

**REGULATIONS
ON THE GENERAL SHAREHOLDERS' MEETING
OF PROCREDIT BANK,
A JOINT STOCK COMPANY
(new edition)**

«APPROVED»

by the decision of the sole shareholder,
No. 5 dated 29 December 2023

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1. GENERAL PROVISIONS

1.1. These Regulations on the General Shareholders' Meeting of ProCredit Bank, a joint stock company, (the "Regulation") are developed in accordance with the charter of ProCredit Bank, a joint stock company (the "Bank"), and based on the Law of Ukraine On Joint Stock Companies, the Law of Ukraine On Banks and Banking Activity, on the Methodological recommendations on the organization of corporate governance in the banks of Ukraine, approved by the resolution of the Board of the National Bank of Ukraine on 3 December 2018 No. 814-рш, on the resolution of the National Securities and Stock Market Commission "On generalization of practice of applying legislation on corporate governance" dated 12 March 2020 No. 118, as well as following other applicable laws of Ukraine.

1.2. The Regulations shall determine organization of activities, procedure for preparation, convocation and decision-making procedure of the General Shareholders' Meeting of JSC "ProCredit Bank" (the "General Meeting") or by the sole shareholder in case 100 % of all shares in the Bank are held by a single owner (the "Sole Shareholder").

1.3. Provisions of the Charter shall prevail over the provisions of this Regulation, should there be discrepancies.

1.4. Terms and definitions, if not defined by this Regulation, are used in the meanings defined by the Charter.

2. ORGANIZATION OF WORK OF THE GENERAL MEETING

2.1. The General Meeting shall be the supreme governing authority of the Bank, which scope of competence is determined by the effective legislation of Ukraine and by the Charter of the Bank.

2.2. The Bank shall hold annual and extraordinary General Meetings. The Annual General Meeting shall be convened on or before 30 April of the year that follows a reporting year. All other General Meetings shall be deemed extraordinary.

2.3. The General Meeting may be held by:

- 1) in-person voting (hereinafter referred to as the General Meeting in person);
- 2) electronic voting (hereinafter referred to as the electronic General Meeting);
- 3) polling (hereinafter referred to as the remote General Meeting).

The General Meeting in person shall be attended by shareholders (their representatives) on the day and time of the General Meeting at the place of its holding to discuss and make decisions on the agenda. Each shareholder shall have the right to participate in the General Meeting in person by means of electronic absentee voting through an authorised electronic system in accordance with the procedure established by the Law of Ukraine "On Joint Stock Companies" and regulations of the National Securities and Stock Market Commission.

The electronic General Meeting shall not require joint attendance of shareholders (their representatives) and shall be held exclusively by means of electronic absentee voting of shareholders using an authorised electronic system in accordance with the procedure established by the Law of Ukraine "On Joint Stock Companies" and regulations of the National Securities and Stock Market Commission.

The remote General Meeting does not require joint presence of shareholders (their representatives) and is held by remote filling in of ballots by shareholders and sending them to the Bank through the depository system of Ukraine in accordance with the procedure established by the National Securities and Stock Market Commission.

The method of holding the General Meeting shall be determined by the person convening the General Meeting in accordance with the requirements and in the manner prescribed by the Law and regulations of

the National Securities and Stock Market Commission. The remote or electronic General Meeting shall be held in cases where the relevant method of holding the General Meeting is determined by the person convening the General Meeting, including in cases provided for by the legislation of Ukraine. The procedure for holding remote and electronic General Meetings determined by the National Securities and Stock Market Commission of Ukraine may establish rules and procedures other than those provided for by the Bank's Articles of Association and these Regulations.

2.4. The General Meeting in person shall be held on the territory of Ukraine within the area at the Bank's location (registered as of the date of publication of the notice of the General Meeting). The General Meeting may also be held outside Ukraine if, as of the date of decision to convene the General Meeting, foreign citizens, stateless persons, foreign legal entities, and/or international institutions hold 100 percent of the Bank's shares as of the date of the General Meeting. The Bank's Supervisory Board shall adopt decision on the place to hold the General Meeting or, if the extraordinary General Meeting is convened at the request of the Bank's shareholders, such shareholders shall adopt decision on the place thereof.

3. CONVOCAION OF THE GENERAL MEETING

3.1. The General Meeting convocation procedure shall provide for:

- 1) approval of the convocation of the meeting; setting the date thereof, the date of compiling the list of shareholders who have the right to participate in the General Meeting, approval of the draft agenda, approval of the notification on convening the General Meeting and the procedure for notifying shareholders;
- 2) drawing up registers of shareholders who have the right to participate in the General Meeting according to the procedure established by the legislation on the depository system of Ukraine;
- 3) notification of shareholders of the General Meeting and publishing the information as prescribed by applicable law;
- 4) making proposals to the draft agenda of the General Meeting by the shareholders;
- 5) approval of amendments and additions to the draft agenda, approval of the agenda of the General Meeting;
- 6) familiarisation of the shareholders with approved amendments and the agenda approved by the Supervisory Board.
- 7) election of the person who will preside over the General Meeting and the person who will perform the functions of secretary of the General Meeting;
- 8) appointment of the registration commission;
- 9) approval of the text and form of the voting ballot.

