the Bank of Russia;
- 16.4.6. prepare proposals on amendments and supplements to the Bank's Charter;
- 16.4.7. consider reports of Deputy General Directors and Heads of the Bank's subdivisions;
- 16.4.8. review performance of the Bank's subdivisions for the reporting period;
- 16.4.9. consider and approve the Bank's loan projects within the amounts established by the Bank's policies;
- 16.4.10. resolve to write off uncollectible loans not exceeding 0.5 per cent of the Bank's shareholders' equity (capital) against the loan loss provisions;
- 16.4.11. approve the Bank's internal documents regulating its accounting policy, credit policy and the policy concerning other assets and liabilities operations, marketing and HR policy, fund-raising policy and other main principles of the Bank's business, as prescribed by the Russian laws in effect and CBR regulations, and approve restatements of, and amendments and supplements to the Bank's regulations on branches and representative offices not related to their opening or closing;
- 16.4.12. resolve to arrange advertising and branding campaigns;
- 16.4.13. resolve to arrange internal corporate events;
- 16.4.14. resolve to establish Management Board Committees, determine the composition of said Board Committees, approve and amend the Regulations on the Management Board Committees, including defining their status, formation procedures, functions and powers, and procedures for their functioning and cooperation with the Bank's management bodies and staff and other Board Committees;
- 16.4.15. implement a risk management system, approve the authorities and composition of collegial risk management bodies, and resolve to accept certain risks;
- 16.4.16. delegate powers to elaborate internal control rules and procedures to the heads of the relevant structural units and control the compliance with said rules and procedures;
- 16.4.17. monitor compliance of the Bank's operations with the internal documents prescribing the internal control procedure and assess the compliance of scope of said documents with the character and scope of the Bank's business;
- 16.4.18. allocate responsibilities among the Bank's subdivisions and employees responsible for certain (forms, methods of) internal controls;
- 16.4.19. review materials and results of routine assessments of internal control effectiveness;
- 16.4.20. create effective information transfer and exchange systems to ensure the receipt of necessary data by the interested users. Information transfer and exchange systems shall comprise all documents prescribing the Bank's operational policy and procedures;
- 16.4.21. create a control system to eliminate the identified internal control violations and failures and measures to remedy the same;
- 16.4.22. consider other issues referred by this Charter to the terms of reference of the Management Board or issues which, in the opinion of the General Director or Management Board Members, shall be considered by the Management Board.
- 16.5. The Bank's Management Board shall act as prescribed by the laws in effect, the Bank's Charter and the Bank's Regulation on the Management Board approved by the General Shareholders Meeting which prescribes terms of and procedure for convening and holding the Management Board Meetings and the decision-making procedure. Rights and liabilities of the Bank's Management Board Members shall be governed by the laws in effect, this Charter, the Bank's Regulation on the Management Board and the agreement between each Member and the Bank.
- 16.6. A quorum for Management Board Meetings shall comprise at least half of the elected Members.  
If the number of Management Board Members falls below the quorum, the Board of Directors shall resolve to form a new Management Board.  
Management Board resolutions shall be adopted by a simple majority vote. In the event of a tie in the Board vote, the Chairman shall have a casting vote.  
No Board Member shall be entitled to assign its voting rights to any other person, including any other Board Member.
- 16.7. Minutes shall be taken at a Board Meeting and signed by the Chairman of the Management Board (the General Director) or, if the General Director is absent, by the person acting as the General Director.  
The Minutes shall be provided on demand to the Members of the Board of Directors, the Audit Committee, the Bank's Auditor and Shareholders holding in aggregate at least 25 per cent of the Bank's voting shares.
- 16.8. The General Director shall be responsible for all aspects of ongoing operations management, except for the issues within the terms of reference of the General Shareholders Meeting, the Board of Directors and the Management Board.
- 16.9. The Bank's General Director shall:

