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| Constituent document of the legal entity  OGRN 1027739153573 submitted when making an entry into the Unified State Register of Legal Entities dated 09.11.2020 under state registration number 2207711813648 |
| **DOCUMENT IS SIGNED WITH ENHANCED QUALIFIED DIGITAL SIGNATURE** |
| Information on ES Certificate |
| Certificate: 2FС1850087АВЕ79145177016С2В879ЕС  Holder: Elena Nikolaevna Klimycheva  Head of the Department: Taxpayer Registration and Accounting Department  Directorate of the Federal Tax Service of Russia for Moscow  Valid: from 23.03.2020 to 23.03.2021 |

APPROVED BY

First Deputy Chairman of the Bank of Russia

/*signature*/ S.A. Shvetsov

(personal signature) (initials, surname)

October 30, 2020

L.S.

/*Round seal*/:

Central Bank of the Russian Federation (Bank of Russia)

OGRN (Primary State Registration Number) 1037700013020 \* 3

**ARTICLES OF ASSOCIATION**

**Industry development and modernization bank**

**(Joint-Stock Company)**

**Bank IDM (JSC)**

APPROVED BY

General Meeting of Shareholders

Minutes No. 3 of the Extraordinary General Meeting of Shareholders dated September 17, 2020

**Moscow**

**2020**

**Section 1. General Provisions**

1.1. Industry development and modernization bank (Joint-Stock Company) (hereinafter referred to as the Bank) is a credit institution in the form of a joint-stock company.

The Bank was established in accordance with the resolution of the General Meeting of Founders dated May 4, 1993 (Minutes No. 1) under the name Joint-Stock Commercial Bank "FUTURE" (Public Joint-Stock Company).

In accordance with the resolution of the General Meeting of Shareholders dated May 22, 1996 (Minutes No. 5), the name of the legal form of the Bank was brought into compliance with the applicable laws of the Russian Federation, the name of the Bank was changed to JOINT-STOCK COMMERCIAL BANK "FUTURE" (Open Joint-Stock Company), and the abbreviated name was defined - JSCB "FUTURE".

In accordance with the resolution of the General Meeting of Shareholders dated July 15, 2002 (Minutes No. 2), the abbreviated corporate name of the Bank was changed to JSCB "FUTURE" (OJSC).

In accordance with the resolution of the General Meeting of Shareholders dated June 19, 2015 (Minutes No. 3vosa), the name of the legal form of the Bank was brought into compliance with the laws of the Russian Federation, and the name of the Bank was changed. The full corporate name of the Bank was changed to Industry development and modernization bank (Public Joint-Stock Company), the abbreviated corporate name of the Bank was changed to Bank IDM (PJSC).

In accordance with the resolution of the Extraordinary General Meeting of Shareholders dated January 20, 2020 (Minutes No. 1), an indication of public status was excluded from the corporate name of the Bank, the full and abbreviated corporate names of the Bank were changed to Industry development and modernization bank (Joint-Stock Company) and Bank IDM (JSC).

1*.2.* Full corporate name of the Bank:

in Russian - **Банк развития и модернизации промышленности (акционерное общество).**

in English - **Industry development and modernization bank (Joint-Stock Company).**

1.3. Abbreviated corporate name of the Bank:

in Russian **- Банк РМП (АО).**

in English - **Bank IDM (JSC).**

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

1.5. The Bank is a credit institution, which carries out banking activity in order to make profit, including raising of funds and placing them on its behalf on terms of maturity, payment, repayment, and also performs other banking operations and transactions in accordance with the applicable laws of the Russian Federation and these Articles of Association.

1.6. The Bank was established for an unlimited period of time and operates under the basic license of the Bank of Russia.

**Section 2. Location of the Bank**

2.1. Location of the Bank is determined by the place of its state registration: City of Moscow.

Address: 123557 Russian Federation, Moscow, Klimashkina Street, 21, bldg. 1.

**Section 3. Purpose and Scope of Activities**

3.1. The purpose of the Bank is to gain profit.

3.2. The Bank is authorized to perform banking operations with funds in rubles and foreign currency as follows:

- to raise funds of individuals and legal entities to deposits (demand deposits and fixed term deposits);

- to place the funds raised specified in the previous paragraph on its own behalf and at its own expense;

- to open and to keep bank accounts of individuals and legal entities;

- to carry out money transfers on behalf of legal entities and individuals, including correspondent banks, on their bank accounts;

- to collect funds, promissory notes, payment and settlement documents, and provide cash services to individuals and legal entities;

- to purchase and sell foreign currency in cash and in non-cash forms;

- to carry out money transfers without opening bank accounts, including transfers of electronic money (except for postal transfers).