3.2. The Annual General Meeting shall be convened by the Supervisory Board of the Bank solely on its own initiative. Extraordinary General Meetings are convened by the Supervisory Board in cases and in the manner provided by the Bank's Charter.

3.3. The shareholders jointly holding 5 percent or more of the Bank's voting shares as of the date of submission of the request shall have the right to request convocation of the extraordinary General Meeting any time and for any reason.

3.4. The request to convene the extraordinary General Meeting shall contain:

- 1) details on the persons making a proposal (name of the Bank's body; surname, given name, patronymic of the shareholders or the name thereof);
- 2) reasons for the holding of the General Meeting;

- 3) draft agenda and draft decisions on items included in the draft agenda (except for cumulative voting);

If shareholders submit a request, such request shall contain information on the number, type and class of shares held by them.

Such request has to be signed by head of the respective managing body or by all the shareholders submitting thereof. If the shareholder's representative signs the request, it shall have a power of attorney (its notarised copy or a copy thereof legalised (e.g. apostilled) in the manner prescribed by Ukrainian law if such power of attorney has been issued outside Ukraine) attached thereto.

3.5. Request to convene the extraordinary General Meeting shall be submitted in writing directly to the Management or sent to the Management by registered mail at the address of the Bank's location.

3.6. The procedure and terms of making decision by the Supervisory Board to convene the extraordinary General Meeting or on refusal to convene such a meeting shall be established by the Bank's charter.

3.7. The Supervisory Board's approval of convocation of the General Meeting shall contain:

- 1) full name and location of the Bank;
- 2) methods of holding the General Meeting of Shareholders (General Meeting in person, electronic General Meeting, remote General Meeting);
- 3) date, time and place of the General Meeting with the number of the meeting room or office where the shareholders have to arrive indicated;
- 4) draft agenda of the General Meeting and the agenda of the General Meeting, procedure for putting items on the agenda;
- 5) information on the presence or absence of a connection between the items on the agenda;
- 6) election of the members of the registration commission and shareholders registration procedure;
- 7) election of the members of an interim tabulation commission;
- 8) appointment of the Chairperson and Secretary of the General Meeting;
- 9) procedure for familiarizing the shareholders with the documents related to the draft agenda items;
- 10) approval of the text of the notice to the shareholders on convening the General Meeting;
- 11) date as of which the register of shareholders eligible to participate in the General Meeting is drawn up, and the procedure for personal notification of the shareholders on convening thereof.

3.8. Written notice to the shareholders of the General Meeting shall contain:

- 1) identification code, full name and location of the Bank;
- 2) date, time of the General Meeting and, in the case of holding the general meeting in person, also the place of its holding (with the number of the meeting room or office where the shareholders have to come indicated);
- 3) method of conducting the General Meeting;
- 4) start time and end time of the shareholders' registration for participation in the General Meeting;
- 5) date of drawing up a register of the shareholders eligible to participate in the General Meeting;
- 6) draft agenda together and draft decisions (except for cumulative voting) on each of the items included in the draft agenda;

- 7) Bank's website address at which information including draft resolutions for items included to the draft agenda are placed, and other mandatorily disclosed information prescribed by the Law On Joint-Stock Companies;
- 8) Procedure for familiarisation of the shareholders with the materials and documentation, which they can familiarise themselves with during preparation to the General Meeting, including the determination of the place for such familiarisation (office room number) as well as the Bank's officer (in case of convening the General Meeting by shareholders – the person appointed by such shareholders) responsible for familiarisation of shareholders with documentation;
- 9) information on rights given to the shareholders by the Law On Joint-Stock Companies, which can be executed upon receipt of the notice on the convocation of the General Meeting the term during which these rights can be exercised;
- 10) description of procedure for submission of proposals by the shareholders to the draft agenda of the extraordinary general meeting
- 11) description of procedure of participation and voting at the General Meeting by Power of Attorney.

In case of holding an electronic General Meeting, the notice shall additionally state the date and time of the beginning and end of voting through an authorised electronic system.

In case of holding the remote General Meeting, the notice shall additionally indicate the date and time of the beginning and end of sending voting ballots to the depositary institution.

Should decrease of the Bank's authorised capital be put on the draft agenda of the General Meeting, the notice, among other things, shall contain data on the purpose of such action and the method to be used for this procedure.