- 16.9.1. ensure the implementation of resolutions of the General Shareholders Meeting, the Board of Directors and the Management Board;
- 16.9.2. manage the Bank's business;
- 16.9.3. act without a power of attorney on behalf of the Bank and represent it before state authorities and administrations, courts and law enforcement authorities, other banks, enterprises, entities, institutions and citizens, including foreign;
- 16.9.4. manage the Bank's ongoing operations;
- 16.9.5. propose Management Board Members for the Board of Directors' approval;
- 16.9.6. dispose of the Bank's assets as provided by this Charter;
- 16.9.7. issue powers of attorney, orders and other acts within his/her authorities, give instructions binding on all of the Bank's employees;
- 16.9.8. define the basis of the internal control and security system, approve the internal work regulations;
- 16.9.9. establish the Bank's organizational structure and approve its staff schedule;
- 16.9.10. manage staff recruitment and deployment, execute and terminate employment agreements (contracts) with the Bank's employees as prescribed by the laws in effect, approve form and amount of remuneration and bonuses, impose penalties, send staff to trainings and advanced trainings;
- 16.9.11. approve the Bank's regulations on structural subdivisions (units, divisions, departments, services) and staff duty instructions;
- 16.9.12. implement the Bank's credit policy;
- 16.9.13. sign constituent documents of entities established with the participation of the Bank;
- 16.9.14. open and close correspondent accounts;
- 16.9.15. approve the Bank's fee schedule;
- 16.9.16. execute and terminate agreements, including the agreements with foreign counterparties;
- 16.9.17. ensure accuracy, quality and timely submission of the required documents and reports to the Bank's General Shareholders Meeting, the Board of Directors, the Bank of Russia, authorized state authorities and creditors as prescribed by the laws in effect and this Charter;
- 16.9.18. control compliance with commercial and bank secrecy requirements;
- 16.9.19. open and close the Bank's internal structural subdivisions and approve regulations thereon;
- 16.9.20. review the results of the Bank's internal investigations and adopt the relevant resolutions;
- 16.9.21. adopt resolutions in respect of claims and suits;
- 16.9.22. resolve to bring the Bank's employees to financial or disciplinary responsibility;
- 16.9.23. approve, as prescribed by the Russian laws in effect and CBR regulations, the Bank's internal documents regulating its financial and economic activities in accordance with the strategy adopted by the Board of Directors and the policy adopted by the Management Board, including tariffs, limits, rules, regulations, etc.;
- 16.9.24. determine the number of members of the Bank's Internal Control Service;
- 16.9.25. classify loans extended by the Bank and resolve to update loan classification in accordance with the Russian laws in effect and CBR regulations;
- 16.9.26. resolve to nominate candidates for the Deputy General Director, Chief Accountant and Deputy Chief Accountant of the Bank, and candidates for the Director, Deputy Director, Chief Accountant and Deputy Chief Accountant of a Bank's branch, and to file applications for candidates approval to the CBR local administration;
- 16.9.27. adopt resolutions on the Bank's participation in and withdrawal from other entities (except for subsidiaries, financial and industrial groups, associations and other alliances of commercial entities);
- 16.9.28. approve stock issue reports;
- 16.9.29. approve quarterly securities reports;
- 16.9.30. determine the compensation amount required to restore the Bank's lost documentary registered bond;
- 16.9.31. work out resolutions on the agenda items of General Shareholders Meetings of those subsidiaries where the Bank is the sole shareholder (top management of other entities where the Bank is the sole participant/member), except for the issues referred by this Charter to the Board of Directors' terms of reference;
- 16.9.32. appoint persons to represent the Bank at General Shareholders Meetings of subsidiaries where the Bank is the sole shareholder (top management of other entities where the Bank is the sole participant/member) and instruct to vote as resolved, except for the resolutions on issues referred by this Charter to the Board of Directors' terms of reference;
- 16.9.33. nominate and elect the sole executive body, management company, manager, a Management Board Member, a Board of Directors (Supervisory Board) Member and candidates to other management and supervisory bodies of entities where the Bank is a shareholder, participant or member;
- 16.9.34. appoint and remove Heads and Deputy Heads of the Bank's branches;
- 16.9.35. determine the Bank's procedure for document management and flow, approve the Bank's regulation thereon;
- 16.9.36. approve the Bank's payroll system;
- 16.9.37. approve the Bank's staff training and advanced training system;



16.9.38. perform other actions as provided by the laws in effect and this Charter not within the General Shareholders Meeting and the Board of Directors terms of reference.

16.10. The Bank's General Director shall be elected by the Board of Directors for the period of four years. The General Director shall preside at the Management Board Meetings or, if the General Director is absent, one of the Management Board Members shall preside at the Meeting on behalf of the General Director.

16.11. Candidates for the Bank's General Director and Management Board shall comply with the qualification requirements as prescribed by the federal laws and CBR regulations thereto. The Bank shall notify the Bank of Russia in writing of the General Director and Management Board Members removal within one business day following the date of resolution.

16.12. The Bank's General Director shall act as prescribed by the laws in effect, this Charter and other internal documents of the Bank.

#### **Article 17. Board of Directors and Executive Bodies Liability**

17.1. Members of the Board of Directors, the General Director, Members of the Management Board, and the management company or a manager shall act for the benefit of the Bank in exercising their rights and performing their duties and shall exercise their rights and perform their duties to the Bank reasonably and in good faith.