In addition to the banking operations listed in part one of this clause, the Bank is entitled to carry out the following transactions in accordance with the laws of the Russian Federation:

- to grant surety for third parties, providing for the fulfillment of obligations in monetary form;

- to acquire the right to claim from third parties to fulfill obligations in monetary form;

- to carry out trust management of funds and other property under an agreement entered into with individuals and with legal entities;

- to lease out special facilities or safes located therein for storage of documents and valuables to individuals and to legal entities;

- to carry out leasing operations;

to provide consulting and information services.

- to issue bank guarantees.

The Bank shall be entitled to carry out other transactions in accordance with the laws of the Russian Federation.

All banking operations and other transactions shall be carried out in rubles and in the event of availability of the relevant license from the Bank of Russia - in foreign currency. Any rules for banking operations, as well as rules for their financial and technical support, shall be established by the Bank of Russia in accordance with the federal laws.

In accordance with the Bank of Russia license for banking operations, the Bank is entitled to issue, purchase, sell, record, store and perform other operations:

- with securities acting as a payment document;

- with securities confirming the raising of funds to deposits and bank accounts;

- with other securities if transactions with them do not require a special license in accordance with federal laws,

and is also entitled to carry out trust management of these securities under an agreement with individuals and legal entities.

The Bank shall have the right to carry out its professional activities in the securities market in accordance with the federal laws.

The Bank may raise and place on a contractual basis the funds in other credit institutions in the form of deposits, loans, to make payments via payment centers and correspondent accounts opened in other credit institutions, and perform other operations stipulated by the licenses issued by the Bank of Russia.

3.3. The Bank shall not be entitled to carry out banking operations provided for by clauses 2, 7, 7.1 - 7.3 of part one of Article 5 of the Federal Law "On Banks and Banking Activities", as well as transactions provided for by clause 8 of part three of Article 5 of the Federal Law "On Banks and Banking Activities" with foreign legal entities, with foreign organizations that are not legal entities under foreign law, as well as with individuals whose personal law is the law of a foreign state.

3.3.1. The Bank is not allowed to open accounts with foreign banks, with the exception of opening an account with a foreign bank for the purpose of participating in a foreign payment system.

3.3.2. The Bank is not entitled to acquire the rights to claim against the entities specified in clause 3.3 hereof, to carry out leasing operations with these entities, as well as to issue guarantees in relation to these entities.

3.3.3. When carrying out activities in the securities market (including professional activities in the securities market), the Bank shall be entitled to perform operations and transactions only with securities included in the quotation list of the first (highest) level of the trading organizer, in the capital of which the Bank of Russia participates, and other securities that meet the requirements of the Bank of Russia for a bank with a basic license to perform operations and transactions with them, if such requirements are established by a regulatory act of the Bank of Russia.

The Bank shall comply with the restrictions established by the Bank of Russia in relation to the volume of operations and transactions with securities.

3.3.4. The Bank is entitled to place the raised funds in securities that meet the requirements established by clause 3.3.3 hereof.

**Section 4. Legal Status of the Bank**

4.1. The Bank is a legal entity, owns separate property and is liable for its obligations to the full extent of its property, may in its own name acquire and exercise civil rights and bear civil liabilities, sue and be sued in court.

The Bank shall acquire the rights of a legal entity from the moment of its state registration in accordance with the established procedure and with the laws of the Russian Federation.

The Bank is included in the unified banking system of the Russian Federation and in its activities is guided by the Civil Code of the Russian Federation, Federal Laws “On the Central Bank of the Russian Federation (Bank of Russia)”, “On Banks and Banking Activities”, “On Joint-Stock Companies”, and other federal laws, regulatory acts of the Bank of Russia relating to the activities of commercial banks, as well as these Articles of Association.

4.2. The Bank is entitled to open correspondent accounts with other credit institutions in the Russian Federation in accordance with the established procedure. The Bank is entitled to open correspondent accounts outside the Russian Federation subject to the restrictions provided for by the license issued by the Bank of Russia.

4.3. The Bank has a round seal bearing its full corporate name in Russian and an indication of the Bank location. The seal may also indicate the full corporate name of the Bank in English.

4.4. The Bank is entitled to have stamps and letterheads with its name, its own emblem, as well as a duly registered trademark (service mark) and other means of individualization.

