

**ARTICLES OF ASSOCIATION
OF JOINT-STOCK COMPANY
“PROCREDIT BANK”
(restated)**

APPROVED BY

resolution of the sole shareholder No. 4
dated 01 December, 2023

Kyiv

2023

ARTICLE 1. GENERAL PROVISIONS

1.1. Joint Stock Company “ProCredit Bank” (hereinafter the “**Bank**”) is the full legal successor of Closed Joint Stock Company “Microfinance Bank” established in accordance with the resolution of the Constituent Meeting dated 21 December 2000 as a universal bank in accordance with the Founders Agreement on Establishment and Operation of Closed Joint Stock Company “Microfinance Bank” dated 2 October 2000, registered by the National Bank of Ukraine on 28 December 2000, registration number 276, which was renamed into Closed Joint Stock Company “PROCREDIT BANK” in accordance with the resolution of the General Meeting of Shareholders (hereinafter the General Meeting) dated 16 September 2003, which was renamed into PUBLIC JOINT STOCK COMPANY “PROCREDIT BANK” in accordance with the resolution of the Extraordinary General Meeting of Shareholders dated 14 July 2009, and which was renamed into JOINT STOCK COMPANY “PROCREDIT BANK” by the resolution of the Extraordinary Meeting of Shareholders dated 27 June 2018.

1.2. The Bank’s form of incorporation is a joint stock company; the type of the joint stock company is private.

1.3. Name of the Bank:

1.3.1 full official name:

in Ukrainian: АКЦІОНЕРНЕ ТОВАРИСТВО «ПРОКРЕДИТ БАНК»

in English: JOINT STOCK COMPANY “PROCREDIT BANK”

1.3.2 short official name:

in Ukrainian: АТ «ПРОКРЕДИТ БАНК»

in English: JSC “PROCREDIT BANK”

1.4. Registered address of the Bank: 107-A Beresteiskyi Avenue, Kyiv 03115, Ukraine.

1.5. Property (property rights) acquired by the Bank in the result of legal succession and carrying out business activities shall be owned by the Bank.

1.6. The Bank shall own, use and dispose of its property and monetary funds in accordance with the purpose and scope of its activities provided for by these Articles of Association.

1.7. In the event of change of the Legislation of Ukraine and in the event of any discrepancies between provisions of these Articles of Association and norms of the Legislation of Ukraine, these Articles of Association shall be applied in the part that is not contradictory to the Legislation of Ukraine.

1.8. In the event of any discrepancies between provisions of these Articles of Association and by-laws of the Bank, provisions of these Articles of Association shall prevail.

ARTICLE 2. LEGAL STATUS

2.1. The Bank shall be a legal entity under private law upon its state registration in accordance with the Legislation of Ukraine.

2.2. The Bank shall carry out its activities in accordance with the Civil Code of Ukraine, the Economic Code of Ukraine, the Laws “On Banks and Banking Activities”, “On Joint Stock Companies”, “On Capital Markets and Organized Commodity Markets”, regulations of the National Bank of Ukraine (hereinafter the “**NBU**”), the National Securities and Stock Market Commission (hereinafter the “**NSSMC**”), other legislative acts of Ukraine (hereinafter each of the above collectively the “**Legislation of Ukraine**”), as well as in accordance with these Articles of Association (hereinafter the “**Articles of Association**”) and by-laws of the Bank. For the purposes of these Articles of Association, the term “Legislation of Ukraine” shall be deemed to refer to all applicable laws of Ukraine, statutory instruments, regulations, orders, resolutions and other laws and regulations as amended that may apply from time to time.

Specific aspects of the legal status, procedure for establishment, operation, reorganization and liquidation of the Bank shall be determined by the Law of Ukraine “On Banks and Banking Activities” (hereinafter the “**Banks Law**”).

2.3. The Bank has a seal with its full official name (main round seal), additional round seals, as well as stamps and a letterhead with its name and logo.

2.4. Along with the Ukrainian language, the English language shall also be language of working communication, record keeping and internal documentation of the Bank.

2.5. The Bank shall be fully financially independent, keep an independent balance sheet, have correspondent accounts with the NBU and other banks to conduct its operations.

2.6. Within the limits established by the Legislation of Ukraine, the Bank shall have the right to:

2.6.1 acquire, possess, use and dispose of things, including money and securities, other property, property rights, results of works, services, results of intellectual and creative or another activity not prohibited by the Legislation of Ukraine, information, as well as other tangible and intangible benefits/valuables, including intellectual and industrial property rights under juridical acts, licenses and/or permits;

2.6.2 receive loans, deposits and credits on such conditions and in such currency as the Bank deems appropriate, provided that they are not contrary to the Legislation of Ukraine, and carry out all other operations in pursuance of the objectives and purpose specified in Article 3 of these Articles of Association;

2.6.3 enter into agreements with individuals and legal entities, including non-residents, individual entrepreneurs, state authorities and local self-government bodies, including, but not limited to, sales, loan, leasing, rental, guarantee, suretyship, license, agency, transportation, storage, construction agreements, as well as labour and collective agreements, etc.;

2.6.4 be a participant of judicial and enforcement proceedings with all the rights and obligations provided to the parties and/or participants of the respective proceedings;

2.6.5 make direct and portfolio investments and carry out operations with securities. Except as provided for by the Legislation of Ukraine, investments shall be made on the basis of the NBU license;

2.6.6 establish standalone units in Ukraine, establish subsidiary banks, branches or representative offices in other states in the manner provided for by regulations of the NBU and the applicable Legislation of Ukraine;

2.6.7 open, maintain and use accounts in the national currency of Ukraine and in foreign currencies, banking metals and securities, carry out trade in currency assets;

2.6.8 receive, use, distribute, store and protect information necessary for exercising its rights and legitimate interests, including to promote its activities;

2.6.9 engage in other activities directly or indirectly related to the purpose and scope of activities of the Bank.

2.7. The Bank shall be liable for its obligations with all the property it owns that may be foreclosed on in accordance with the Legislation of Ukraine.

The Bank shall not be liable for obligations of its shareholders. Shareholders shall be liable for obligations of the Bank in accordance with the requirements of the Legislation of Ukraine. Shareholders who have not paid up shares in the Bank in full shall be liable for obligations of the Bank within the unpaid portion of the value of the shares they own.

2.8. Information about the Bank and its activities subject to disclosure in accordance with the Legislation of Ukraine shall be posted on the Internet at the Bank's website at: www.procreditbank.com.ua.

ARTICLE 3. PURPOSE, OBJECTIVES AND SCOPE OF ACTIVITIES

3.1. Unless restricted by the Legislation of Ukraine, the objectives of activities of the Bank shall be to provide a full range of commercial banking and corporate financial services, with a focus on providing financial services to small and medium-sized business entities in order to generate profit and promote social and economic development of Ukraine.

3.2. The scope of activities of the Bank shall be providing banking and other financial services (except insurance services) and carrying out other types of activities in accordance with the procedure provided for by the Legislation of Ukraine.

3.3. The banking services provided by the Bank include:

3.3.1. employing funds and bank metals in deposits from an unlimited number of legal entities and individuals;

3.3.2. opening and maintaining current (correspondent) accounts of clients, including accounts in bank metals and escrow accounts;

3.3.3. placing funds and bank metals employed in deposits, including on current accounts, on its own behalf, under its own conditions and at its own risk.

3.4. The Bank shall have the right to provide financial services to its clients (except the banks), including through agency contracts with commercial agents.

3.5. Apart from financial services, the Bank shall have the right to carry out activities on:

3.5.1. investments;

3.5.2. issuance of its own securities;

3.5.3. safekeeping of valuables (including regarding accounting and safekeeping of securities and other valuables confiscated (seized) for the benefit of the state and/or recognised as *res nullius*) or leasing (renting) out of a safe deposit box;

3.5.4. cash collection and transportation of currency valuables;

3.5.5. provision of consulting and information services regarding banking and other financial services;

3.5.6. provision of bond issue administration services in accordance with the Law of Ukraine “On Capital Markets and Organized Commodity Markets”.

3.6. The Bank shall have the right to provide payment services in accordance with the Law of Ukraine “On Payment Services” with account of requirements of the Banks Law and regulations of the National Bank of Ukraine that regulate activities of banks.

3.7. The Bank shall have the right to execute any juridical acts necessary for it to provide banking and other financial services and to carry out other activities.

3.8. The Bank may independently determine areas of its activities and specialization by type of services and set interest rates and commission fees for the services provided.

If certain activities that may be carried out by the Bank are subject to licensing or obtaining another permit, the Bank shall carry out such activity only upon obtaining the appropriate license or permit.

ARTICLE 4. AUTHORIZED CAPITAL, SHARES AND SHAREHOLDERS

4.1. The authorized capital of the Bank (hereinafter the “**Authorized Capital**”) shall amount to one billion five hundred and seventy-one million nine hundred and seventy-eight thousand sixty hryvnias 37 kopecks (**UAH 1,571,978,060.37**).

The Authorized Capital shall be divided into three million one hundred and forty-seven thousand three hundred and ninety-two (**3,147,392**) ordinary registered shares and one hundred and forty-nine thousand six hundred and eleven (**149,611**) preferred registered shares. Each share in the Bank shall have the nominal value of four hundred and seventy-six hryvnias 79 kopecks (**UAH 476.79**).

4.2. All ordinary and preferred shares in the Bank (hereinafter the “**Shares**”) shall be registered and only non-documentary.

All ordinary shares shall be equal for the purpose of participation in managing the Bank, distributing dividends, obtaining information on business activities of the Bank and proceeds from the liquidation of the Bank, and each of them shall grant the right to one vote at the General Meeting, except for cases of cumulative voting. Preferred Shares shall give the pre-emptive right to receive dividends or payments in case of liquidation of the Bank. Holders of the preferred Shares shall not have the right to participate in the management of the Bank, except as provided for by the Legislation of Ukraine and these Articles of Association.

The number of the preferred Shares in the Authorized Capital shall not exceed 25 percent.

Ordinary Shares shall not be converted into preferred Shares or other securities of the Bank.

4.3. Preferred Shares may be converted into ordinary Shares or preferred Shares of another class, provided that the General Meeting adopts the relevant resolution by more than three quarters of the votes of the Shareholders (their representatives) holding ordinary and preferred Shares registered for participation in the General Meeting.

The procedure for such conversion shall be determined in resolution of the General Meeting, taking into account provisions of the applicable regulations of the NSSMC.

4.4. Persons that acquired the title to Shares of any type shall acquire the status of shareholders of the Bank (hereinafter the “**Shareholders**”).

4.5. The Authorized Capital shall be formed from the value of contributions made by Shareholders as a result of their acquisition of Shares subject to observing the provisions of the Legislation of Ukraine and these Articles of Association and other agreements between Shareholders. Title to Shares shall be registered in accordance with the legislation of Ukraine on the depository system.

4.6. After registration of issue of Shares in accordance with the procedure provided for by the Legislation of Ukraine, all contributions to the Authorized

Capital shall be the exclusive property of the Bank, and Shareholders shall not have any rights thereto.