3.9. Notice shall be deemed timely made if it is delivered directly to the shareholder by hand against acknowledgement or given to postal service to be sent no later than 30 days prior to the date of the General Meeting. The date of the notice delivery shall be deemed the date:

- of delivery to the shareholder (or the shareholder's authorised representative if the shareholder is a legal entity) by hand against acknowledgement;
- as per postmark of the postal service that has taken the notice from the sender.

3.10. The Charter of the Bank shall determine the requirements for submission of proposals to the draft agenda of the General Meeting.

3.11. All the proposals to the draft agenda made by the shareholders in a timely manner shall be considered by the Supervisory Board (or the shareholders convening the extraordinary General Meeting) at the respective proceedings at which decisions on amendments to the draft agenda of the General Meeting and the agenda of the General Meeting are approved.

Draft agenda of the General Meeting shall only be amended by including new items and draft resolutions for the proposed items. The Bank may not amend items or draft resolutions proposed by the shareholders.

3.12. Proposals of the shareholders jointly holding 5 and more percent of the voting shares as of the date of submittal thereof, may not be rejected and have to be put on the draft agenda of the General Meeting on a mandatory basis. Such being the case, the Supervisory Board's approval of putting an item on the draft agenda shall not be required and the proposal shall be deemed put on the draft agenda subject to being made in compliance with all the requirements of the Bank's Charter and effective legislation of Ukraine.

Decisions to deny introduction of proposal of the Shareholders jointly holding 5 or more percent of ordinary shares to the agenda of the General meeting shall be taken no later than 15 days prior to the date of the General Meeting and only on condition that:

- the shareholders have failed to comply with the statutory prescribed timeframe;

- the statutory prescribed details are incomplete.

The motivated decision to refuse to put a proposal on the agenda of the General Meeting shall be sent to the shareholder by the Supervisory Board within three days from the date of its approval.

3.13. Within the period from the date of sending the notice of the General Meeting and to the date of its holding, the Bank or the shareholders convening the General Meeting shall provide the shareholders with an opportunity to familiarise themselves with the documents required to adopt decisions on the items included in the draft agenda and the agenda:

- 1) at the location of the Bank during working hours, on working days, in an accessible place specified in the notice of the General Meeting;;
- 2) on the Bank's Internet website;
- 3) by being directly provided with thereof (personally, by mail or via electronic mail) at their request within three working days from the date of such request;
- 4) at the place of the General Meeting on the day the General Meeting is held.

When holding the General Meeting in person or electronically, the documents required for making decisions on the items included in the draft agenda and the agenda of the General Meeting shall also be provided to shareholders through an authorised electronic system.

If the documents referred to in this clause are not available on the day of the General Meeting at the place of its holding, the General Meeting shall not be eligible to adopt decisions on the relevant item.

4. GENERAL MEETING'S OPERATING BODIES

4.1. The General Meeting's operating bodies shall be:

- Registration commission;
- Interim tabulation commission and tabulation commission;
- Chairperson of the General Meeting;
- Secretary of the General Meeting.

4.2. The corporate secretary of the Bank shall be responsible for performance of organizational and administrative functions connected with holding the General Meeting, whose scope of authority shall include:

- 1) preparation of information and analytical materials in the course of preparation of the General Meeting;
- 2) ensuring that information on holding of the General Meeting and amendments to the agenda thereof is brought to the shareholders' attention;
- 3) ensuring that the shareholders are familiarised with the documents connected with the draft agenda of the General Meeting and agenda of the General Meeting;
- 4) collection, processing and consolidation of the shareholders' proposals to the draft agenda;
- 5) preparation of required documentation connected with the General Meeting (voting ballots, forms of the powers of attorney, registers, etc.);
- 6) preparation of the meeting room to hold the General Meeting and provision of technical support for the General Meeting, registration and tabulation commissions;
- 7) acting as the secretary of the General Meeting and drawing up the minutes of the General Meeting.

4.3. Registration commission consisting of at least two persons shall be established for the purpose of registering shareholders and their representatives who have come to participate in the General Meeting and determining the presence or absence of quorum required for the General Meeting to be deemed validly convened.

Within the scope of its authority, the registration commission shall:

- 1) check credentials and register persons who have come to participate in the General Meeting against the register of shareholders eligible to participate in the General Meeting, which shall also serve as the register of participants in the General Meeting (except when the extraordinary General Meeting is convened at the shareholders' request);
- 2) keep a record of the powers of attorney and the rights vested by them by reflecting thereof in the respective register;
- 3) give out the voting ballots and keep a register of the voting ballots given out;
- 4) determine total number of the shareholders' votes registered to participate in the General Meeting;
- 5) determine presence or absence of quorum to hold the General Meeting;
- 6) deposit documents of the General Meeting (including register of the shareholders eligible to participate in the General Meeting, (register of the General Meeting's participants), register of the powers of attorney, register of the voting ballots) in the Bank's archive.