4.5. The Bank shall be entitled to:

- establish subsidiaries independently and jointly with other legal entities and individuals;

- open branches and representative offices, as well as internal structural subdivisions, in the manner determined by the Bank of Russia,

subject to the restrictions provided for by Article 35 of the Federal Law "On Banks and Banking Activities" (hereinafter referred to as the Law on Banks).

4.6. The Bank may voluntarily unite in unions and associations on conditions that do not contradict the antitrust laws applied in the Russian Federation and in the manner prescribed by the legislative acts of the Russian Federation and the Articles of Association of the Bank.

4.7. The Bank shall be entitled to participate independently or jointly with other legal entities and individuals in other commercial and non-commercial organizations within and outside the territory of the Russian Federation in accordance with the applicable laws of the Russian Federation and of the relevant foreign state.

4.8. The Bank shall be entitled to engage Russian and foreign specialists to work and independently determine forms, systems, amounts and types of their remuneration.

4.9. State, public and other organizations may not interfere in the administrative and economic activities of the Bank, unless it is stipulated by their rights to exercise control and audit in accordance with the applicable laws of the Russian Federation.

4.10. The Bank may execute certain orders of executive authorities and local government authorities and carry out operations with budget funds in the manner prescribed by the applicable laws of the Russian Federation.

4.11. If, when the law is changed, any provisions of these Articles of Association become null and void, the remaining provisions of the Articles of Association shall remain in effect to the extent that does not contradict the laws of the Russian Federation.

**Section 5. Liability of the Bank**

5.1. The Bank shall be liable for its obligations with all its property.

The Bank shall not be liable for obligations of its shareholders.

5.2. The Bank shall be liable for maintaining banking secrecy within the framework of the applicable laws of the Russian Federation.

5.3. The Bank shall not be liable for obligations of the State and its authorities. The State and its authorities shall not be liable for the Bank's obligations, except for the cases when the State itself assumes such obligations.

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

**Section 6. Credit Resources of the Bank**

6.1. The credit resources of the Bank shall be formed out of:

- the Bank’s own funds (excluding the value of the fixed assets acquired by it, contributions to participation shares in the authorized capitals of banks and other legal entities and other immobilized funds);

- funds of legal entities and individuals kept on their accounts with the Bank, including funds raised in the form of deposits and under the securities issued by the Bank;

- deposits raised for a certain period and on demand;

- loans and deposits of other banks;

- other funds raised.

6.2. The Bank’s profit not allocated during the reporting year may be used as credit resources.

**Section 7.** **Branches and Representative Offices**

7.1. The Bank may establish branches and open representative offices in the territory of the Russian Federation in compliance with the requirements of the Bank of Russia and the applicable laws of the Russian Federation.

7.2. Branches and representative offices are not legal entities, are vested with property by the Bank and act in accordance with the Regulations thereon. The property of branches and representative offices shall be recorded on their separate balance sheet and the Bank's balance sheet. A resolution on establishment of branches and opening of representative offices and their liquidation, approval of the Regulations thereon, and a resolution on appointment of the head shall be adopted by the Board of Directors of the Bank.

7.3. Heads of branches and representative offices shall act under a power of attorney issued by the Bank.

7.4. The Bank's representative office is not entitled to carry out banking operations.

7.5. Branches and representative offices shall operate in the name of the Bank. The Bank shall be liable for the activities of the branch and representative office.

**Section 8. Authorized Capital**

***8*.*1. Outstanding and authorized shares***

8.1.1. The authorized capital of the Bank is formed in the amount of 90,000,000 (ninety million) rubles and is divided into 737,500 (seven hundred thirty-seven thousand five hundred) ordinary registered shares with a nominal value of 100 (one hundred) rubles each and 162,500 (one hundred sixty-two thousand five hundred) preferred registered shares with a nominal value of 100 (one hundred) rubles each. Form of issue - uncertified shares.

8.1.2. The maximum number of authorized shares is 4,750,000 (four million seven hundred and fifty thousand) shares, including ordinary registered shares - 3,750,000 (three million seven hundred and fifty thousand) shares with a nominal value of 100 (one hundred) rubles each, preferred registered shares - 1,000,000 (One million) shares with a nominal value of 100 (One hundred) rubles each.

8.1.3. The maximum amount of authorized shares shall be determined by the General Meeting of Shareholders.

***8.2. Increase of the Authorized capital***

8.2.1. The authorized capital of the Bank may be increased by increasing the nominal value of shares or by placing additional shares.

The authorized capital of the Bank may be increased only after its full payment. The adoption of a resolution to increase the Bank’s authorized capital by the authorized management body of the Bank shall be allowed only after registration of the previous change in the amount of its authorized capital.