4.7. Information on number and type of the issued Shares, their nominal value and date of purchase, contributions of Shareholders for payment for Shares, name and address of each Shareholder, number of Shares held by each Shareholder, as well as information on changes in title to Shares, shall be contained in the depository accounting system for securities of Ukraine.

4.8. The amount of the Authorized Capital shall be increased by the resolution of the General Meeting through increase of the nominal value of Shares or through offering of additional Shares with the existing nominal value in accordance with the procedure established by the Legislation of Ukraine. Any increase in the amount of the Authorized Capital may be made after registration of reports on the results of offering of all previous Shares.

The Bank shall not, either directly or indirectly, buy its own shares in the process of issue.

4.9. The Authorized Capital shall be formed and increased exclusively by monetary contributions, except for cases provided for by the Legislation of Ukraine. Monetary contributions for forming and increasing the Authorized Capital shall be made in UAH by resident investors, while non-resident investors may make their contributions in a foreign freely convertible currency or in UAH.

4.10. An increase of the amount of the Authorized Capital of the Bank with the use of additional monetary contributions shall be carried out through the additional issue of Shares in accordance with the procedure established by the Legislation of Ukraine.

The increase of the Authorized Capital of the Bank without the use of additional contributions shall be made by increasing the nominal value of Shares.

Powers to determine the price of offering of Shares during exercise of the preemptive right and offering of Shares in the process of issue shall be given to the Supervisory Board of the Bank.

4.11. Shares shall be paid in full within the time period set in the resolution on the issue of Shares, but not later than the date of approval of the results of offering of Shares by the authorized body of the Bank. If Shares are not offered in full, the authorized body of the Bank shall approve the results of offering of Shares in the actually offered and paid up amount.

4.12. The juridical acts related to transfer of title to Shares and the rights granted by Shares, except for offering of Shares, shall be made through entering into the

relevant civil law agreements or in accordance with the procedure established by the Legislation of Ukraine.

4.13. A person who intends to acquire a significant participation interest in the Bank or increase it in such a way that such person will directly and/or indirectly own, independently or jointly with other persons, 10, 25, 50 and 75 and more percent of the Authorized Capital or voting rights on Shares in the Authorized Capital and/or, irrespective of formal ownership, have a significant influence on the management or operation of the Bank, shall inform the Bank and the NBU about this intention and simultaneously submit a full document package to the NBU to contain the documents specified by the Banks Law and regulations of the NBU for approval of acquisition or increase of significant participation interest in the Bank, as well as comply with all requirements of the Legislation of Ukraine in respect to acquisition of a significant and controlling stake.

4.14. A person who intends to transfer a significant participatory interest in the Bank to another person or reduce such participatory interest so that such person's share in the Authorized Capital or voting rights are less than 10, 25, 50 and 75 percent, or to transfer control over the Bank to another person, shall notify the Bank and the NBU of such intention in accordance with the established procedure.

4.15. The amount of the Authorized Capital shall be reduced in accordance with the procedure established by the NSSMC through reduction of the nominal value of Shares or through cancelling previously redeemed Shares by the Bank and reduction of their total quantity.

Resolution on reduction the amount of the Authorized Capital shall be adopted by the General Meeting, provided that after the reduction of the Authorized Capital:

- the amount of the regulatory capital of the Bank is not less than the minimum amount established by the NBU;
- the amount of the Authorized Capital is not less than the minimum amount of authorized capital required for establishment of a bank in accordance with the applicable Legislation of Ukraine.

4.16. In cases and in the manner provided for by the Legislation of Ukraine, the Bank shall make obligatory valuation and redemption of Shares from Shareholders upon their written request. The Bank shall be liable for failure to fulfil obligations to redeem the Shares in accordance with the procedure established by the Legislation of Ukraine and the provisions of the relevant agreement between the Bank and the Shareholder.

4.17. The Bank shall have the right to cancel the redeemed Shares in accordance with the procedure established by the NSSMC and reduce the Authorized Capital or increase the nominal value of the remaining Shares without a change in the amount of the Authorized Capital.

4.18. The Bank shall have the right to consolidate or divide all Shares offered by it in accordance with the procedure established by the NSSMC. Consolidation and division of Shares shall not result in change in the amount of the Authorized Capital.

ARTICLE 5. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

5.1. Shareholders may be legal entities and/or individuals who acquired title to Shares when the Bank was established, upon additional issue of Shares and on the organized capital market.

5.2. One ordinary voting Share shall provide a Shareholder with one vote for resolution of each of the issues put to the vote at the General Meeting, except for cases of cumulative voting, in accordance with the applicable Legislation of Ukraine and these Articles of Association.

A Shareholder shall not be deprived of its voting right, except for cases provided for by the Legislation of Ukraine.

5.3. A Shareholder holding ordinary Shares shall have the right to:

5.3.1. participate in the management of the Bank (through participation and voting at the General Meeting in person or by proxy), receive written notices on convocation of the General Meeting and the proposed agenda in time, make suggestions on issues included in the agenda, review the materials necessary for preparation for the General Meeting, etc.;

5.3.2. obtain information on activities of the Bank in the form and volume provided for by the Legislation of Ukraine and by-laws of the Bank;

5.3.3. withdraw from the Bank through alienation of Shares held by him/her/it. Shareholders may, without limitation, dispose of the Shares they hold, including sell or otherwise dispose of them in favour of other legal entities and individuals, unless otherwise provided for by the Legislation of Ukraine. Shareholders shall have no pre-emptive right to purchase Shares offered by their holder to be sold to a third party. Title to Shares shall be acquired and exercised in accordance with the requirement of the Legislation of Ukraine;

5.3.4. participate in distribution of profit of the Bank and receive dividends in UAH from profit of the Bank, if and when the General Meeting decides on distribution of profit in the form of payment of dividends, in accordance with the number of fully paid up Shares in the manner provided for by the Legislation of Ukraine. At the option of the Shareholder, the dividends may be exchanged for freely convertible currency in the cases and in accordance with the procedure provided for by the Legislation of Ukraine;

5.3.5. have pre-emptive right to purchase additional issued ordinary Shares during their private (closed) offering in the amount proportional to the share of ordinary Shares held by the Shareholder in the total number of ordinary Shares in the Authorized Capital as of the date of commencement of the term of such offering;

5.3.6. have the Bank to redeem all or part of the Shares held by the Shareholder in the cases and in accordance with the procedure provided for by the applicable Legislation of Ukraine and by-laws of the Bank;

5.3.7. in case of liquidation of the Bank, receive a part of its property or value of part of the Bank's property in proportion to the share of the Shareholder in the Authorized Capital;

5.3.8. obtain audited annual financial statements of the Bank prepared in accordance with International Financial Reporting Standards;

5.3.9. exercise other rights established by the Legislation of Ukraine.

5.4. In the event that the Bank offers preferred Shares, the Shareholders holding such Shares shall receive the same set of rights, including:

5.4.1 those provided for in Subclauses 5.3.2, 5.3.3 and 5.3.6 of Clause 5.3 of Article 5 of these Articles of Association;

5.4.2 provided for in Subclause 5.3.1 of Clause 5.3 of Article 5 of these Articles of Association only in case of convening the General Meeting, the agenda of which includes the following issues:

1) termination of the Bank, which involves conversion of preferred Shares into preferred shares of another class, ordinary shares or other securities of the successor(s);

2) amendments to these Articles of Association, which provide for restriction of the rights of Shareholders holding preferred Shares;

3) amendments to these Articles of Association, which provide for issue of a new class of preferred Shares, the holders of which will have priority in the order of receipt of dividends or payments in the event of liquidation of the Bank, or increase in the scope of rights of Shareholders holding the offered classes of preferred shares who have priority in the order of receipt of dividends or payments in the event of liquidation of the Bank;

4) reduction of the Authorized Capital of the Bank.

5.4.3 pre-emptive right to purchase in the process of offering of preferred Shares of this or new class by the Bank if shares of such class grant their holders a priority in the order of receipt of dividends or payments in the event of liquidation of the Bank, in proportion to the share of preferred Shares of certain class held by the Shareholder in the total number of the preferred Shares of such class (except for the case when the General Meeting of Shareholders adopts a resolution on non-exercising of such right);

5.4.4 pre-emptive right to receive dividends according to the number of fully paid preferred Shares in accordance with the procedure established by the Legislation of Ukraine, except when the General Meeting does not have the right to adopt resolution on payment of dividends, and the Bank does not have the right to pay dividends. At the option of the Shareholder holding preferred Shares, the dividends may be exchanged for freely convertible foreign currency in the cases and in accordance with the procedure provided for by the Legislation of Ukraine;

5.4.5 pre-emptive right to receive a share of the Bank's property in case of its liquidation, which is the liquidation value of the preferred Shares, in proportion to the share of the preferred Shares held by the Shareholder in the total number of the preferred Shares in the Authorized Capital.

5.5. Obligations of Shareholders shall be determined only by the Law.

ARTICLE 6. PROCEDURE FOR DISTRIBUTING PROFIT AND COVERING LOSSES

6.1. The procedure for distributing profits and covering losses of the Bank shall be determined by the resolution of the General Meeting in accordance with the Legislation of Ukraine.

6.2. The net profit remaining at the disposal of the Bank shall be used to:

6.2.1 pay dividends;

6.2.2 create and replenish reserve capital and other funds;

6.2.3 accumulate retained earnings.

6.3. The use of additional financial resources of the Bank obtained by accumulation of retained earnings shall be approved by the General Meeting.

6.4. Dividends on ordinary Shares shall be paid from the net profit of the reporting year and/or retained profit, and/or reserve capital on the basis of resolution of the General Meeting within a period that does not exceed six months upon the date of resolution on payment of dividends adopted by the General Meeting.

In the event that the General Meeting adopts resolution on payment of dividends within a shorter term than the term provided for by paragraph one of this clause, payment of dividends shall be made within the term specified by the General Meeting.

Dividends for preferred Shares shall be paid from the net profit of the reporting year and/or retained earnings, and/or reserve capital created for payment of dividends for preferred Shares based on resolution of the General Meeting within a period not exceeding six months after the end of the reporting year.

In case of absence or insufficiency of the net profit of the reporting year and/or retained earnings of previous years, payment of dividends for preferred Shares shall be made at the expense of the fund for payment of dividends for preferred Shares provided for in Clause 7.2 of Article 7 of these Articles of Association.

Dividends shall be paid only in monetary funds. Dividends shall be paid in accordance with the procedure established by the Legislation of Ukraine.

6.5. The General Meeting shall have the right to decide on inexpediency to accrue dividends on ordinary Shares on the basis of the Bank's performance in the respective year.

6.6. The amount of dividends for ordinary Shares shall be established by the General Meeting.

The amount of annual dividends for each preferred Share shall be established at the rate of UAH 0.001 (zero and one thousandth) and shall be paid in accordance with Clause 6.4 of these Articles of Association.