4.4. The counting of votes at the General Meeting, providing explanations on the voting procedure, counting of votes and other issues related to the voting at the General Meeting in person shall be carried out by the commission, the composition of which shall be elected by the General Meeting. Prior to the election of the tabulation commission, the temporary tabulation commission established by the Supervisory Board shall count votes at the General Meeting, provide explanations on the voting procedure, counting votes and other matters related to voting at the General Meeting.. If the Extraordinary General Meeting is convened at the Shareholders' request, explanations as to the voting procedure, tabulation of votes and other issues pertinent to the voting at the General Meeting shall be given by the Shareholders so requesting

Within the scope of its authority, the tabulation commission shall:

- 1) organise voting at the General Meeting;
- 2) explain the order of voting on the items put to vote;
- 3) tabulate the votes and sum up the voting results;
- 4) certify voting ballots;
- 5) execute minutes of the voting results;
- 6) seal up the voting ballots and deposit documents of the General Meeting (including the voting ballots and minutes of the voting results) in the Bank's archive.

4.5. Members of the tabulation commission shall be elected by the General Meeting to consist of at least two persons who are not part of the Bank's managing bodies. The elected members of the tabulation commission shall exercise their powers until the next election of the new composition of the tabulation commission by the General Meeting.

The corporate secretary of the Bank can chair the tabulation commission.

4.6. The Supervisory Board shall appoint members of the registration commission, Chairperson and Secretary of the General Meeting in advance. Election of the Chairperson and the Secretary of the General Meeting at the General Meeting shall only be possible provided that the respective item is put on the agenda thereof.

4.7. The Chairperson of the General Meeting shall:

- 1) govern the General Meeting's activities;
- 2) declare the General Meeting convened after the registration commission's (registrar's) report on the presence of quorum as well as adjourn the General Meeting;
- 3) be responsible for maintaining order during the General Meeting and control compliance with the General Meeting's rules;
- 4) declare the items on the agenda and give the floor to report thereon;
- 5) provide explanations on matters connected with the holding of the General Meeting;
- 6) put draft decisions on the agenda items to vote and declare the voting results;
- 7) adopt decisions on matters connected with the General Meeting's procedure;
- 8) sign the minutes of the General Meeting.

4.8. The Secretary of the General Meeting shall provide for reflection of the course of the General Meeting and the adopted decisions in the minutes of the General Meeting.

5. PARTICIPATION IN THE GENERAL MEETING

5.1. Eligible to participate in the General Meeting shall be:

- 1) shareholders of the Bank (entered into the register of shareholders eligible for such participation, which is drawn up in the manner prescribed by applicable laws of Ukraine on depositary system as of the date determined by the Supervisory Board in its decision to convene the General Meeting) or their representatives;
- 2) members of the Management - at the invitation of the person convening the General Meeting;
- 3) representative of the Bank's independent auditor (audit firm) (with a view to give answers to the shareholders as far as auditors' report is concerned);
- 4) candidates entered into the voting ballots at the election to the Bank's bodies;
- 5) other persons upon invitation of the person convening the General Meeting.

5.2. Shareholders can participate in the General Meeting personally or via proxies. The shareholder's proxy can be an individual, a legal entity or an authorised person of a legal entity. Other shareholders or third persons who are not the shareholders can also be such proxies. A depositary institution may act as a shareholder's representative at the General Meeting in cases provided for by the applicable laws of Ukraine. A shareholder shall have the right to appoint his/her representative for an indefinite period or for a certain period.

5.3. The shareholder's proxy authority has to be confirmed by the power of attorney executed in accordance with the requirements of the applicable law of Ukraine.

5.4. Power of attorney to participate in and vote at the General Meeting issued by a natural person shall be notarised and certified any by any other body executing notarisation functions, as well may be certified by the depositary as prescribed by the National Securities and Stock Exchange Commission. Power of attorney to participate in and vote at the General Meeting on behalf of a legal entity shall be issued by the respective body of this entity or another body authorised to do so by the legal entity's constituent documents.

5.5. Powers of attorney executed by the Bank's shareholders abroad shall be accepted subject to legalisation (e.g. apostillation) in the manner prescribed by the applicable law of Ukraine and international treaties.

5.6. The Shareholder shall have the right to issue a power of attorney for the right to participate and vote at the General Meeting to several of its representatives.

5.7. If several representatives of the shareholder appear to participate in the General Meeting, the representative whose power of attorney was issued later shall be identified and registered.

5.8. The issuance of a power of attorney for the right to participate and vote at the General Meeting shall not preclude the right of the shareholder who issued the power of attorney, to participate in the General Meeting instead of his/her representative. The shareholder shall have the right at any time before the expiry of the period for registration of participants in the General Meeting to recall or replace his/her representative at the General Meeting by cancelling the power of attorney by notifying the Registration Commission thereof, or to attend the General Meeting in person.