The increase of the Bank’s authorized capital to cover its losses shall not be allowed.

8.2.2. Additional shares may be placed by the Bank only within the number of authorized shares determined in the Articles of Association.

8.2.3. The resolution to increase the authorized capital of the Bank by placing additional shares may be adopted by the General Meeting of Shareholders at the same time with the adoption of resolution to add to the Bank's Articles of Association the provisions on authorized shares required in accordance with the Federal Law "On Joint-Stock Companies" for the adoption of such resolution or to amend the provisions on authorized shares.

8.2.4. When the authorized capital of the Bank is increased by placing additional shares, the authorized capital shall be increased by the nominal value of placed additional shares, and the number of authorized shares of certain categories and types shall be reduced by the number of placed additional shares of certain categories and types.

***8.3. Reduction of the Authorized capital***

8.3.1. The authorized capital of the Bank may be reduced by decreasing the nominal value of shares.

8.3.2. The authorized capital may be reduced by reducing the total number of shares, including by acquiring a part of shares, in cases provided for by the Federal Law "On Joint-Stock Companies".

8.3.3. The Authorized Capital may be reduced by redemption of the placed shares in case:

- if the Bank has not sold the shares acquired by it by resolution of the Board of Directors not to reduce the authorized capital within a period no later than one year from the date of acquisition;

- if the Bank has not sold its shares redeemed at the request of shareholders within a period no later than one year from the date of their redemption.

8.3.4. If at the end of the reporting month the amount of the Bank's equity funds (capital) is less than the amount of its Authorized capital, the Bank shall bring the amount of the Authorized capital into compliance with the amount of its equity funds (capital).

8.3.5. The Bank shall not be entitled to decrease its Authorized capital if as a result of such decrease its amount becomes less than the minimum amount of Authorized capital determined in accordance with the Federal Law “On Joint-Stock Companies” as of the date of submission of documents for state registration of the relevant changes in the Bank’s Articles of Association, and in cases when the Bank shall, in accordance with the Federal Law “On Joint-Stock Companies”, decrease its Authorized capital, as of the date of state registration of the Bank.

8.3.6. Within three business days after adoption of the resolution by the Bank to reduce its authorized capital, the Bank shall notify the authority carrying out state registration of legal entities of such resolution and to publish a notice of reduction of its authorized capital in mass media, where data on state registration of legal entities is published, two times at the interval of one month.

Creditor of the Bank, if his rights to claim arose before the publication of the notice on reduction of the authorized capital of the Bank, no later than 30 days from the date of the last publication of such notice, shall be entitled to demand from the Bank early fulfillment of the respective obligation, and if early fulfillment is not possible - termination of the obligation and compensation for related losses. The limitation period for appeal to the court with such a claim is six months from the date of the last publication of the notice on reduction of the authorized capital of the Bank.

***8.4. Amount of equity funds of the Bank***

8.4.1. The amount of the Bank's equity funds shall be estimated based on the accounting data in the manner prescribed by the applicable laws of the Russian Federation and regulations of the Bank of Russia.

8.4.2. If at the end of the second and each subsequent financial year the amount of the Bank's equity funds (capital) is less than the minimum amount of the authorized capital established by the Federal Law "On Joint-Stock Companies", the Bank shall adopt a resolution on liquidation.

If the Bank does not adopt a resolution on its liquidation within three months from the date of the end of the reporting year, the Bank of Russia shall file to the arbitration court an application to liquidate the Bank.

8.4.3. If in case provided for in clause 8.3.4 hereof no resolution was adopted to reduce the authorized capital of the Bank, and in case provided for in clause 8.4.2 hereof no resolution was adopted to liquidate the Bank, its shareholders, creditors, as well as bodies authorized by the state, shall be entitled to demand the liquidation of the Bank in court.

***8.5. Funds of the Bank***

8.5.1. The Bank has a full economic independence with regard to the issues related to distribution of net profit. Balance sheet profit and net profit of the Bank shall be determined in the manner prescribed by the applicable laws of the Russian Federation. The Bank's balance sheet profit is used to pay appropriate taxes, to make other obligatory payments to the budget and extra-budgetary funds, and to make expenses to be incurred before taxes and other obligatory payments in accordance with the applicable laws of the Russian Federation. The Bank's net profit (after taxes) shall remain at the disposal of the Bank and by resolution of the General Meeting of Shareholders shall be transferred to the reserves, directed for forming of other Bank’s funds or distributed among the shareholders as dividends, and for other purposes in accordance with the applicable laws of the Russian Federation.