If the amount of dividends for ordinary Shares exceeds the amount of dividends for preferred Shares, the General Meeting may decide on additional payment to Shareholders holding preferred Shares in the amount of difference between dividends for ordinary and preferred Shares.

6.7. The Supervisory Board shall set the date of compilation of the list of persons entitled to receive dividends, the procedure and the period for payment thereof for each payment of dividends for ordinary Shares. The date of compilation of the list of persons entitled to receive dividends on ordinary Shares shall be determined by resolution of the Supervisory Board, but not earlier than ten (10) business days after the date when the Supervisory Board adopted the resolution to establish the date of compilation of such list. The list of persons entitled to receive dividends for preferred Shares shall be compiled within one month after the end of the reporting year as of the last Friday of the first calendar month following the reporting year.

The list of persons entitled to receive dividends shall be compiled in accordance with the procedure established by the legislation on the depository system of Ukraine.

6.8. Dividends shall be first paid to Shareholders holding preferred Shares. After the Shareholders holding preferred Shares receive dividends in full, dividends shall be paid to Shareholders holding ordinary Shares, if the General Meeting decides to pay such dividends.

If no dividends on preferred Shares were paid in any reporting year, such dividends shall not be accumulated and shall not be paid in the future at the expense of future earnings.

The Bank shall pay dividends through the depository system of Ukraine in accordance with the procedure established by the NSSMC.

6.9. The same amount of dividends shall be accrued for Shares of the same type and class.

6.10. The right to receive dividends shall be provided to persons who were the Shareholders as of the date of compiling the list of persons entitled to receive dividends. Dividends shall be paid on the Shares for which a report on the results of issue has been registered in accordance with the procedure established by the Legislation.

In case a Shareholder alienates his/her/its Shares after the date of compiling the list of persons entitled to receive dividends, but before dividends are paid, the person indicated on such list shall retain the right to receive dividends.

6.11. The Bank shall inform the persons entitled to receive dividends of the date, amount, procedure and term of their payment in accordance with the procedure established by the Supervisory Board. Within ten (10) calendar days upon the date of resolution on payment of dividends on ordinary Shares, the Bank shall notify the operator of the organized capital market where its Shares are listed of the date, amount, procedure and time of payment of dividends.

6.12. Non-resident Shareholders shall have the right to repatriate their share of the dividends paid in freely convertible currency at any time and without restrictions in accordance with the Legislation of Ukraine.

6.13. The General Meeting shall not have the right to adopt resolution on payment of dividends, and the Bank shall not have the right to accrue and pay dividends on ordinary and/or preferred Shares in cases where it is prohibited by the Legislation of Ukraine, including where such payment or distribution would lead to violation of the capital adequacy ratio necessary to meet the requirements of the Legislation of Ukraine.

6.14. If the Bank suffers losses as a result of its financial activity, they shall be covered at the expense of the reserve capital (reserve fund) and other funds of the Bank. The procedure for covering losses shall be determined by the General Meeting.

ARTICLE 7. RESERVE CAPITAL AND OTHER FUNDS

7.1. The Bank shall form the reserve capital (hereinafter the “**Reserve Fund**”) at the expense of annual deductions from the Bank’s profit for covering unforeseen losses for all items of assets and off-balance sheet liabilities. The amount of deductions to the Reserve Fund shall be at least 5 percent of the Bank’s profit until it reaches 25 percent of the regulatory capital of the Bank, or another amount that may be established in accordance with the Legislation of Ukraine. The General Meeting shall determine the amount of deductions to the Reserve Fund on the annual basis.

7.2. The Bank shall form a Reserve Fund for payment of dividends for preferred Shares which shall be used for payment in case of absence or insufficiency of the net profit of the reporting year and/or retained earnings of previous years.

7.3. The Bank shall form other additional and special funds in accordance with the regulations of the NBU. Shareholders of the Bank may make additional contributions to additional capital and special funds of the Bank without a change in the number of Shares held and nominal value thereof.

ARTICLE 8. BANK MANAGEMENT AND CONTROL BODIES

8.1. The Bank shall have a two-level governing structure.

8.2. The governing bodies of the Bank shall be the General Meeting and the Management Board of the Bank (hereinafter the Management Board).

8.3. The Supervisory Board shall be the body exercising control over activity of the governing body, protection of rights of depositors, other creditors and participants of the Bank. The Supervisory Board shall not take part in the day-to-day management of the Bank.

ARTICLE 9. GENERAL MEETING OF SHAREHOLDERS

9.1. The General Meeting shall be the supreme body of the Company. If 100 % of all shares in the Bank are held by a single shareholder (hereinafter the “Sole Shareholder”), the powers of the General Meeting of the Bank shall be exercised by the Sole Shareholder at his/her/its sole discretion. The provisions of these Articles of Association and the Legislation of Ukraine on the procedure for convening, holding and closing the General Meeting of the Bank shall not apply to the Bank where it has the Sole Shareholder. Resolution of the Sole Shareholder on issues within the competence of the General Meeting shall be made in writing (in the form of a resolution), signed by the Sole Shareholder (his/her/its representative), and, if necessary, bound and numbered. Such resolution of the Sole Shareholder shall have the status of minutes of the General Meeting.

All Shareholders shall have the right to participate in the General Meeting, regardless of the number of Shares held by them, which are included in the list of Shareholders entitled to participate in the General Meeting, or their representatives. On invitation of the person who convenes the General Meeting, representatives of the auditor, officers of the Bank and other persons may also attend the General Meeting.

The list of Shareholders that have the right to participate in the General Meeting shall be compiled in accordance with the procedure established by the legislation on the depository system of Ukraine.

9.2. The General Meeting may decide on any issues of the Bank’s activities unless otherwise provided for by the Legislation of Ukraine, except for those that are in the exclusive competence of the Supervisory Board.

In the event that the Supervisory Board is not comprising of the minimum number of members required in accordance with the Legislation of Ukraine, the Management Board shall have the right to adopt resolution on referring any issue being in the exclusive competence of the Supervisory Board according to the Legislation of Ukraine or the Articles of Association for consideration by the General Meeting. The General Meeting shall have the right to consider and adopt resolution on such issue.

The exclusive competence of the General Meeting shall include:

9.2.1 determining main areas of activities of the Bank;

- 9.2.2 deciding on amending the Articles of Association, except for cases provided for by the Legislation of Ukraine;
- 9.2.3 deciding on redemption of Shares offered by the Bank, except for cases of mandatory redemption of Shares provided for by the Legislation of Ukraine, on sale of own shares redeemed from Shareholders or acquired otherwise, or cancellation of Shares redeemed by the Bank;
- 9.2.4 deciding on change of the type of the Bank as a joint-stock company;
- 9.2.5 deciding on change of governing structure;
- 9.2.6 deciding on offering of Shares by the Bank, except for cases provided for by the Legislation of Ukraine;
- 9.2.7 deciding on offering of securities that can be converted into Shares, as well as offering of securities for the amount exceeding 25 percent of assets of the Bank as a joint-stock company;
- 9.2.8 deciding on change of the amount (increase or decrease) of the Authorized Capital, except for cases provided for by the Legislation of Ukraine;
- 9.2.9 deciding on cancellation of redeemed or otherwise acquired Shares;
- 9.2.10 deciding on sale of own Shares redeemed from Shareholders or acquired otherwise;
- 9.2.11 deciding on splitting or consolidation of Shares;
- 9.2.12 approving the regulations on the General Meeting, the Supervisory Board, as well as amendments thereto;
- 9.2.13 approving the regulation (deciding on expedience of amending the regulation) and report on the remuneration of Members of the Supervisory Board and in accordance with the requirements of the Legislation of Ukraine;
- 9.2.14 approving annual results of the Bank (annual report);
- 9.2.15 reviewing the report of the Supervisory Board and adopting a decision following consideration of such report;
- 9.2.16 reviewing the conclusions of the audit report provided by the auditing entity and approving measures following consideration of such report;
- 9.2.17 approving results of financial and business activities in the respective year and distributing profits of the Bank or approving the procedure for covering losses of the Bank;
- 9.2.18 deciding on payment of dividends on ordinary Shares, approval of the amount of annual dividends, taking into account the requirements stipulated by the Legislation of Ukraine, and method of payment thereof;
- 9.2.19 deciding on non-exercising of the pre-emptive right of Shareholders to purchase Shares of additional issue;
- 9.2.20 deciding on the agenda of the General Meeting, approval of the regulation of the General Meeting, election of members of the counting committee, deciding on termination of their powers;
- 9.2.21 electing the Chairman and Members of the Supervisory Board, approving the terms of the civil law or employment contracts (agreements) to be concluded with them, establishing the amount of their remuneration, electing the person authorized to sign such contracts (agreements) with Members of the Supervisory Board;

- 9.2.22 deciding on termination of powers of the Chairman and Members of the Supervisory Board, except as established by the Legislation of Ukraine;
- 9.2.23 deciding on effecting a major transaction or related-party transactions in cases provided for by the Legislation of Ukraine;
- 9.2.24 deciding on separation, termination or liquidation of the Bank, except for the cases provided for by the Legislation of Ukraine, electing of the liquidation committee, approving the procedure and terms of liquidation, the procedure for distributing the property remaining after satisfying the claims of creditors between the Shareholders, and approving the liquidation balance sheet;
- 9.2.25 approving the Code of Corporate Governance or deciding on application of the Code of Corporate Governance approved by the NSSMC or the Code of Corporate Governance of operator of the organized capital market, association of legal entities or another Code of Corporate Governance;
- 9.2.26 electing members of liquidation committee of the Bank.
- 9.2.27 addressing other issues within the exclusive competence of the General Meeting in accordance with the Legislation of Ukraine.

Powers of the General Meeting provided for in Clause 9.2 of Article 9 of these Articles of Association shall not be transferred for resolution by other bodies of the Bank, except for the cases when such resolutions may be adopted by the Supervisory Board in accordance with the Legislation of Ukraine.

9.3. The Supervisory Board of the Bank shall convene the annual General Meeting (hereinafter the “**Annual General Meeting**”) annually. The Annual General Meeting shall be held not later than 30 April of the year following the reporting year.

The issues provided for in Subclauses 9.2.13, 9.2.14, 9.2.15, 9.2.16, 9.2.17 and 9.2.18 of Clause 9.2 of Article 9 of these Articles of Association shall be included into the agenda of the Annual General Meeting. At least once every three years, the issues provided for in Subclauses 9.2.21 and 9.2.22 of Clause 9.2 of Article 9 of these Articles of Association shall be included into the agenda of the Annual General Meeting.

All other instances of the General Meeting, except for the Annual General Meeting, shall be considered extraordinary.

9.4. As a rule, the General Meeting is held at the registered address of the Bank or in other place, including abroad, unless this is prohibited by the Legislation of Ukraine. The General Meeting may be held by voting in person (hereinafter the General Meeting in person), electronic voting (hereinafter the electronic General Meeting) or poll (hereinafter the remote General Meeting) in accordance with the procedure established by the Legislation of Ukraine.