5.9. In case of holding the General Meeting in person, a shareholder's notification of the relevant body of the Bank on replacement or recall of its representative shall be made in a written form and shall be considered to be made if the registration commission receives such notification within the time limits stipulated by the legislation of Ukraine.

6. REGISTRATION OF PARTICIPANTS IN THE GENERAL MEETING

On the day the General Meeting is held, prior to its beginning, the registration commission shall register shareholders (their representatives) who have arrived for participation in the General Meeting.

6.1. Powers of the registration commission for the period of the general meeting may be delegated to the Central Securities Depository or a depository institution under an agreement. In such a case, Chairperson of the registration commission shall be representative of the Central Securities Depository or a depository institution, respectively. The in-person General Meeting's participants shall undergo registration at the place of the General Meeting within the timeframe specified in the notice of the General Meeting. The registration commission shall determine the quorum of the General Meeting by the close of registration.

In the event that the quorum is absent by the close of registration, the opening of the General Meeting may be postponed whereas registration may be prolonged by the decision of the Chairperson of the General Meeting for not more than 3 hours. It shall not be allowed to postpone opening of the General Meeting for more than two times.

6.2. The General Meeting's participants shall undergo registration based on:

- register of the Bank's shareholders eligible to participate in the General Meeting drawn up as of the date set forth by the Supervisory Board of the Bank (or the shareholders requesting that the extraordinary General Meeting be convened) in the manner prescribed by the laws on Ukraine's depository system with the number of each shareholder's votes specified;
- identification document of the person who has come to participate in the General Meeting;
- Power of Attorney confirming powers of the shareholder's proxy (if necessary).

The registration commission shall deny registration to the shareholder (shareholder's representative) only in case of failure to submit documents identifying his/her person and if the shareholder's representative does not provide any documents confirming his/her authority to participate in the General Meeting..

The reasoned decision of the registration committee to deny registration of a shareholder (his/her representative) for participation in the General Meeting, signed by the chairman of the registration committee, shall be attached to the minutes of the General Meeting and provided to the specified shareholder (his/her representative).

Based on the results of the registration of shareholders (their representatives), a protocol on the results of registration shall be drawn up.

6.3. A shareholder (his/her representative) who has not registered shall not be eligible to participate in the General Meeting.

6.4. At the registration to participate in the General Meeting in person each shareholder (proxy) shall be given ballots for voting on each item on the agenda in proportion to the number of such shareholder's votes.

6.5. The shareholders (Shareholder) who, as of the date of drawing up the list of shareholders entitled to participate in the General Meeting, hold in aggregate 5 percent or more of the voting shares of the Bank, and National Securities and Stock Exchange Commission may appoint their own proxies to control registration of the shareholders for participation in, procedure of conducting of, voting at the General Meeting having notified the Management (the shareholders requesting that the extraordinary General Meeting be convened) thereof in writing prior to registration of shareholders.

6.6. The shareholders exercising such control have to be notified by the Bank's Management against their personal signatures of the liability for disclosure of restricted data obtained in the course of exercising such control.

6.7. The shareholders exercising such control may make an oral statement as to the course of registration shortly before the beginning of the General Meeting as well as challenge the actions of the persons who performed registration in accordance with the applicable law.

7. RULES OF THE GENERAL MEETING

7.1. The General Meeting may not be held earlier than the time specified in the notice of the General Meeting.

7.2. The General Meeting shall commence with the chairperson of the registration commission reporting on:

7.2.1. composition of the registration commission;

7.2.2. start time and end time of the registration of the General Meeting's participants;

7.2.3. total number of persons entered into the register of persons eligible to participate in the General Meeting;

7.2.4. total number of persons registered to participate in the General Meeting and number of the votes that belong to such persons;

7.2.5. number of the voting ballots given out at the registration of the General Meeting's participants;

7.2.6. presence or absence of quorum to hold the General Meeting.

If the General Meeting has failed to reach the quorum as of the time of termination of the registration including those rescheduled in accordance with Clause 6.2 herein, the General Meeting shall be deemed called off. Given the quorum is present, the Chairperson of the General Meeting shall declare the General Meeting opened.

In the event that the Chairperson and the Secretary of the General Meeting have not been appointed in advance and the item on their appointment has been put to the agenda thereof, the Chairperson and the Secretary of the General Meeting shall be elected by a simple majority vote of the shareholders registered to participate in the General Meeting.

7.3. At the beginning of the general Meeting, the Chairperson of the General Meeting shall inform the shareholders of:

- the members of the Bank's Supervisory Board and the Management present at the General Meeting;
- the persons who are not the shareholders or their proxies present at the General Meeting;
- the procedure of the General Meeting.