8.5.2. The Bank shall form the reserve fund in accordance with the Federal Law “On Joint-Stock Companies”. The Bank's reserve fund shall amount to 15% (fifteen percent) of the Authorized Capital of the Bank.

The reserve fund of the Bank shall be formed by obligatory annual contributions. The amount of annual contributions is at least 5% (five percent) of net profit up to the amount specified in the Articles of Association of the Bank.

The reserve fund of the Bank is intended to cover its losses and to redeem the Bank's bonds and to repurchase the Bank's shares in case of absence of other funds.

The reserve fund may not be used for other purposes.

8.5.3. By resolution of the General Meeting of Shareholders the Bank may form economic incentive funds, special funds and other funds that do not contradict the applicable laws of the Russian Federation, the procedure for using which shall be determined by the Board of Directors of the Bank.

**Section 9. Bank's Shares**

***9.1. Types of shares issued by the Bank, obligations of shareholders***

9.1.1. The Bank shall place ordinary shares and is entitled to place one type of preferred shares. All shares of the Bank are registered uncertified shares. The rights certified by shares of the Bank are recorded in the register of shareholders of the Bank.

Each ordinary share of the Bank shall grant the shareholder - its owner - the right to one vote when resolving issues at the General Meeting of Shareholders, as well as other rights stipulated by the Federal Law "On Joint-Stock Companies" and these Articles of Association.

One preferred share shall grant its holder the right to one vote when participating in voting at the General Meeting of Shareholders in cases stipulated by the Federal Law "On Joint-Stock Companies", as well as other rights provided by these Articles of Association.

9.1.2. The nominal value of placed preferred shares shall not exceed 25 percent of the authorized capital of the Bank.

9.1.3. The nominal value of one ordinary registered share of the Bank is 100 rubles, the form of issue of shares – registered uncertified shares.

Preferred registered shares of the Bank have a nominal value of 100 rubles, form of issue – registered uncertified shares, the dividend on preference shares is 0.5 percent per annum of the nominal value of share, liquidation value is 100% of the nominal value of share.

The number of outstanding shares of the Bank is 900,000 shares, including 737,500 ordinary registered uncertified shares, of which 737,500 shares were sold for rubles, 162,500 preferred registered uncertified shares, of which 162,500 shares were sold for rubles.

9.1.4. The Bank's shares and equity securities convertible into its shares may not be placed by public offering or otherwise be offered for purchase to the general public.

Placement of shares (equity securities of the Bank convertible into shares) by private offering shall be carried out only by resolution of the General Meeting of Shareholders to increase the authorized capital of the Bank by placing additional shares (to place equity securities of the Bank convertible into shares) adopted by a majority of seven-eighths of the votes held by the shareholders - owners of the voting shares participating in the General Meeting of Shareholders.

Payment for additional shares of the Bank may be made in cash and other property in accordance with the applicable laws of the Russian Federation and regulations of the Bank of Russia. The form of payment for additional shares of the Bank shall be determined by the resolution to place them. Other equity securities may be paid only in cash.

If additional shares of the Bank are paid by non-monetary funds, monetary value of the property contributed as payment for the shares of the Bank shall be appraised by resolution of the Board of Directors of the Bank.

When shares are paid by non-monetary funds, an independent appraiser shall be engaged to determine the market value of such property. Monetary value of the property appraised by the Board of Directors of the Bank shall not be more than the value determined by the independent appraiser.

9.1.5. The following resources may not be used for formation of the authorized capital of the Bank:

- raised funds;

- funds of the federal budget and state extra-budgetary funds, available funds and other property items being under the jurisdiction of the federal public authorities, except for the cases specified in the federal laws.

Funds of budgets of the constituent entities of the Russian Federation, local budgets, available funds and other property items, which are under the jurisdiction of public authorities of the constituent entities of the Russian Federation and local authorities, may be used to form the authorized capital of the Bank respectively based on a legislative act of the constituent entity of the Russian Federation or resolution of local authority in the manner prescribed by the applicable laws of the Russian Federation.

9.1.6. The payment of the authorized capital of the Bank in case of increasing its authorized capital by offsetting of claims against the Bank is not permitted, except for monetary claims for payment of declared dividends in cash.

9.1.7. The Bank shall additionally place ordinary and preferred shares, which provide shareholders with the same rights as the placed shares of the same category, but no more than the maximum number of shares declared and specified in the Articles of Association. Otherwise, the Articles of Association shall be amended accordingly on the new maximum number of authorized shares.

9.1.8. The period and form of payment for additional shares of the Bank shall be specified in the resolution to place them.