17.2. Members of the Board of Directors, the General Director, Members of the Management Board, and the management company or a manager shall be liable to the Bank for any losses incurred by the Bank as a result of their misconduct (omission), unless other grounds of responsibility are provided by the federal laws.

In such cases no liability shall be incurred by the Board of Directors and Management Board Members who voted against the resolution which resulted in losses incurred by the Bank or a Shareholder or who did not participate in the vote.

17.3. The Bank or Shareholder(s) holding in aggregate at least 1 percent of the Bank's placed common shares shall be entitled to apply to a court with a claim against any Board of Directors Member, the General Director, Management Board Member, and the management company (manager) for the compensation of losses incurred by the Bank as provided in Article 17.2 hereof.

#### **Article 18. Financial and Economic Control**

18.1. The Bank shall maintain internal control to ensure: financial and economic performance and efficiency, asset and liability and risk management efficiency; accuracy, completeness, fairness and timely preparation and presentation of all forms of statements to external and internal users; the Bank's information security; compliance with regulations, standards for self-regulating entities, the Bank's constituent and internal documents; prevention of the Bank's involvement and its staff participation in illegal operations, including legalization of illegal proceeds (money laundering) and terrorist financing; timely submission of information to the state authorities and the Bank of Russia as prescribed by the Russian laws.

18.2. The following bodies and officers to be established (appointed, elected) as prescribed by the Bank's Charter shall maintain internal control within the powers provided by the Charter and the Bank's internal documents:

- the Bank's General Shareholders Meeting, Board of Directors, General Director, Management Board;
- the Bank's Revision Commission;
- the Bank's Chief Accountant (Deputy Chief Accountants);
- the Heads (Deputy Heads) and the Chief Accountants (Deputy Chief Accountants) of the Bank's branches;
- the Bank's Internal Control Service (Internal Audit Service) (hereinafter referred to as the "Internal Control Service");
- the Bank's Control Service for combating legalization of illegal proceeds (money laundering) and terrorist financing;
- the supervisor of the professional securities market participant.

18.3. The Annual General Shareholders Meeting shall elect the Revision Commission of at least three members to maintain financial and economic control.

A Revision Commission Member may neither act at the same time as the Bank's Board of Directors Member nor hold any other position in the Bank's management bodies. Shares held by the Board of Directors Members or other members of the Bank's management bodies may not participate in voting on the election of Revision Commission Members.

18.4. The financial and economic audit (revision) shall be maintained based on the Bank's annual performance or at any time initiated by the Bank's Revision Commission or by the resolution of the General Shareholders Meeting or the Board of Directors or on demand of a Shareholder(s) holding in aggregate at least 10 per cent of the Bank's voting shares.

18.5. Members of the Bank's management bodies shall provide documents on the Bank's financial and economic activities on demand of the Revision Commission.

18.6. The Revision Commission terms of reference shall be as prescribed by the Federal Law “On Joint-Stock Companies” and this Chapter. The procedure for Revision Commission functioning shall be as prescribed by the Regulation on the Revision Commission approved by the General Shareholders Meeting.

18.7. The Revision Commission Members shall be liable to fulfill their duties in good faith as prescribed by the Russian laws.

18.8. If the revision results reveal any threats to the interests of the Bank or its depositors or any official misconduct, the Revision Commission shall be entitled to demand the Extraordinary General Shareholders Meeting.

18.9. The Bank of Russia shall regularly monitor the Bank’s compliance with the banking laws, the regulations of the Bank of Russia, in particular, the mandatory ratios as established thereby. The Bank of Russia may perform its supervisory and regulatory functions prescribed by the Federal Law “On the Central Bank of the Russian Federation (Bank of Russia)” directly or through its banking supervisory agency.

18.10. The Auditor shall audit the Bank’s financial and economic activities as agreed therewith and as prescribed by the regulations of the Russian Federation.

18.11. The General Shareholders Meeting shall approve the appointment of the Bank’s Auditor. The Board of Directors shall determine the Auditor’s remuneration.

18.12. By the results of financial and economic audit, the Bank’s Revision Commission or the Bank’s Auditor shall make an opinion to include:

- the evidence of accuracy of the information provided in the Bank’s reports and other financial documents;
- the information on violations of the Russian regulations and the accounting and financial reporting procedures prescribed thereby, which occurred in the course of the Bank’s financial and economic activities.

18.13. The Auditor shall make the auditor’s opinion, including the evidence of reliability of the credit institution’s financial statements, its compliance with the mandatory ratios established by the Bank of Russia, its management quality, results of internal control and other issues as prescribed by the federal laws and this Charter.