7.4. If any of the shareholders objects to the presence of third persons, the Chairperson of the General Meeting shall make final decision on this matter. Should the Chairperson of the General Meeting make a decision on the impossibility to begin the General Meeting with third persons present, such persons shall have to leave the place of the General Meeting immediately.

7.5. The General Meeting shall last until all items on the agenda have been considered and the shareholders have been informed of the voting results and the adopted decisions.

Every 3 hours of continuous work, the Chairperson may adjourn the General Meeting for not less than 15 and not more than 60 minutes. No more than three adjournments may be announced during the General Meeting. The General Meeting may not be held after 10 pm local time. Should it be impossible to consider all items put on the agenda within one day, the General Meeting may be adjourned until the next day. Decision to adjourn the General Meeting until the next day shall be adopted by at least three quarters of the votes of the shareholders registered to participate in the General Meeting and holding shares that are voting at least as to one item to be considered the next day and shall be declared by the Chairperson of the General Meeting. The shareholders (their proxies) shall not undergo re-registration the next day. Longer adjournments shall be prohibited. After such adjournment, the General Meeting shall continue its work without having to re-register the shareholders and determine the quorum. The number of votes of shareholders who have registered to participate in the General Meeting is determined based on the first day registration details.

Upon completion of the General Meeting, the Chairperson shall leave the chair.

7.6. The Chairperson of the General Meeting shall propose the agenda items for consideration in the same order as listed in the published agenda except in cases where the General Meeting during its holding decided to change the order of consideration of the agenda items and provided that such decision is supported by at least three quarters of the votes of the shareholders registered for participation in the General Meeting.

7.7. Consideration of each item on the agenda, except for election of the Bank's bodies, shall begin with announcement of the draft decision on this item and recommendations or conclusions (if any) prepared by the Supervisory Board of the Bank, other persons.

7.8. Any shareholder shall have the right to speak at the discussion of the items on the agenda including those who participate in the in-person General Meeting remotely through an authorized electronic system.

7.9. And may also refuse to speak at any time during the discussion. A shareholder may speak only on the item under discussion.

7.10. Upon discussion, the Chairperson of the General Meeting shall successively put to vote all draft decisions as to the agenda item under consideration. The chairperson of the tabulation commission shall explain the voting procedure to the shareholders prior to the voting.

In the event that making a decision leads to origination of the shareholders' right to demand repurchase of own shares by the Bank, the Chairperson of the General Meeting, among other things, shall be bound to advise the shareholders of:

- 1) such right;
- 2) repurchase price;
- 3) repurchase procedure and timeframe.

7.11. It shall be prohibited to interrupt the voting. No one shall be given the floor during the voting.

7.12. The tabulation commission shall sum up the results of the voting and declare thereof right after summing up but prior to completion of the General Meeting. In the event that the successive decision is connected with the previous one, the Chairperson of the General Meeting shall be bound to adjourn the Meeting until voting results on the previous item be declared.

8. GENERAL MEETING DECISION-MAKING PROCEDURE

8.1. At the General Meeting (save for voting on the items of changing the order of consideration of the Agenda items and announcement of a break in the General Meeting till the next day, at which votes are cast by absentee ballots), voting on the items of Agenda shall be conducted solely with the use of voting ballots.

The form and text of the voting ballot shall be approved by the Supervisory Board in accordance with the procedure and terms stipulated by the Law of Ukraine "On Joint Stock Companies".

8.2. Ordinary shareholders of the Bank registered to participate in the General Meeting shall have the right to vote at this General Meeting.

Shareholders-owners of preference shares shall have right to vote at the General Meeting, which agenda contains items as follows:

- 1) winding-up of the Bank, which envisages conversion of the preference shares of this class into preference shares of another class, ordinary shares or other securities of legal successor (successors);
- 2) introduction of amendments to the Charter, which provide for restrictions on the rights of shareholders holding this class of preferred shares; 3) introduction of amendments to the Charter, which provide for the issuance of the preference shares of new class, giving their holders priority in receiving dividends or proceeds in the event of the Bank's liquidation or increase the rights of shareholders holding outstanding classes of preferred shares that have priority in the order of receipt of dividends or payments in the event of the Bank's liquidation;;

4) reduction of the Bank's Authorized Capital.

8.3. Votes shall be exercised immediately after consideration of each item on the agenda.

8.4. Voting ballot (except for cumulative voting) shall contain:

- 1) full name of the Bank and code according to the Unified State Register of Legal Entities, Individual Entrepreneurs and Public Organizations;
- 2) date of the General Meeting;
- 3) the date and time of the beginning and end of voting (in case of holding the electronic and remote General Meeting);
- 4) items put to vote and the draft (drafts) decisions thereon;
- 5) voting options for each draft decisions – "affirmatively" or "negatively"
- 6) reservation that the ballot must be signed by the shareholder (shareholder's representative) and name of the shareholder if a body corporate. In the absence of a signature,, the ballot shall be deemed null and void.
- 7) details of the shareholder , the shareholder's representative (if any) and the number of votes held by the shareholder.