9.1.9. Shareholders shall not be liable for the Bank's obligations, but shall bear the risk of losses associated with the Bank's activities within the value of their shares.

9.1.10. Shareholders shall:

- pay for shares according to terms, procedure and methods provided by the resolution on their issue and contracts for the acquisition thereof;

- comply with the requirements of the Articles of Association of the Bank;

- in their activities refrain from actions and avoid omissions that may cause material losses or damage to business reputation of the Bank;

- provide assistance to the Bank in resolving issues related to the activities of the Bank;

- strictly fulfill the obligations assumed in accordance with the shareholders' agreements;

- maintain confidentiality on issues relating to the activities of the Bank;

- fulfill other obligations stipulated by these Articles of Association, the Federal Law “On Joint-Stock Companies”, as well as by resolutions of the General Meeting of Shareholders adopted in accordance with its competence.

- participate in adoption of corporate resolutions which the Bank requires to continue its activities in accordance with law, if the Bank’s participation is required for adoption of such resolutions;

- not perform any actions which are knowingly aimed at causing damage to the Bank;

- not perform any actions (omissions) which imply significant difficulties on achievement of the purposes, for which the Bank has been established, or make it impossible;

9.1.11. Unless otherwise established by federal laws, in case of acquisition, including in case of donation and (or) trust management (hereinafter - acquisition) of more than 1 percent of the Bank's shares as a result of one transaction or several transactions made by one legal entity or individual, the Bank of Russia shall be notified, and in case of acquisition of more than 10 percent - the prior consent of the Bank of Russia is required. The requirements established by this clause shall also apply to cases of acquisition of more than 1 percent of the Bank's shares, more than 10 percent of the Bank's shares by a group of persons.

Obtaining the prior consent of the Bank of Russia in accordance with procedure prescribed by this clause is also required in case of acquisition of:

1) more than 10 percent of the Bank's shares, but no more than 25 percent of shares;

2) more than 25 percent of the Bank's shares, but no more than 50 percent of shares;

3) more than 50 percent of the Bank's shares, but no more than 75 percent of shares;

4) more than 75 percent of the Bank's shares;

The prior consent of the Bank of Russia also requires the establishment by a legal entity or an individual as a result of one transaction or several transaction of direct or indirect (through third persons) control over the Bank's shareholders owning more than 10 percent of the Bank’s shares (hereinafter - the establishment of control over the Bank's shareholders).

Transactions on the transfer of rights to the Bank's shares shall be made in accordance with the requirements of the applicable laws of the Russian Federation.

9.1.12. By resolution of the General Meeting of Shareholders, the Bank shall be entitled to:

- consolidation of the outstanding shares, as a result of which two or more shares of the Bank are converted into one new share of the same category (type);

- split of the outstanding shares, as a result of which one share of the Bank is converted into two or more shares of the Bank of the same category (type).

In these cases, the Bank's Articles of Association shall be amended accordingly with respect to the nominal value and the number of outstanding and authorized shares of the Bank of the respective category (type).

9.1.13. An independent appraiser shall be engaged to assess the current market value of shares and possible changes in their market value as a result of the takeover, as well as to determine the ratio of the conversion of shares during reorganization.

***9.2. Rights of the Bank’s Shareholders***

9.2.1. Shareholders - owners of ordinary registered shares of the Bank - shall be entitled to:

- participate in the General Meeting of Shareholders of the Bank with the right to vote on all issues within its competence;

- receive dividends;

- obtain a part of the Bank's property in the event of its liquidation;

- receive information about the Bank's activities and study its accounting records and other documents in cases and in the manner prescribed by law and the Articles of Association of the Bank;

- appeal against resolutions of the Bank's bodies entailing civil law consequences in cases and in the manner prescribed by law;

- acting on behalf of the Bank, demand compensation for losses caused to the Bank;

- acting on behalf of the Bank, challenge the transactions made by the Bank on the grounds provided for by Article 174 of the Civil Code of the Russian Federation or the laws on corporations of certain legal forms, and demand the application of the consequences of their invalidity, as well as the application of the consequences of invalidity of the Bank's void transactions.

- demand that other member be expelled from the Bank by judicial procedure and be paid actual value of its equity interest if such member has done significant harm to the Bank by its actions (omissions) or otherwise implies significant difficulties to its activities and to achievement of its purposes, for which the Bank has been established, as well as materially breaches its obligations stipulated by law or the Articles of Association of the Bank. Waiver or limitation of this right is void.