9.5. The notice of the General Meeting shall be approved by the Supervisory Board of the Bank.

9.6. The notice of the General Meeting shall be sent to each Shareholder indicated in the list of Shareholders made in accordance with the legislation on the depository system of Ukraine, on the date specified by the Supervisory Board or on the date specified by the Shareholders who request it in case of the extraordinary General Meeting at the request of Shareholders in cases provided for by the Legislation of Ukraine. Such date shall not be earlier than the date of the decision to convene the General Meeting. There shall be at least 30 days (15 days in the case provided for by the Legislation of Ukraine) between such date and the date of the General Meeting.

If the person convening the General Meeting is the Supervisory Board, the notice of the General Meeting and the draft agenda shall be sent to the Shareholders in the manner determined by the Supervisory Board of the Bank.

If the person convening the General Meeting is a Shareholder, the notice of the General Meeting and the draft agenda shall be sent to the Shareholders through the depository system of Ukraine.

The Bank or the Shareholders convening the General Meeting shall additionally send the notice of the General Meeting to the operator of the organized capital market (operators of organized capital markets) on which the Bank's Shares are listed.

The Bank or the Shareholders convening the General Meeting shall place a notice of the General Meeting in the database of a person engaged in the publication of regulated information on behalf of capital market participants and professional players of organized commodity markets.

Notices of the General Meeting shall be sent and published not later than 30 days before the date of the General Meeting (in the case provided for by the Legislation of Ukraine - not later than 15 days before the date of the General Meeting).

9.7. The draft agenda of the General Meeting and the agenda of the General Meeting shall be approved by the Supervisory Board or, in case of convening extraordinary General Meeting at the request of the Shareholders in cases provided for by the Legislation of Ukraine, by Shareholders who request it.

Each Shareholder shall have the right to make proposals on issues included into the draft agenda of the General Meeting, as well as regarding new candidates to the bodies of the Bank, the number of which cannot exceed the number of members in each body.

Proposals shall be submitted not later than twenty (20) calendar days before the date of the General Meeting, and not later than seven (7) calendar days before the date of the General Meeting in case such changes concern candidates to the bodies of the Bank.

Proposal to the draft agenda of the General Meeting shall be submitted in writing with indication of the name (surname) of the Shareholder submitting it, number, type and/or class of Shares held by him/her/it, content of proposal to the item and/or draft resolution, as well as number, type and/or class of Shares held by the candidate proposed by such Shareholder to the bodies of the Bank.

Proposals for inclusion of new items into the draft agenda shall include relevant draft resolutions on such items (except for cumulative voting). Proposals concerning candidates to the Supervisory Board shall include information on whether the proposed candidate is a representative of Shareholder(s) or is nominated for the position of Member of the Supervisory Board as independent member.

The Supervisory Board or the Shareholders who request convocation of extraordinary General Meeting in cases provided for by the Legislation of Ukraine shall decide on inclusion of proposals (new agenda items and/or new draft resolutions on agenda items) to the draft agenda and approve the agenda at least fifteen (15) calendar days before the date of the General Meeting, and at least four (4) calendar days before the date of the General Meeting regarding the candidates to bodies of the Bank.

Proposals of a Shareholder who holds 5 percent or more of the voting shares shall be included in the draft agenda unconditionally. In such case, the decision of the Supervisory Board to include the item into the draft agenda is not required, and the proposal shall be considered included into the draft agenda if it is submitted in compliance with the requirements of this Clause.

In case a Shareholder submits a proposal to the draft agenda of the General Meeting on early termination of powers of the Chairman of the Management Board, such Shareholder shall also submit a proposal on candidate for position of the Chairman of the Management Board of the Bank or appointment of person to be temporarily in charge of his/her powers.

Changes to the draft agenda of the General Meeting shall be made only through inclusion of new items and draft resolutions on the proposed items. The Bank shall have no right to change issues or draft resolutions proposed by Shareholders.

In case of changes to the draft agenda of the General Meeting, the person convening the General Meeting shall notify Shareholders of such changes not later than ten (10) calendar days before the date of the General Meeting, in the same manner and to the same persons to whom the notice of convening the General Meeting was sent.

9.8. The Shareholder shall have the right to issue a written power of attorney certified in accordance with the Legislation of Ukraine to another person to represent him/her/it and to have the right to vote on his/her/its behalf at the General Meeting. The Shareholder shall have the right to replace his/her/its representative at any time by informing the person who convenes the General Meeting. The power of attorney

for the right to participate and vote at the General Meeting may contain a task for voting, that is, a list of issues on the agenda of the General Meeting with indication of draft resolutions with regard to which it is required to vote for or against.

9.9. Registration of Shareholders (their representatives) shall be carried out on the basis of the list of Shareholders that have the right to participate in the General Meeting with indication of number of votes of each Shareholder. The list of Shareholders that have the right to participate in the General Meeting shall be made as of 23:00 of the working day two (2) working days before the date of the General Meeting in accordance with the procedure established by the legislation on the depository system of Ukraine.

The Shareholders (their representatives) shall be registered by the Registration Commission (hereinafter the “**Registration Commission**”), which shall be appointed by the Supervisory Board or by the Shareholders who convene the General Meeting in cases provided for by the Legislation of Ukraine. Powers of the Registration Commission under the contract may be transferred to a depository institution. In such case, the Chairman of the Registration Commission shall be a representative of the depository institution that provides the Bank with additional services, in particular for performance of functions of the Registration Commission. The Registration Commission shall have the right to refuse to register the Shareholder (his/her/its representative) only if he/she/it does not have the necessary documents identifying the person of the Shareholder (his/her/its representative), and in case of participation of the Shareholder’s representative, also the documents confirming the powers of the representative to participate in the General Meeting. The list of Shareholders registered for participation in the General Meeting shall be signed by the chairman of the Registration Commission, who shall be elected by simple majority of its members prior to the registration procedure.

A reasoned decision to refuse registration of the Shareholder or his/her/its representative for participation in the General Meeting signed by the chairman of the Registration Commission shall be attached to the minutes of the General Meeting and issued to the person who has been refused registration.

9.10. The Shareholder (his/her/its representative) that has not registered for participation in the General Meeting shall have no right to participate in it.

9.11. The General Meeting has a quorum if Shareholders (their representatives) who in aggregate hold more than 50 percent of the voting Shares have registered to participate in the General Meeting. Presence of quorum of the General Meeting shall be determined by the Registration Commission after the registration of Shareholders is completed.

In order to resolve issues the right to vote on which is granted to holders of preferred Shares, the General Meeting shall be deemed to have quorum on such issues if Shareholders (their representatives) who in aggregate hold more than 50 percent of

the preferred Shares voting on this issue have registered for participation in such General Meeting.

Restrictions in determining the quorum of the General Meeting and voting rights at the General Meeting may be established by the Legislation of Ukraine.

The Shares in the Bank held by a legal entity under the control of the Bank shall not be taken into account in determining the quorum of the General Meeting and shall not give the right to vote at the General Meeting.

9.12. The General Meeting shall be presided over by a person authorized by the Supervisory Board in the manner established by these Articles of Association and by-laws of the Bank.

9.13. Resolutions of the General Meeting on the issues provided for by Subclauses 9.2.2 – 9.2.10 and 9.2.24 of Clause 9.2. Article 9 of these Articles of Association shall be adopted by more than three quarters of the votes of the Shareholders (their representatives) who have registered for participation in the General Meeting and hold Shares voting on the relevant issue.

The procedure for adoption of resolution on giving consent to a related-party transaction shall be determined by the Legislation of Ukraine.

All other resolutions of the General Meeting shall be adopted by a simple majority of votes of the Shareholders (their representatives) who have registered for participation in the General Meeting, unless otherwise provided for by the Legislation of Ukraine.

Resolutions of the General Meeting adopted with the participation of Shareholders (their representatives) holding preferred Shares, who, in accordance with these Articles of Association, have the right to vote on the issues under consideration, shall be deemed to be adopted if such issue is voted for by more than three quarters of votes of the Shareholders (their representatives) holding preferred Shares that took part in the vote.

The General Meeting may change the order of consideration of the issues of the agenda, provided that the decision to change the priority of consideration of the agenda items is voted for by at least three quarters of votes of Shareholders (their representatives) who have registered for participation in the General Meeting.

The General Meeting shall not adopt resolutions on issues not included in the agenda, except for the issues of changing the order of consideration of the agenda items and announcement of a break during the General Meeting until the next day.

9.14. Voting at the General Meeting shall be held according to the principle of one share for one vote on all issues of the agenda put to the vote, except for cases of cumulative voting.

Voting at the General Meeting on the issues of the agenda shall be held only with the use of voting ballots (except for voting on issues of changing the order of consideration of the agenda items).

The ballot for voting (including for cumulative voting) shall be certified by signatures of members of the Counting Committee unless otherwise determined by the Legislation of Ukraine or decisions of the NSSMC.

9.15. The counting of votes at the General Meeting, explanation regarding the voting procedure, counting of votes and other issues related to arrangement of voting at the General Meeting shall be provided by the counting committee (hereinafter the “**Counting Committee**”), which shall be elected by the General Meeting. Powers of the Counting Committee under the contract may be transferred to the depository institution that provides additional services to the Bank, in particular regarding performance of functions of the Counting Committee.

Members of the Counting Committee shall not be persons who are members or are candidates for membership in the bodies of the Bank.

Prior to election of the Counting Committee, counting of votes at the General Meeting, explanations regarding the voting procedure, counting of votes and other issues related to arrangement of voting at the General Meeting shall be provided by temporary Counting Committee formed by the Supervisory Board of the Bank or by the Shareholders who request convocation of the extraordinary General Meeting, as provided for by the Legislation of Ukraine.

The Supervisory Board of the Bank or the Shareholders who request convocation of the extraordinary General Meeting in cases stipulated by the Legislation of Ukraine shall determine the first issue of the agenda of the General Meeting of the Bank to be the election of the Counting Committee.

9.16. On the basis of the results of each voting, the minutes shall be drawn up, signed by all members of the Counting Committee who participated in the counting of votes. In case of transfer of the authority of the Counting Committee to the depository institution with which the service contract has been concluded, in particular regarding performance of functions of the Counting Committee, the representative of the depository institution shall sign the report on the voting results. The minutes of the voting results shall be attached to the minutes of the General Meeting.

The voting results shall be announced at the General Meeting during which the voting was held. Upon closing of the General Meeting, the voting results and the resolutions adopted shall be communicated to Shareholders (their representatives) within ten (10) days by sending a personal notice to the registered address of each Shareholder.

9.17. The minutes of the General Meeting shall be drawn up within ten (10) days upon closing of the General Meeting, signed by the Chairman and the Secretary of the General Meeting of Shareholders and stitched.

Minutes of the General Meeting shall be posted on the website of the Bank within five (5) business days from the day of its drawing up but no later than ten (10) calendar days after the date of the General Meeting.