Cumulative voting ballot shall contain:

- 1) full name of the Bank and the code according to the Unified State Register of Legal Entities, Individual Entrepreneurs and Public Organizations;
- 2) date of the General Meeting;
- 3) the date and time of the beginning and end of voting (in case of holding the electronic and remote General Meeting);
- 4) list of nominees for members of the Bank's body specifying the details required by the National Securities and Stock Market Commission;
- 5) a place for the shareholder (shareholder's representative) to specify the number of votes to be cast for each candidate;
- 6) reservation that the ballot must be signed by the shareholder (shareholder's representative) Absent such signature, the ballot shall be deemed null and void;
- 7) details of the shareholder and his/her representative (if any), number of votes held by each shareholder.

Every voting ballot (including cumulative voting ballots) shall be countersigned by members of the tabulation commission, if another method will not be stipulated by the Ukrainian Law or prescribed by NSSMC.

A ballot for voting at an in-person General Meeting (including cumulative voting) of a shareholder who participates remotely through an authorized electronic system shall be certified by a qualified electronic signature of the shareholder and/or other means of electronic identification that meets the requirements established by the National Securities and Stock Market Commission.

A ballot for voting at the electronic or remote General Meeting shall be certified by a qualified electronic signature of the shareholder (his/her representative) and/or other means of electronic identification that meets the requirements established by the National Securities and Stock Market Commission.

Voting ballot shall be deemed null and void of:

- 1) it is different the sample officially produced by the Bank;;
- 2) it bears no signature of the shareholder (shareholder's representative);
- 3) it consists of several unnumbered sheets;
- 4) the shareholder (shareholder's representative) has specified no voting option or has specified more than one voting option in respect of one draft resolution.

Cumulative voting ballot shall also be recognized as null and void if the shareholder (shareholder's representative) has specified more votes than the number of votes held under such voting.

Voting ballots that have been deemed null and void for reasons referred to hereinabove will not be taken into account during the tabulation of votes.

If the ballot containing several items put to vote is deemed null and void as far as one item is concerned, this shall not entail its being deemed null and void as far as remaining items are concerned.

8.5. The General Meeting may adopt one or several inter-related decisions on each item put on the agenda.

8.6. Decisions on matters related to the General Meeting procedure are adopted by the Chairperson of the General Meeting.

8.7. Based on the results of each vote, a protocol shall be drawn up and signed by all members of the Bank's tabulation committee who participated in the counting of votes. If the powers of the tabulation committee are delegated to the Central Securities Depository or a depository institution with which a service agreement has been concluded, in particular, for performing the functions of the tabulation committee, the

minutes on the results of voting shall be signed by a representative of the Central Securities Depository or the relevant depository institution.

8.8. In case of electronic General Meeting, based on information on voting results, an authorized electronic system shall form a protocol on voting results, which shall be certified by the Central Securities Depository in accordance with the procedure established by the National Securities and Stock Market Commission and signed by a person authorized to interact with the authorized electronic system due to holding the General Meeting.

8.9. Minutes of the voting results (except for cumulative voting) shall specify:

- 1) date of exercising the voting;
- 2) items put to a vote;
- 3) resolutions and number of affirmative, negative and abstaining votes cast in respect of each draft resolution for each item of the agenda put to a vote;
- 4) number of votes of the shareholders who have not taken part in the voting;
- 5) number of votes of shareholders who participated in the General Meeting remotely through an authorized electronic system;
- 6) number of votes of the shareholders under voting ballots that have been deemed null and void.

Minutes of the cumulative voting results shall specify:

- 1) date of exercising the voting;
- 2) number of votes cast for each candidate nominated to the Bank's bodies;
- 3) number of votes of the shareholders who have not taken part in the voting;
- 4) number of votes of shareholders who participated in the General Meeting remotely through an authorized electronic system;
- 5) number of votes of the shareholders under voting ballots that have been deemed null and void.

Minutes of the voting results shall be signed by all members of the tabulation commission and attached to the minutes of the General Meeting.

8.10. The General Meeting's decision shall be deemed adopted immediately upon execution of the minutes of the voting results.

Voting results shall be notified at the General Meeting at which the votes have been exercised. The shareholders entered into the register of shareholders eligible to participate in the General Meeting, drawn up in accordance with the requirements of the current legislation of Ukraine, shall be notified of the voting results and adopted decisions within 10 days upon adjournment of the General Meeting in the manner prescribed by the Bank's Charter.