Shareholders - owners of ordinary registered shares of the Bank shall have other rights stipulated by the Federal Law "On Joint-Stock Companies" and these Articles of Association.

9.2.2. Shareholders - owners of preferred registered shares with a certain amount of dividend shall have the right to vote at the General Meeting of Shareholders:

- when resolving issues on reorganization and liquidation of the Bank;

- when resolving issues on amendments and supplements to the Bank's Articles of Association restricting the rights of shareholders - owners of preferred shares;

- on all issues within the competence of the General Meeting of Shareholders, starting from the meeting following the annual General Meeting of Shareholders, at which, regardless of the reasons, no resolution was made to pay dividends or a resolution was made to pay incomplete dividends on preferred shares. This right shall terminate since the first payment of dividends on such shares in full.

- when resolving issues, the resolution on which in accordance with the Law of the Russian Federation "On Joint-Stock Companies" is adopted unanimously by all shareholders of the Bank.

- in the cases and in the manner prescribed by law and these Articles of Association, receive information about the Bank's activities and study its accounting and other documentation;

- appeal against resolutions of the Bank's bodies entailing civil law consequences in cases and in the manner prescribed by law;

- acting on behalf of the Bank, demand compensation for losses caused to the Bank;

- acting on behalf of the Bank, challenge the transactions made by the Bank on the grounds provided for by Article 174 of the Civil Code of the Russian Federation and demand the application of the consequences of their invalidity, as well as the application of the consequences of invalidity of the Bank's void transactions.

Shareholders - owners of preferred registered shares shall have the right to receive fixed dividends in the amount of 0.5% per annum of the nominal value of the share and the liquidation value in the amount of 100% of the nominal value of the share.

Shareholders - owners of preferred registered shares of the Bank shall also have other rights stipulated by the Federal Law "On Joint-Stock Companies" and these Articles of Association.

9.2.3. Shareholders owning voting shares shall have the right to demand that the Bank repurchases all or part of their shares in the following cases:

- the General Meeting of Shareholders adopts a resolution on reorganization of the Bank or on the consent to conclusion or on subsequent approval of a major transaction, the subject of which is the property, the value of which is more than 50 percent of the book value of the Bank's assets determined according to its accounting (financial) statements as of the last reporting date (being an interested party transaction at the same time), if they voted against the resolution to reorganize the Bank or against the resolution to consent to the transaction or on subsequent approval of the transaction, or did not participate in voting on these issues;

- amendments and supplements to the Articles of Association of the Bank (the General Meeting of Shareholders adopts a resolution, which is the basis for amendments and supplements to the Articles of Association of the Bank) or approval of the restated Articles of Association of the Bank, limiting their rights if they voted against the adoption of the relevant resolution or did not participate in the voting;

9.2.4. The shares shall be repurchased by the Bank at the price determined by the Board of directors, but such price shall not be less than the market value which shall be determined by an independent appraiser without considering its change resulted from the Bank's actions causing creation of the right to demand that the shares are appraised and repurchased.

The Bank shall inform shareholders about their right to demand that the Bank repurchases their shares, about price and established procedure for repurchase.

9.2.5. The Bank's shareholders shall have the preemptive right to acquire the Bank's shares alienated under compensated transactions by other shareholders at the offer price to a third party or at a price determined by the Bank's Board of Directors in the manner specified in clause 9.2.4 hereof.

In the event that shares are alienated under transactions other than the sale and purchase agreement (exchange, compensation, and others), the preemptive right to acquire such shares is possible only at a price that or the procedure for determining which is established in clause 9.2.4 of the Bank's Articles of Association. Shareholders shall enjoy the preemptive right to purchase the alienated shares.

If the shareholders did not exercise their preemptive right to acquire shares alienated under compensated transactions, the Bank shall also have this preemptive right.

9.2.6. The preemptive right shall apply to the sale of shares to third parties (not to shareholders of the Bank).

The preemptive right shall not apply:

- in cases stipulated by the Federal Law "On Joint-Stock Companies";

- in cases of acquisition and redemption of placed shares by the Bank on the grounds and in the manner provided for by Articles 72-76 of the Federal Law “On Joint-Stock Companies” and these Articles of Association;

- in cases when the purchaser of shares is a shareholder of the Bank;

- upon gratuitous alienation of shares by their holders (donation, inheritance);

- upon transfer of rights to a share by way of succession upon reorganization of a shareholder - legal entity; - upon transfer of rights to a share upon distribution of property among members in the event of liquidation of a shareholder - legal entity.