9.18. Extraordinary General Meetings shall be convened by the Supervisory Board:

9.18.1 on its own initiative;

9.18.2 at the request of the Management Board in case of insolvency proceeding against the Bank or a need for a major transaction, or a related-party transaction, where the Supervisory Board has not adopted resolution in regard to such transactions in cases provided for by the Legislation of Ukraine;

9.18.3 at the request of Shareholder(s) who in aggregate hold(s) 5 percent or more of the voting Shares on the date of such request;

9.18.4 at the request of the National Bank of Ukraine;

9.18.5 in other cases established by the Legislation of Ukraine or if the interests of the Bank require so.

The request to convene the extraordinary General Meeting shall be submitted in writing to the Bank and shall indicate the Bank's body or details of the Shareholders requesting holding of the extraordinary General Meeting, the grounds for convocation it, the draft agenda and draft resolutions on the items included in the draft agenda (except for cumulative voting). In case of convening the extraordinary General Meeting on the initiative of the Shareholders, the request shall also contain information on number, type and class of Shares held by the Shareholders and shall be signed by all Shareholders who submit it. In case the draft agenda of the extraordinary General Meeting provides for an issue of early termination of powers of the Chairman of the Management Board, a proposal on candidate for position of the Chairman of the Management Board or appointment of person to be temporarily in charge of his/her powers shall be submitted at the same time.

9.19. The Supervisory Board shall decide to convene the extraordinary General Meeting or to refuse to convene it within ten (10) calendar days upon receipt of the written request for convocation with the grounds for convocation and the proposed agenda.

The decision of the Supervisory Board to convene the extraordinary General Meeting or a reasoned decision to refuse to convene such meeting shall be provided to the Management Board of the Bank or the Shareholders who request convocation not later than three (3) calendar days upon such decision.

9.20. If the interests of the Bank so require, the Supervisory Board may, when deciding on convocation of the extraordinary General Meeting, establish that a

notice of convocation of the extraordinary General Meeting shall be submitted at least fifteen (15) calendar days before the date of holding thereof in accordance with the procedure established by the Legislation of Ukraine and these Articles of Association. In this case, the Supervisory Board shall approve the agenda.

9.21. In case the Supervisory Board does not decide to convene the extraordinary General Meeting at the request of Shareholder(s) that in aggregate hold 5 percent or more of the ordinary Shares in the Bank as of the day of submission of the request within ten (10) calendar days upon receipt of such request or decision to refuse such convocation, the extraordinary General Meeting may be held by Shareholder(s) who have submitted such request in accordance with the Legislation of Ukraine within ninety (90) calendar days upon the date of submission of the convocation request by such Shareholder(s) to the Bank. The decision of the Supervisory Board to refuse to convene the extraordinary General Meeting may be appealed by the Shareholders in court in accordance with the procedure provided for by the Legislation of Ukraine.

At least thirty (30) calendar days before the date of the extraordinary General Meeting, the Shareholders who convene such extraordinary General Meeting shall post a notice on holding of the extraordinary General Meeting in the public information database of the person engaged in the activities on publishing regulated information on behalf of players of capital markets and professional players of organized commodity markets, and shall also send a notice of holding of the extraordinary General Meeting and the draft agenda to the operator of organized capital market where the shares of the Bank are listed.

The notice on holding of the extraordinary General Meeting at the request of Shareholders shall contain the data provided for by the Legislation of Ukraine, as well as the address to which Shareholders may send proposals to the draft agenda of the extraordinary General Meeting.

9.22. Resolution on issues provided for in Clause 9.2. Article 9 of these Articles of Association where the number of Shareholders of the Bank does not exceed 25 persons may be adopted through a poll, subject to compliance with the requirements of Clauses 9.1, 9.9 of Article 9 of these Articles of Association on drawing up the list of Shareholders for participation in the poll and Subclause 10.3.28 of Clause 10.3 of Article 10 of these Articles of Association on approval of the list of issues for voting (draft resolutions) as the agenda by the Supervisory Board. Draft resolution or issue for voting shall be sent to Shareholders who hold voting Shares, who shall communicate their opinion (to vote on the draft resolution) in writing within five (5) calendar days upon receipt of the corresponding draft resolution or issue for voting. Within ten (10) calendar days upon receipt of notice from the last Shareholder, the Chairman of such Meeting shall inform all Shareholders in writing of the resolution adopted. A resolution shall be deemed adopted if it has been voted for by all Shareholders holding voting Shares.

ARTICLE 10. SUPERVISORY BOARD

10.1. The Supervisory Board of the Bank (hereinafter the “**Supervisory Board**”) shall be a collegiate body that controls activity of the Management Board and regulation thereof, protects the rights of depositors, other creditors and Shareholders.

10.2. The Supervisory Board shall consist of the Chairman (hereinafter the “**Chairman of the Supervisory Board**”) and other members who, together with the Chairman of the Supervisory Board, are the members of the Supervisory Board (hereinafter the “**Members of the Supervisory Board**”). Five (5) Members of the Supervisory Board shall be elected by the General Meeting for a term not exceeding three years. Only individuals who are Shareholders or persons representing their interests (“**Representatives of Shareholders**”) and/or independent members may be Members of the Supervisory Board.

The Supervisory Board shall include three independent members of the Supervisory Board (“**Independent Members of the Supervisory Board**”).

Requirements for all Independent Members of the Supervisory Board shall be determined by the Legislation of Ukraine.

Individuals elected as Members of the Supervisory Board of the Bank may be re-elected an unlimited number of times.

Chairman and Members of the Supervisory Board shall take office upon their approval by the National Bank of Ukraine. In the event of replacement of Member of the Supervisory Board who is a Representative of Shareholder, powers of the dismissed Member of the Supervisory Board shall be terminated, and the new Member of the Supervisory Board, upon the Bank’s receipt of written notice from the Shareholder(s) represented by the respective Member of the Supervisory Board, shall acquire the powers upon approval by the National Bank of Ukraine.

Election to the Supervisory Board shall be carried out through cumulative voting (except in the case where 100 % of the shares in the Bank are held by a sole shareholder), in which the total number of votes of Shareholder shall be multiplied by the number of Members of the Supervisory Board being elected, and a Shareholder shall have the right to cast all the votes thus calculated for one candidate or to distribute them among several candidates. Candidates who have received the largest number of votes shall be deemed to have been elected as Members of the Supervisory Board.

The Chairman of the Supervisory Board shall be elected by the General Meeting from among the Members of the Supervisory Board elected by a simple majority vote of the Shareholders who have registered for participation in the General Meeting.

Members of the Supervisory Board shall not simultaneously be Members of the Management Board, be the Corporate Secretary of the Bank or hold other positions

in the Bank under employment agreement (contract) or provide services to the Bank under a civil law agreement. A Member of the Supervisory Board shall not be the head, officer and/or member of the board of the bank or another management body of another bank registered in Ukraine, unless otherwise provided for by the Legislation of Ukraine.

Members of the Supervisory Board shall perform their obligations personally and shall not transfer their powers to other persons.

The procedure for holding the voting when electing the Supervisory Board, as well as the requirements to Members of the Supervisory Board, shall be established by the by-laws of the Bank and the Legislation of Ukraine.

Member of the Supervisory Board elected as Representative of Shareholder or a group of Shareholders according to the legislation may be replaced by such Shareholder or group of Shareholders at any time.

Notice on the replacement of Member of the Supervisory Board of the Bank who is the Representative of Shareholder shall be sent by the Shareholder(s) to the Bank and shall contain information on the new Member of the Supervisory Board appointed to replace the dismissed one, with indication of the name (surname, name and patronymic, if any) of the Shareholder(s) who issues it, number, type and/or class of the Shares held by him/her/it (them in aggregate). The Shareholder's (Shareholders') written notice of the replacement of the Representative of Shareholder(s) shall be posted by the Bank on its own website within one business day upon receipt thereof by the Bank.

Powers of Member of the Supervisory Board elected by cumulative voting, upon resolution of the General Meeting, may be terminated early only in case of simultaneous termination of powers of all Members of the Supervisory Board. In this case, resolution to terminate powers of Members of the Supervisory Board shall be adopted by the General Meeting of Shareholders by simple majority of votes of the Shareholders who registered for participation in the Meeting and hold the shares voting on the relevant issue. The provisions of this paragraph of Clause 10.2 of these Articles of Association shall not apply to a Member of the Supervisory Board who is elected to the Supervisory Board as Representative of Shareholder(s) whose representative is elected to the Supervisory Board as replacement for his/her/its/their representative that is a member of the Supervisory Board of the Bank.

10.3. The competence of the Supervisory Board shall include the issues provided for by the Legislation of Ukraine and these Articles of Association.

The exclusive competence of the Supervisory Board shall include:

10.3.1 approving and controlling implementation of the Bank's strategy, business plan, recovery plans, crisis financing plan, business continuity plan;

10.3.2 ensuring arrangement of efficient corporate governance in accordance with the principles (code) of corporate governance;

- 10.3.3 approving and controlling execution of the budget of the Bank, including the budgets of the Risk Management and Compliance Units, Internal Audit Service;
- 10.3.4 approving and controlling implementation of the Bank's strategy and non-performing asset management operational plan;
- 10.3.5 ensuring operation and controlling efficiency of complex and adequate internal control system of the Bank, including risk management system, internal audit system;
- 10.3.6 approving the Bank's internal risk management documents the list of which is specified by the Legislation of Ukraine, the risk management strategies and policies, the risk appetite declaration, the list of the Bank's risk limits (restrictions), control over compliance therewith;
- 10.3.7 approving and controlling compliance with the code of conduct (ethics), policy for prevention, detection and management of conflict of interest in the Bank;
- 10.3.8 implementing and controlling operation of a mechanism for confidential reporting on improper behaviour in the Bank and response to such reports;
- 10.3.9 determining sources of capitalization and other financing of the Bank;
- 10.3.10 determining the Bank's credit policy;
- 10.3.11 approving organizational structure of the Bank, as well as the structure of Risk Management, Compliance Units and Internal Audit Service of the Bank;
- 10.3.12 approving internal regulations on the Management Board, committees of the Supervisory Board, Risk Management, Compliance, Internal Audit structural units, other structural units directly subordinated to the Supervisory Board, which, in particular, shall include the procedure for reporting to it;
- 10.3.13 approving internal regulations (policies) of the Bank that regulate operation of the Bank, except for the regulations (policies) that are within the exclusive competence of the General Meeting in accordance with the Legislation of Ukraine and the regulations (policies) that are referred by the decision of the Supervisory Board for approval to the Management Board, controlling their implementation, observance and timely updating;
- 10.3.14 appointment and dismissal of the Chairman and Members of the Management Board, appointment and dismissal of the Chief Risk Officer, Chief Compliance Officer, Head of Internal Audit Service, the Bank's Financial Monitoring Officer;
- 10.3.15 exercising control over activities of the Management Board, Risk Management and Compliance Units, Internal Audit Service and making proposals for their improvement;
- 10.3.16 performing annual evaluation of efficiency of the Management Board in general and each of its Members in particular, Risk Management and Compliance Units, Internal Audit Service, evaluation of conformance of Members of the Management Board, Chief Risk Officer, Chief Compliance Officer, Head of Internal Audit Service to qualification requirements, evaluation of collective suitability of the Management Board to the size of the Bank, complexity, volumes, types, nature of the Bank's operations, organizational structure and risk profile of the Bank, as well as taking measures to improve work mechanisms of the Management Board

and Risk Management and Compliance Units, Internal Audit Service following the results of such evaluation;