After drawing up the minutes of the voting results, the voting ballots issued by the registration commission are sealed by the tabulation commission or a person to whom the powers of the tabulation commission have been delegated and stored in the Bank for the duration of its activity, but not less than four years.

Ballots for voting of shareholders who participated in the General Meeting remotely through an authorized electronic system shall be stored by the authorized electronic system for three years and shall be provided upon request of the Bank or a shareholder.

In the cases provided for by the current legislation of Ukraine, shareholders must be informed by the Bank about the results of the General Meeting by disclosing the relevant information in the public domain.

8.11. The General Meeting's decisions shall be binding on all the shareholders of the Bank including those who have not participated in the General Meeting or voted against such decisions as well as all bodies and officials of the Bank.

8.12. If a decision of the General Meeting or the procedure for making such a decision violates the requirements of the Law of Ukraine On Joint Stock Companies, other legislative acts, the Bank's charter or the Regulations, a shareholder who considers that his/her rights and legally protected interests are violated by such a decision may appeal against it to the court within six months from the date of the decision.

8.13. The shareholder may appeal against the decision of the General Meeting in cases provided for by the Law of Ukraine "On Joint Stock Companies" only after receiving a written refusal to exercise the right to demand mandatory redemption of the voting shares held by the Bank or in case of failure to receive a response to his/her request within 30 days from the date of its sending to the Bank in accordance with the procedure provided for by the Law of Ukraine "On Joint Stock Companies".

9. MINUTES OF THE GENERAL MEETING

9.1. The course of the General Meeting and the adopted decisions including results of the voting on each item on the agenda shall be documented in the form of the minutes taken by the secretary of the General Meeting. Minutes of the General Meeting are to be drawn in the official state language of Ukraine.

9.2. Minutes of the General Meeting shall state:

- 1) date of the General Meeting;
- 2) method of conducting the General Meeting;
- 3) date and time of the beginning and end of voting (in case of holding the General Meeting remotely);
- 4) date of drawing up a register of the shareholders eligible to participate in the General Meeting and the amount of votes they hold;
- 5) total number of persons entered into the register of the shareholders eligible to participate in the General Meeting;
- 6) total number of votes of the shareholders holding voting shares of the Bank who have registered to participate in the General Meeting (if certain shares are not voting on all items on the agenda, the number of voting shares on each item shall be indicated);
- 7) total number of votes of shareholders holding voting shares of the Bank who took part in the General Meeting remotely through the automated electronic system (in case of holding the General Meeting in person);
- 8) quorum of the General Meeting (if certain shares are not voting on all items on the agenda, the quorum of the General Meeting for each item shall be indicated);
- 9) Chairperson and Secretary of the General Meeting;
- 10) composition of the tabulation commission (in case of holding the General Meeting by means of in-person voting);
- 11) person(s) authorised to interact with the authorised electronic system due to conducting the General Meeting;
- 12) agenda of the General Meeting;
- 13) key theses of the speeches (in case of holding the General Meeting in person);
- 14) voting results stating results of the voting on each item on the agenda and decisions adopted by the General Meeting.

9.3. The minutes of the General Meeting shall be drawn up within 10 days from the date of closure of the General Meeting and shall be on each page. The functions of the Secretary of the General Meeting may be performed by the Corporate Secretary.

9.4. Chairperson and the Secretary of the General Meeting shall be held personally liable for credibility of information entered into the minutes, integrity of the approved amendments and additions to the Charter, internal documents of the Bank as well as amendments and additions thereto.

9.5. Copies of the minutes of the General Meeting (extracts from the minutes) shall be any time provided to any shareholder at such shareholder's request. The copies (extracts therefrom) shall be certified by the General Manager or the Corporate Secretary of the Bank.

9.6. The minutes of the General Meeting shall be informed to the shareholders within five business days from the date of its preparation, but not later than 10 days from the date of the General Meeting by publishing them on the Bank's website.

9.7. Minutes of the General Meeting and all attachments thereto shall be stored in the archive of the Bank throughout its duration.

10. FEATURES OF GENERAL MEETINGS OF A BANK WITH ONE SHAREHOLDER

10.1. In case when 100% of all shares in the Bank are held by 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, and the provisions of the Charter, this Regulation and the legislation of Ukraine regulating the procedure for convening, holding and closing the General Meeting of the Bank shall not apply.

Resolution of the Sole Shareholder on issues within the competence of the General Meeting shall be made in writing (in the form of a decision), signed by the Sole Shareholder (his/her/its authorised representative), and, if necessary, bound and numbered. Such resolution of the Sole Shareholder shall have the status of minutes of the General Meeting.

The Sole Shareholder informs the Bank about the decision he/she/it has made on the day of its adoption and is obliged to provide a duly executed original of the decision.