18.14. The Bank shall establish the Internal Control Service to maintain internal control and cooperate with the management bodies to ensure the Bank’s efficient functioning.

18.15. The Internal Control Service shall function as prescribed by the Bank’s Charter and the Regulation on the Internal Control Service approved by the Board of Directors. The scope of the Regulation on the Internal Control Service shall comply with the requirements of the Bank of Russia.

18.16. The Internal Control Service shall function on a regular basis, its officers shall be the members of the Bank’s regular staff, and the number the Internal Control Service officers shall be adequate to effectively approach and resolve the internal control issues.

18.17. The Head of the Internal Control Service shall be appointed and removed by the Bank’s Board of Directors.

18.18. The Internal Control Service shall report to the Bank’s Board of Directors. The procedure for submission and review of the Internal Control Service report shall be as prescribed by the Bank’s Regulation on the Internal Control Service.

18.19. The officers of the Internal Control Service shall not be entitled to hold any other positions in the Bank.

18.20. The Internal Control Service and its officers shall be entitled to:

- receive documents required for the audit from the heads and authorized officers of the subdivision being audited;
- assess compliance of actions and operations of the Bank’s staff with the requirements of the laws in effect, regulations of the Bank of Russia, the Bank’s internal documents prescribing the Bank’s policy and decision-making, accounting and reporting procedures;
- engage, if necessary, staff from other structural subdivisions of the Bank to resolve the internal control issues;
- enter the premises of the subdivision being audited and the premises for document (the archives) and cash and valuables (the vaults) storage, computer data processing (the computer room) and storage of data in the computers of officer(s) of the subdivision being audited;
- make copies of the received documents independently or with the help of the staff of the subdivision being audited;
- exercise other rights provided by the regulations of the Bank of Russia and the Bank’s internal documents to perform their duties.

18.21. As a professional securities market participant, the Bank shall control its operations to protect its own interests and those of its investors and customers. This control shall be subject to the regulations of the Russian Federation and the Bank’s Charter. The authorized officers appointed by the General Director shall maintain said control.

## **Article 19. Information to Shareholders**

19.1. The Bank shall ensure Shareholders access to the documents provided by Article 89.1 of the Federal Law “On Joint-Stock Companies”. Any Shareholder(s) holding in aggregate at least 25 per cent of the Bank’s voting

shares shall be entitled to access the accounting documents and the minutes of collegial executive body's meetings. The Bank's Corporate Secretary shall ensure Shareholders access to the information concerning the Bank.

19.2. The Bank shall provide documents prescribed by Article 89.1 of the Federal Law "On Joint-Stock Companies" for examination in the executive body's office within seven days of the relevant request. The Bank may provide copies of the documents certified by Bank's Corporate Secretary as prescribed by Article 89.1 of the Federal Law "On Joint-Stock Companies" for examination at: 33/1 Kotelnicheskaya Naberezhnaya St., Moscow, 115172, Russian Federation within seven days of the relevant request. The Bank shall provide the persons entitled to access the documents prescribed by Article 89.1 of the Federal Law "On Joint-Stock Companies" with the copies of said documents on their demand. The Bank's fee for submission of these copies shall not exceed the cost of copying. Payment terms and procedures shall be determined by the Bank's General Director.

19.3. As provided by Article 92 of the Federal Law "On Joint-Stock Companies", the Bank shall:

- disclose the Bank's annual report, annual financial statements;
- disclose the Bank's Offering Prospectus, if prescribed by the regulations of the Russian Federation;
- announce the proposed General Shareholders Meeting as prescribed by the Federal Law "On Joint-Stock Companies";
- disclose other information as prescribed by the Russian laws.

## **Article 20. Reorganization and Liquidation**

20.1. The Bank may be reorganized in the form of a merger, accession, demerger, split-off and transformation. The Bank may be liquidated either voluntarily by the resolution of the General Shareholders Meeting or by the order of court as prescribed by law.

20.2. In case of reorganization, the Bank's rights and responsibilities shall be transferred to its legal successors. The liquidation shall entail termination of the Bank's business without any succession of rights and responsibilities.

20.3. In case of reorganization, the Bank shall notify the Bank of Russia in writing of the initiated reorganization procedure with the reorganization resolution enclosed within three business days from the date of the resolution adopted by the General Shareholders Meeting.