10.3.17 determining the procedure and plans for operation of the Internal Audit Service;

10.3.18 selecting the audit firm for external audit, including annual audit of financial statements, approving terms of the agreement to be concluded with the audit firm, determining the amount of fee for the services and choosing a person authorized to sign such agreement with the audit firm;

10.3.19 considering the opinion of the external auditor of the Bank and preparing recommendations to the General Meeting to make a decision in respect of the opinion of the external auditor;

10.3.20 controlling elimination of deficiencies revealed by the National Bank of Ukraine and other governmental bodies that supervise the Bank's activities within their competence, by the Internal Audit Service and by the audit firm upon the results of the external audit;

10.3.21 deciding on the establishment, reorganization and liquidation of legal entities, creation of branches, representative offices of the Bank (including in other states), approval of their Articles of Associations and regulations, as well as on participation of the Bank in legal entities that is equal to or exceeds 10 percent of their authorized capital, deciding on participation of the Bank in business associations;

10.3.22 approving the terms of employment agreements (contracts) concluded with Members of the Management Board, Head and employees of the Internal Audit Service, Chief Risk Officer, Chief Compliance Officer, determining the amount of their remuneration, determining the person to sign agreements (contracts) on behalf of the Bank;

10.3.23 controlling timely submission (publication) by the Bank of reliable information on its activities in accordance with the Legislation of Ukraine, including regulations of the NBU;

10.3.24 approving and controlling compliance with the procedure for conducting transactions with the Bank's related parties, which shall include, in particular, requirements for detection and control of transactions with the Bank's related parties;

10.3.25 determining the policy of remuneration in the Bank in accordance with the requirements established by the NBU, as well as exercising control over its implementation, approving reports on remuneration of the members of the Management Board and the key function holders;

10.3.26 performing annual evaluation of efficiency of the Supervisory Board in general and each of its Members in particular, committees of the Supervisory Board, evaluation of collective suitability of the Supervisory Board to the size of the Bank, complexity, volumes, types, nature of the Bank's operations, organizational structure and risk profile of the Bank, as well as taking measures to improve work mechanisms of the Supervisory Board following the results of such evaluation;

10.3.27 reviewing reports of the Management Board and approving measures following their consideration;

- 10.3.28 deciding on holding annual or extraordinary General Meeting and the date thereof, except for cases of convocation of the extraordinary General Meeting by Shareholders provided for by the Legislation of Ukraine, determining the date of compiling the list of Shareholders to be notified of the General Meeting and having the right to participate in the General Meeting, preparing and approving the draft agenda and agenda of the General Meeting, deciding on the date of holding the General Meeting and inclusion of proposals into the draft agenda, except for cases when the extraordinary General Meeting is convened by Shareholders;
- 10.3.29 forming the temporary counting committee in case of convening the General Meeting by the Supervisory Board;
- 10.3.30 approving the form and text of the ballot;
- 10.3.31 deciding on offering of securities other than Shares;
- 10.3.32 deciding on redemption of securities offered by the Bank other than Shares;
- 10.3.33 approving the market value of property in cases provided for by the Legislation of Ukraine;
- 10.3.34 adopting a resolution on temporary suspension of the Chairman and/or Members of the Management Board from his/her office and election of a person who temporarily exercises the powers of the Chairman and/or Member of the Management Board;
- 10.3.35 election and dismissal of the Corporate Secretary;
- 10.3.36 election of members of the Registration Committee, the Chairman and the Secretary of the General Meeting, unless otherwise provided for by the Legislation of Ukraine;
- 10.3.37 determining the date of compilation of the list of persons entitled to receive dividends, the procedure and terms of payment of dividends within the time limit determined by Clause 6.4 of Article 6 of these Articles of Association;
- 10.3.38 deciding on effecting a major transaction if the market value of the subject matter of such transaction is equal to or exceeds 10 percent of the value of assets according to the latest annual financial statements of the Bank, by approving the material conditions of such transaction (subject matter, price, term, etc.);
- 10.3.39 deciding on granting consent to related-party transactions in the cases and manner established by the Legislation of Ukraine;
- 10.3.40 deciding on election of the appraiser of the Bank's property and approval of the terms of the contract to be concluded with it, determining the amount of fee for its services;
- 10.3.41 sending an offer to Shareholders in case of acquisition of a controlling stake in the Bank in the manner established by the Legislation of Ukraine;
- 10.3.42 deciding on selection (replacement) of the depositary institution that provides additional services to the Bank, approval of the terms of the contract to be concluded with it, determining the amount of fee for its services
- 10.3.43 determining probability of recognizing the Bank insolvent due to assuming obligations or fulfilment thereof, including as a result of payment of dividends or redemption of Shares;

10.3.44 sending, in accordance with the procedure provided for by the Legislation of Ukraine, proposals to Shareholders for acquisition of Shares held by them;

10.3.45 resolution of issues that fall within the competence of the Supervisory Board in accordance with the Legislation of Ukraine in case of merger, acquisition, division, spin-off or transformation of the Bank;

10.3.46 resolution of other issues within the exclusive competence of the Supervisory Board in accordance with the Legislation of Ukraine.

Issues within the exclusive competence of the Supervisory Board shall not be resolved by other bodies of the Bank, except for the General Meeting in cases explicitly provided for by the Legislation of Ukraine. Issues that are not within the exclusive competence of the Supervisory Board may be delegated by resolution of the Supervisory Board for execution by the Management Board.

10.4. The Chairman of the Supervisory Board shall organize its work, convene and hold regular and extraordinary meetings of the Supervisory Board, preside over them and may appoint the Secretary of the meetings; organize keeping minutes of the meeting of the Supervisory Board; exercise other powers provided for by these Articles of Association and the Legislation of Ukraine.

In the event that the Chairman of the Supervisory Board is unable to exercise his/her powers, one of the Members of the Supervisory Board shall exercise his/her powers by the Supervisory Board's decision, unless otherwise provided for by the regulation on the Supervisory Board.

10.5. The organizational form of the work of the Supervisory Board shall be regular and extraordinary meetings.

Regular meetings of the Supervisory Board shall be convened on a quarterly basis. Extraordinary meetings of the Supervisory Board shall be convened, if necessary, at the request of the Chairman or the Member of the Supervisory Board, the Management Board, the NBU, other persons specified by these Articles of Association and the regulation on the Supervisory Board.

The procedure for convening and holding of regular and extraordinary meetings of the Supervisory Board shall be governed by the regulation on the Supervisory Board.

10.6. The Chairman and Members of the Supervisory Board shall have the right to:

10.6.1 be present at the meetings of the Management Board;

10.6.2 receive full, accurate and timely information about the Bank necessary for performance of their functions; review the documents and information regarding the activities of the Bank, receive copies of them, including all units of the Bank regardless of their country of location, as well as of the Bank's affiliates. The above information and documents shall be submitted to the Members of the Supervisory Board within seven (7) working days upon receipt of the corresponding request by the Bank to the attention of the Chairman of the Management Board;

10.6.3 request convening of extraordinary meeting of the Supervisory Board;

10.6.4 access the system of automation of banking operations;

- 10.6.5 receive information from managers and employees of the Bank on issues related to performance of their functions;
- 10.6.6 provide written comments on resolutions of the Supervisory Board;
- 10.6.7 receive fair remuneration and compensations for performance of functions of Member of the Supervisory Board;
- 10.6.8 have other rights provided for by the Legislation of Ukraine and by-laws of the Bank.

10.7. The Chairman and Members of the Supervisory Board shall:

- 10.7.1 act in the interests of the Bank, in good faith, reasonably, and not abuse their office;
- 10.7.2 comply with resolutions of the General Meeting and the Supervisory Board;
- 10.7.3 participate in regular and extraordinary meetings of the Supervisory Board and the work of committees of the Supervisory Board; inform in advance of the inability to participate in the meetings of the Supervisory Board;
- 10.7.4 adhere to the established rules and procedures of the Bank for conclusion of transactions with actual or potential conflict of interests;
- 10.7.5 refrain from participating in decision-making process if the conflict of interests prevents them from performing their duties in the best interests of the Bank, its depositors and Shareholders;
- 10.7.6 adhere to the established rules of the Bank related to regime of circulation, security and storage of restricted information. Not disclose confidential and insider information, banking and commercial secrets that became known in connection with performance of functions of Member of the Supervisory Board to persons who are not authorized to have access to such information, and use it in their own interests or in the interests of third parties;
- 10.7.7 provide the General Meeting, the Supervisory Board with complete and accurate information on the Bank's activities and financial position in a timely manner;
- 10.7.8 perform other obligations provided for by the Legislation of Ukraine.

10.8. Meetings of the Supervisory Board shall be deemed duly constituted if more than half of Members of the Supervisory Board are present. In case of early termination of powers of one or several Members of the Supervisory Board and before the election of the entire Supervisory Board, meetings of the Supervisory Board shall be deemed duly constituted in order to resolve issues in accordance with its competence, provided that number of Members of the Supervisory Board whose powers are valid is more than half of its composition.

A Member of the Supervisory Board may participate in its meeting through teleconferencing or similar means of communication. Such participation shall be deemed equal to personal presence at the meeting. When deciding on issues on the agenda of the meeting, each Member of the Supervisory Board shall have one vote.

10.9. Resolutions of the Supervisory Board shall be considered valid if they are adopted: (i) at the competent and duly constituted meeting of the Supervisory Board; and (ii) by simple majority of votes of the Members of the Supervisory Board who are present or represented at the meeting; or adopted by absentee vote (poll) in accordance with the procedure provided for in Clause 10.10 of these Articles of Association. In case of equal number of votes for and against the proposed resolution, it shall be considered as rejected.

Resolutions of the Supervisory Board may be cancelled or amended only by separate resolution of the Supervisory Board.

10.10. Resolution of the Supervisory Board may be adopted by holding an absentee vote (poll) without ensuring simultaneous presence of all Members of the Supervisory Board. In this case, a draft resolution shall be sent to all Members of the Supervisory Board that are composing it as of the date of poll who shall express their opinion thereon (cast their vote) in writing within five (5) business days. Resolution signed or approved by at least three Members of the Supervisory Board shall have the same validity and effect as if adopted at a duly convened and held meeting of the Supervisory Board. Such resolution shall be executed in the form of minutes of absentee voting, which shall be signed by the Chairman of the Supervisory Board.

10.11. The Supervisory Board may establish permanent or temporary committees from among the Members of the Supervisory Board to study in advance and prepare for considering resolutions on the issues within its competence. Resolutions to establish a committee and the list of issues assigned to it for consideration and preparation of resolutions shall be adopted by simple majority of votes of Members of the Supervisory Board. Conclusions and recommendations of the committees shall be considered by the Supervisory Board according to the procedure for adopting resolutions by the Supervisory Board.

The Bank has established the following permanent committees: Audit Committee, Risk Management Committee, and Remuneration and Appointment Committee. The Audit Committee, Risk Management Committee, and Remuneration and Appointment Committee are led by Members of the Supervisory Board of the Bank who are independent directors. Most of the members of the above committees shall be independent directors. Committees of the Supervisory Board shall not be composed of the same group of Members of the Supervisory Board who form another committee of the Supervisory Board of the Bank. The procedure for establishment and operation of the above committees shall be set by a regulation approved by the Supervisory Board.

ARTICLE 11. MANAGEMENT BOARD

11.1. The Management Board of the Bank (hereinafter the “**Management Board**”) is a collegial executive body of the Bank that manages the current activities, formation of funds necessary for carrying out the activities defined in the Articles of Association of the Bank, and shall be responsible for the effectiveness of its work in

accordance with the principles and procedure established by these Articles of Association, resolutions of the General Meeting and the Supervisory Board, as well as the regulations on the Management Board of the Bank, and in accordance with the applicable Legislation of Ukraine.

11.2. The competence of the Management Board shall include resolution of all issues related to management of the Bank's current activities, except for the matters that fall within the exclusive competence of the General Meeting and the Supervisory Board.

11.3. The Management Board shall be appointed by the Supervisory Board in the number of at least three persons who have full civil capacity, meet the legal requirements of the NBU and are not members of the Supervisory Board, for a term of three years with the right to be appointed for a new term. The Management Board shall consist of the Chairman of the Board (hereinafter the "**Chairman of the Management Board**") who heads the Management Board, and also include the Deputy Chairman of the Management Board (hereinafter the "**Deputy Chairman of the Management Board**") and other persons in accordance with the resolution of the Supervisory Board (each of the above collectively "**Members of the Management Board**") unless otherwise provided for by the Legislation of Ukraine.

11.4. The procedure for convening and holding meetings of the Management Board, formation and requirements for candidates to positions of Members of the Management Board, their rights and obligations shall be established in the regulation on the Management Board of the Bank and the applicable Legislation of Ukraine.

11.5. Within the limits established by these Articles of Association, resolutions of the General Meeting, the Supervisory Board and by-laws of the Bank, the Management Board, under the guidance of the Chairman of the Management Board, shall have the right to undertake the following actions and be responsible for their implementation:

11.5.1 organize holding of annual and extraordinary General Meetings;

11.5.2 prepare regular reports on the performance of the Bank, discovered violations of legislation, internal regulations of the Bank, and any deterioration in the financial condition of the Bank or threat of such deterioration, the level of risks arising in the course of the Bank's operation, and submit such reports for consideration by the Supervisory Board;

11.5.3 ensure preparation of draft budget of the Bank, strategy and business plan of development of the Bank for approval by the Supervisory Board;

11.5.4 implement the strategy and the business plan of development of the Bank;

11.5.5 determine the form and establish the procedure for monitoring the activities of the Bank;

11.5.6 implement the risk management strategy and policy approved by the Supervisory Board, ensure implementation of procedures for identification, assessment, control and monitoring of risks;

11.5.7 prepare special reports at the request of the Supervisory Board, participate in meetings of the Supervisory Board at the invitation of the Chairman of the Supervisory Board;

11.5.8 determine the rules, conditions, procedure for conducting financial and business activities of the Bank, banking operations, credit, cash and other banking services for clients of the Bank, approve internal documents of the Bank, including accounting policies, procedures, standards, regulations, standard contracts, except for those within the competence of the Supervisory Board;

11.5.9 form organizational structure of the Bank determined by the Supervisory Board;

11.5.10 develop regulations that govern activities of structural units of the Bank (except for those to be approved exclusively by the Supervisory Board) and branches of the Bank in accordance with the development strategy of the Bank;

11.5.11 ensure security of information systems of the Bank and systems used for safekeeping of assets of its client;

11.5.12 in accordance with the procedure provided for by the Legislation of on financial monitoring and as submitted by the responsible officer of the Bank, approve the rules of internal financial monitoring, programs of financial monitoring and other documents on prevention of legalization (laundering) of proceeds from crime;

11.5.13 resolve all issues related to management of the Bank's activities, except for the matters that fall within the exclusive competence of the General Meeting and the Supervisory Board.

11.6. The Members of the Management Board shall have obligations established by the Supervisory Board or by the Chairman of the Management Board where they have not been determined by the Supervisory Board. Grounds for acquiring powers by Members of the Management Board, with the exception of the Chairman of the Management Board, shall be resolution of the Supervisory Board on their election to the Management Board.

11.7. The Chairman of the Management Board and the Deputy Chairman of the Management Board shall have the right to perform any actions on behalf of the Bank without a power of attorney, jointly or separately, but subject to limitations set forth in Clauses 9.2.23, 10.3.38, 10.3.39 of these Articles of Association.

Other Members of the Management Board, Bank employees and other persons may act on behalf of the Bank on the basis of a mandate (power of attorney) issued by the Chairman of the Management Board or the Deputy Chairman of the Management Board, by-law of the Bank and on other grounds established by the Legislation of Ukraine.

11.8. The Chairman of the Management Board shall organize operation of the Management Board, convene and hold the meetings, ensure keeping minutes of meetings of the Management Board.

11.9. The Management Board may adopt resolutions if at least half of Members of the Management Board are present at the meeting. Resolutions of the Management Board shall be adopted by simple majority of the number of present Members of the Management Board.

Resolutions of the Management Board may be put into effect by orders and instructions of the Chairman of the Management Board.

11.10. The Chairman of the Management Board is authorized to solely appoint and, if necessary, to dismiss Bank employees, to determine conditions of their remuneration, taking into account restrictions established by the Legislation of Ukraine and these Articles of Association, as well as transfer such powers to other employees of the Bank.

11.11. In the event of temporary absence or impossibility of performance of powers by the Chairman of the Management Board, all his/her powers, rights and obligations provided for by these Articles of Association and the Legislation of Ukraine, shall be exercised by the Deputy Chairman of the Management Board, which is a Member of the Management Board, or by another Member of the Management Board appointed by the Chairman of the Management Board for temporary performance of obligations of the Chairman of the Management Board.

11.12. The Management Board shall inform the Supervisory Board of any discovered violations in activities of the Bank in respect of legislation, internal regulations of the Bank (if such violations fall within the competence of the Supervisory Board specified by the law) and of the level of risk occurring in the course of activities of the Bank, untimely or improper performance of obligations towards the Bank by the Banks's related parties.

11.13. The Chairman and Members of the Management Board who violated and/or failed to perform their obligations shall be liable in the amount of damages suffered by the Bank if other grounds and amount of liability are not established by the applicable Legislation of Ukraine. The procedure for holding the Chairman and the Members of the Board liable shall be regulated by the applicable Legislation of Ukraine and by-laws of the Bank.

11.14. Powers of the Chairman and Members of the Management Board shall be terminated on the basis and in accordance with the procedure established by the Legislation of Ukraine, these Articles of Association, the Regulation on the Management Board of the Bank and the contract concluded with the Chairman and/or Members of the Management Board.

ARTICLE 12. CORPORATE SECRETARY

12.1 The Corporate Secretary shall be an officer responsible for efficient interaction between the Bank and Shareholders, other investors, coordination of the Bank's actions regarding protection of rights and interest of Shareholders, maintaining

efficient work of the Supervisory Board, as well as shall perform other functions specified by the Legislation of Ukraine.

12.2. The Corporate Secretary shall be appointed by the Supervisory Board for the term of office established by decision of the Supervisory Board.

The same person may be appointed to position of the Corporate Secretary repeatedly.
12.3. The Corporate Secretary shall enter into employment agreement or civil law agreement, which can be only paid for. Terms and conditions of such agreement shall be approved by the Supervisory Board. The agreement shall be signed on behalf of the Bank by a person authorized by the Supervisory Board.

12.4. The procedure of work, rights and obligations of the Corporate Secretary, as well as the procedure for payment of remuneration to him/her, shall be established by the Legislation of Ukraine, these Articles of Association, regulation on the Corporate Secretary, as well as by employment agreement (contract) or civil law agreement entered into with the Corporate Secretary.

12.5. The Corporate Secretary may be an individual who has full civil capacity and meets the requirements established by the Legislation of Ukraine and NSSMC.

ARTICLE 13. AUDIT

13.1. According to the requirements of the Legislation of Ukraine, the activities of the Bank shall be subject to audits conducted by external auditors (hereinafter the “**External Auditor**”), *i.e.* an independent audit organization authorized by the Legislation of Ukrainian to conduct such audits and otherwise authorized to conduct audits in accordance with the international accounting standards (“**IAS**”) and the accounting principles established by the Legislation of Ukraine.

13.2. The external auditor shall provide its opinions on confirmation of accuracy and completeness of data of financial statements and balance sheet of the Bank in accordance with the applicable accounting rules, facts of violation of the legislation in financial and economic activities, as well as the established accounting and reporting procedure. Official audit shall be conducted at the request of the State Tax Administration and other state bodies within their powers in accordance with the Legislation of Ukraine and in other cases provided for by the Legislation of Ukraine. Any such audit shall not violate the normal operation of the Bank.

13.3. Officers of the Bank shall provide the External Auditor with access to all documents necessary to check the results of financial and business activities of the Bank.

13.4. In order to ensure continuous monitoring of the internal control system and internal procedures for assessing the Bank’s capital, to ensure independent

assessment of adequacy of the Bank's policies and methods of operation, as well as their implementation, the Bank shall have an internal audit service (hereinafter the "**Internal Audit Service**"), which shall be a part of the internal control system of the Bank.

13.5. The Internal Audit Service shall perform the following functions:

13.5.1. evaluating efficiency of arrangement of corporate governance in the Bank, internal control system, including risk management system, compliance of such systems with the size of the Bank, complexity, volumes, types, nature of the Bank's operations, organizational structure and risk profile of the Bank;

13.5.2. reviewing processes of governance of the Bank, including the process of assessment of the capital adequacy and liquidity sufficiency;

13.5.3. monitoring compliance of managers and employees of the Bank with requirements of legislation and internal regulations of the Bank;

13.5.4. assessing information and technical support of management and operations;

13.5.5. verifying correctness and accuracy of accounting and financial reporting;

13.5.6. reviewing financial and business activities of the Bank;

13.5.7. verifying compliance with qualification requirements and performance of their professional duties by employees of the Bank;

13.5.8. identifying and checking cases of abuse of office by officers of the Bank and cases of conflict of interests in the Bank;

13.5.9. verifying accuracy and timeliness of submission of information to governmental and management bodies that supervise the Bank's activities within their competence;

13.5.10. other functions related to supervision and control over the Bank's activities.

13.6. The Internal Audit Service shall assess the types of activities of the Bank ensured by engaging legal entities and individuals on a contractual basis (outsourcing).