The Bank shall, within 30 days from the reorganization resolution, announce it on its website in the Internet, notify its creditors thereof as prescribed by the General Shareholders Meeting in accordance with the Federal Law "On Joint-Stock Companies" and announce the resolution in the Bank of Russia Bulletin (the Vestnik Banka Rossii) and the Vedomosti newspaper or the COMMERSANT newspaper (if the Vedomosti ceases or suspends publication).

In case of reorganization, the Bank's Charter shall be amended as necessary, and all the documents for which retention period has not yet expired shall be transferred as prescribed.

20.4. In case of voluntary liquidation, the General Shareholders Meeting shall promptly notify the Bank of Russia in writing of the resolution adopted by it. The General Shareholders Meeting shall also notify the local registering authority, which shall record in the State Register that the Bank is under liquidation, in writing of the resolution on voluntary liquidation adopted by it (with the resolution enclosed) within three days. Once the resolution on liquidation is adopted by the General Shareholders Meeting, it shall appoint the Liquidation Commission as agreed with the Bank of Russia and prescribe the liquidation terms and procedures.

The General Shareholders Meeting shall notify the local registering authority of the Liquidation Commission appointment.

Once the Liquidation Commission is appointed, it shall succeed to all powers to manage the Bank's business.

In case of liquidation by the order of court, the General Shareholders Meeting shall appoint the Liquidation Commission as agreed with the Bank of Russia to perform the liquidation in the manner and within the period as prescribed by the order of court, and if no manner and period are so prescribed, as determined at its own discretion.

20.5. The Liquidation Commission shall:

- announce the Bank's liquidation, terms and procedures for creditors' claims (the stated period shall be at least two months from the date of announcement) in the printed media specialized to inform of the state registration of legal entities and the Vedomosti newspaper or the COMMERSANT newspaper (if the Vedomosti ceases or suspends publication);
- take measures to identify creditors and collect receivables, and notify the creditors in writing of the Bank's liquidation.

Once the creditors claiming period expired, the Liquidation Commission shall prepare the interim liquidation balance sheet, including details of assets of the Bank under liquidation, creditors' claims and results of their consideration. The interim liquidation balance sheet shall be approved by the General Shareholders Meeting as agreed with the Bank of Russia. The General Shareholders Meeting shall notify the local registering authority of the interim liquidation balance sheet prepared.

If the Bank's available funds are not sufficient to meet the creditors' claims, the Liquidation Commission shall sell other assets of the Bank through public auction as prescribed by the judgment execution procedure. The Liquidation

Commission shall distribute funds to the creditors of the Bank under liquidation in priority as provided by the Civil Code of the Russian Federation in accordance with the interim liquidation balance sheet starting from the date of its approval, except for the third- and fourth-priority creditors, who shall receive funds after one month from the date of the interim liquidation balance sheet approval.

Once all creditors' claims settled, the Liquidation Commission shall prepare the liquidation balance sheet to be approved by the General Shareholders Meeting as agreed with the Bank of Russia. The assets of the Bank under liquidation, which remain after all creditors' claims are settled, shall be distributed by the Liquidation Commission among the Shareholders as prescribed by law.

20.6. To complete the liquidation, the Liquidation Commission shall file an application to the Bank of Russia on the state registration of the Bank's liquidation with the documents required by the Federal Law "On State Registration of Legal Entities" and other documents as provided by the Bank of Russia enclosed.

The liquidation shall be deemed completed and the Bank shall be deemed liquidated from the date of the relevant record in the state register of legal entities.

20.7. In case of liquidation, the Bank's personnel documents and other documents required by the regulations of the Russian Federation shall be transferred for state storage to the relevant archive as prescribed by the Rosarkhiv. The documents shall be transferred at the Bank's expense as required by the archives.

### **Article 21. Amendments and Supplements**

21.1. All amendments and supplements to this Charter approved by the General Shareholders Meeting (the Board of Directors within its terms of reference) shall be registered by the local registering authority as prescribed by the resolution of the Bank of Russia (its local administration) on the relevant state registration.

21.2. Amendments and supplements to the Bank's Charter shall be deemed effective for the third parties from the date of their state registration and comprise an integral part of this Charter.

**Board of Directors Chairman**  
**URSA Bank**

*/signed/*

**Igor V. Kim**

*Seal: /URSA Bank, Open Joint Stock Company, URSA Bank, Novosibirsk/*

34 (thirty four) sheets hereby numbered,  
bound and sealed by URSA Bank

Legal Service Acting Director  
URSA Bank

*/signed/* Irina V. Mladsheva

July 29, 2009

*Seal: /URSA Bank, Open Joint Stock Company, URSA Bank, Novosibirsk/*

*Перевод с русского языка на английский выполнен переводчиком Смирновой Натальей Александровной*