13.7. The Internal Audit Service shall be subordinated and accountable to the Supervisory Board. The status, functional responsibilities and powers of the Internal Audit Service shall be defined in the regulation on the Internal Audit Service approved by the Supervisory Board.

13.8. Based on the results of its audits, the Internal Audit Service shall prepare and submit reports and proposals on elimination of the identified violations to the Supervisory Board.

13.9. The Internal Audit Service shall have the right to review all documentation of the Bank and oversee the activities of any unit of the Bank, the right to access the system of automation of banking operations and the right to access any premises of the Bank, including those used by the Bank to store documents, cash and other valuables. The Internal Audit Service shall have the right to request written explanations from managers and employees of the Bank on issues arising during the audit and its results.

13.10. The Head of the Internal Audit Service may demand to convene an extraordinary meeting of the Supervisory Board.

13.11. The Internal Audit Service shall not be liable for and does not have authority over the operations it audits.

13.12. The Internal Audit Service shall be responsible for the scope and accuracy of the reports submitted to the Supervisory Board regarding the matters within its competence.

ARTICLE 14. FINANCIAL DOCUMENTATION. ACCOUNTING AND REPORTING

14.1. The financial year of the Bank shall coincide with the calendar year, from 1 January to 31 December. The first financial year shall end at the end of the calendar year in which the Bank was registered.

14.2. The Bank shall prepare and submit financial statements in the national currency of Ukraine, hryvnia. The Bank may maintain a parallel set of records in other foreign currencies, according to resolution of the Supervisory Board. Presentation of financial statements in foreign currency shall be made in accordance with the Legislation of Ukraine and the accounting principles.

14.3. Financial statements shall be prepared in accordance with international accounting standards and the Law of Ukraine “On Accounting and Financial Reporting in Ukraine”. Financial reporting and other financial documentation shall be submitted to the NBU, the competent state authorities and the General Meeting in accordance with these Articles of Association.

14.4. The Bank shall provide the NBU, in the prescribed forms and volumes, with financial and statistical reports on operations, liquidity, solvency, profitability, information about affiliated (related) persons of the Bank, as well as other information that may be required by the NBU.

14.5. Managers of the Bank shall be responsible for arrangement of accounting, preparation and publication of financial statements in accordance with the Legislations of Ukraine.

14.6. The Management Board shall inform the NBU of the following within three (3) business days:

14.6.1. termination of powers / dismissal of the manager(s) of the Bank, Head of Internal Audit Service, Chief Risk Officer, Chief Compliance Officer with indication of grounds for such dismissal and candidates to be appointed to these positions (if any);

14.6.2. change of the registered address of the Bank and its standalone structural units;

14.6.3. losses in the amount exceeding 15 percent of the Bank's capital;

14.6.4. decrease of the equity capital of the Bank below the level of the regulatory capital of the Bank;

14.6.5. presence of at least one of the grounds to include the Bank to the category of problem or insolvent banks or for withdrawal of the banking license and liquidation of the Bank;

14.6.6. termination of the banking activity;

14.6.7. notice of suspicion of committing a criminal offence to the manager of the Bank, an individual holding the substantial share or a representative of the legal entity holding a substantial share;

14.6.8. discovered facts about a person holding the substantial share that are indicative of his/her/its non-conformance to the requirements established by the NBU regarding business reputation and/or financial/property status, as well as of the discovered facts that are indicative of the threat to interests of depositors and other creditors of the Bank posed by such person's holding the substantial share in the Bank;

14.6.9. in other cases determined by the NBU.

14.7. The Supervisory Board shall inform the NBU of the following within three business days upon discovery:

14.7.1. conflict(s) of interest in the Bank;

14.7.2. confirmed facts of improper behaviour in the Bank;

14.7.3. deficiencies in the work of the Supervisory Board, the Management Board, Risk Management and Compliance Departments, Internal Audit Service;

14.7.4. discovered facts about managers of the Bank, Chief Risk Officer, Chief Compliance Officer, Head of Internal Audit Service that are indicative of their non-conformance to qualification requirements established by the NBU, as well as about presence of information that is/may be indicative of possible negative impact on ensuring performance of duties by such persons.

14.8. On a yearly basis, no later than 30 April, and upon request of the NBU, the Bank shall provide the NBU, within its authority to conduct banking supervision, with information on issues considered at the meeting(s) of the Supervisory Board,

including regarding the progress in implementation of the strategy, business plan, non-performing asset management strategy and operational plan of the Bank, and the resolutions adopted in connection therewith, as well as the list of Members of the Supervisory Board that were present at the meeting(s) of the Supervisory Board.

14.9. The Bank shall provide the NSSMC with annual and quarterly reporting information on the results of financial and economic activity, as well as other information subject to disclosure and publication in the forms, in the manner and within the time established by the Legislation of Ukraine.

14.10. The Bank shall disclose special information on the securities market in the manner and within the time established by the Legislation of Ukrainian.

14.11. In accordance with the requirements of the Legislation of Ukraine, the Bank shall publish quarterly balance sheets, profit and loss statement, as well as annual financial statements certified by the External Auditor.

14.12. Information about the Bank's activities shall be disclosed in the volume, according to the procedure and on the conditions provided for by the Legislation of Ukraine. The Bank shall have its own website on the Internet to post the information subject to disclosure in accordance with the Legislation of Ukraine.

14.13. No restricted access shall be established to the Bank's financial statements.

ARTICLE 15. BANKING SECRECY SEIZURE. FORECLOSURE

15.1. The Bank shall guarantee the secrecy of bank account, account transactions, and client information. Bank secrecy shall include information on activities and financial position of a client that became known to the Bank in the course of servicing of the client and relations with the client or became known to third parties during provision of the Bank's services or performance of functions specified by the law, as well information about the Bank specified in the respective article of the Banks Law.

15.2. Information about legal entities and individuals containing banking secrecy shall be disclosed by the Bank only in cases provided for by the Legislation of Ukraine.

15.3. Restriction of rights of the client to dispose of the funds on the client's account, seizure of funds and other things of value kept by legal entities or individuals in the Bank shall be carried out only in cases established by the Legislation of Ukraine.

15.4. Funds and other things of value kept by legal entities or individuals in the Bank shall be released from seizure in accordance with the Legislation of Ukraine.

15.5. Cash withdrawal operations by legal entities or individuals shall be stopped only in cases provided for by the Legislation of Ukraine.

15.6. Monetary funds and other things of value kept by individuals or legal entities in the Bank may be foreclosed in accordance with enforcement documents in the manner established by the Legislation of Ukraine.

ARTICLE 16. FINANCIAL MONITORING

16.1. Taking into account the requirements of the Legislation of Ukraine, regulations of the NBU and the specially authorized executive body implementing the state policy on financial monitoring, the Bank shall ensure the establishment and operation of an internal bank system for prevention and counteraction to legalization (laundering) of proceeds from crime, financing of terrorism and financing of proliferation of weapons of mass destruction. The Bank shall develop, implement, and regularly update internal documents on financial monitoring. The Supervisory board of the Bank shall appoint an employee responsible for financial monitoring in the Bank in accordance with the procedure established by the constituent documents of the Bank and the Legislation of Ukraine.

ARTICLE 17. PROCEDURE FOR REORGANIZATION AND LIQUIDATION OF THE BANK

17.1. The Bank shall be terminated as a result of transfer of all its property, rights and obligations to its successors (through reorganization) or as a result of liquidation in accordance with the requirements of the Legislation of Ukraine.

17.2. The Bank can be reorganized according to decision of the owners of the Bank.

17.3. Reorganization can be carried out through merger, acquisition, division, spin-off, transformation.

17.4. In case of reorganization of the Bank through transformation, such legal relations shall not be subject to the legislation concerning winding-up of a legal entity. During reorganization of the Bank through transformation, the creditors shall not have the right to request the Bank to terminate or perform its obligation early.

17.5. Reorganization by resolution of the General Meeting shall be carried out in accordance with the legislation of Ukraine on business companies, subject to prior permission for reorganization of the Bank by the National Bank of Ukraine and approval of the plan for reorganization of the Bank by the National Bank of Ukraine.

17.6. The Bank can be liquidated:

17.6.1. by decision of Shareholders;

17.6.2. in case of withdrawal of the NBU banking license on its own initiative or at the proposal of the Deposit Guarantee Fund.

17.7. Liquidation of the Bank at the initiative of Shareholders shall be carried out in accordance with the procedure provided for by the legislation on liquidation of legal entities, if the NBU, upon receipt of resolution of Shareholders on liquidation of the Bank, did not find any signs on the basis of which the Bank may be classified as a problem or insolvent one. The owners of the Bank shall have the right to initiate the liquidation procedure of the Bank by resolution of the General Meeting only after permission by the National Bank of Ukraine and subject to withdrawal of the banking license.

17.8. Liquidation of the Bank on the initiative of the NBU or at the proposal of the Deposit Guarantee Fund shall be carried out in accordance with the Law of Ukraine “On Banks and Banking Activities”, other laws of Ukraine and regulations of the NBU and the Deposit Guarantee Fund.

17.9. Claims of creditors of the Bank shall be granted in case of its liquidation in the order provided for by the Law of Ukraine “On the Deposit Guarantee System”.

17.10. If, at the time of resolution on liquidation, the Bank has no obligations to its creditors, its property (funds received as a result of the liquidation procedure) shall be distributed among Shareholders, taking into account the priority provided for by these Articles of Association and the Legislation of Ukraine.

Subject to the pre-emptive right of Shareholders provided for in Clause 5.4.5 of Article 5 of these Articles of Association, claims of Shareholders in case of liquidation of the Bank shall be granted in the following order:

17.10.1 payment of accrued unpaid dividends on the preferred Shares;

17.10.2 payment on the preferred Shares subject to mandatory redemption in accordance with the Legislation of Ukraine;

17.10.3 payment of the liquidation value of the preferred Shares;

17.10.4 payment on the ordinary Shares subject to redemption in accordance with the Legislation of Ukraine;

17.10.5 distribution of property among Shareholders holding ordinary Shares in proportion to the number of Shares they hold.

The liquidation value of the preferred Shares shall be determined in the amount equal to the share of the liquidation value of the Bank’s property proportional to the share of the preferred Shares in the Authorized Capital.

17.11. The procedure for liquidation of the Bank shall be considered completed and the Bank shall be considered liquidated upon entry of the respective record into the Unified State Register of Legal Entities and Individual Entrepreneurs.

ARTICLE 18. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

18.1. Shareholders may at any time amend or supplement these Articles of Association, provided that such amendments or supplements: (i) have been approved by the appropriately convened General Meeting or resolution of the Sole Shareholder (in accordance with the requirements of Article 9 of these Articles of Association), (ii) made in writing, and (iii) signed by the authorized person.

18.2. Any amendments to these Articles of Association shall come into force upon their state registration.

18.3. If any provision of these Articles of Association becomes invalid or unenforceable, this shall not affect the validity and/or enforceability of other provisions of these Articles of Association.

**Chairman of the Management Board
of JSC "PROCREDIT BANK**

Viktor PONOMARENKO