9.2.7. A shareholder of the Bank intending to sell his/its shares to a third party shall notify the Bank in writing.

The above notice (notice of intention to sell shares) shall contain:

- surname, name and patronymic (full corporate name), address (location), postal address and contact telephone number of the shareholder willing to sell his/its shares;

- surname, name and patronymic (full corporate name) of the third party to whom the shareholder intends to sell his/its shares;

- number of shares sold;

- price per share;

- other significant terms and conditions under which the shares are offered for sale.

A notice of intention to sell shares shall be signed by the shareholder or his/its representative. If the notice of intention to sell shares is signed by the representative, a power of attorney shall be attached thereto. A notice of intention to sell shares shall be sent by letter to the Bank or delivered to the Bank. The day of such notice shall be the date of receipt by the Bank or the date of its delivery to the Bank.

9.2.8. A shareholder of the Bank intending to sell his/its shares to a third party shall notify other shareholders of the Bank in writing. The Bank's shareholders shall be notified through the Bank in the following manner.

After the Bank receives a notice of intention to sell shares, the Chairman of the Board of Directors of the Bank shall send all shareholders of the Bank a notice of the possibility of exercising their preemptive right to purchase the sold shares.

The above notice shall contain:

- surname, name and patronymic (full corporate name), address (location), postal address and contact telephone number of the shareholder willing to sell his/its shares;

- surname, name and patronymic (full corporate name) of the third party to whom the shareholder intends to sell his/its shares;

- number of shares sold;

- price per share;

- other significant terms and conditions under which the shares are offered for sale;

- day of a notice of intention to sell shares;

- period during which the shareholder may exercise the preemptive right.

A notice shall be sent to a shareholder by registered letter or delivered to such shareholder personally against receipt no later than ten days from the day of a notice of intention to sell shares.

A notice shall be sent to all shareholders included in the register of shareholders of the Bank on the day of a notice of intention to sell shares.

The Bank's shareholders shall be notified in the manner prescribed by this clause at the expense of the shareholder intending to sell his/its shares.

9.2.9. A shareholder willing to exercise the preemptive right shall send to the seller of shares and to the Bank a written application for exercising the preemptive right.

The above application shall contain:

- surname, name and patronymic (full corporate name), address (location), postal address and contact telephone number of the shareholder willing to exercise his/its preemptive right;

- number of shares in respect of which the shareholder exercises the preemptive right (number of shares acquired by the shareholder);

- an indication that the shareholder willing to exercise his/its preemptive right agrees to purchase shares at the proposed price and other material terms and conditions on which the shares were offered for sale.

The above application shall be sent to the seller of shares by registered letter or handed to such seller personally.

The above application shall be sent to the Bank by registered letter or submitted to the Bank personally.

The day of the above application shall be the date of receipt by the Bank (personally submitting to the Bank).

The above application shall be received by the seller of shares and by the Bank no later than 45 days from the date of a notice of intention to sell shares.

9.2.10. A shareholder not willing to exercise the preemptive right shall be entitled to send to the Bank and to the seller of shares a written application for waiver of the preemptive right.

If the number of shares in respect of which the shareholders exercised their preemptive right is less than the number of shares offered for sale, after 45 days from the date of a notice of intention to sell shares, the Board of Directors of the Bank shall be entitled to resolve to exercise the Bank's preemptive right with respect to the remaining shares (to acquire the remaining shares at the disposal of the Bank).

When making such a resolution, only applications for the exercise of preemptive rights shall be taken into account that were received by the Bank before the date of the meeting of the Board of Directors of the Bank.

The seller of shares and (or) his/its representative acting under a power of attorney shall be entitled to be present at a meeting of the Board of Directors of the Bank adopting such a resolution.

9.2.11. No later than 3 days after expiration of the period for exercising the preemptive right by shareholders, and if the Board of Directors of the Bank adopts a resolution in the manner prescribed by the previous clause of these Articles of Association - no later than 3 days from the date of such a resolution, the Chairman of the Board of Directors of the Bank shall send (or personally deliver) to the shareholder selling shares a written notice of the exercise of the preemptive right.

The above notice shall be received by the shareholder selling shares no later than two months from the day of a notice of intention to sell shares. The above notice shall contain:

- surname, name and patronymic (full corporate name), address (location), postal address and contact telephone number of each person who exercised his/its preemptive right;

- number of shares in respect of which each of the above persons exercised their preemptive right;

- an indication that all these persons agree to purchase shares at the proposed price and other material terms and conditions on which the shares were offered for sale.

If the number of shares in respect of which the shareholders exercised their preemptive right is more than the number of shares offered for sale, such a notice shall contain an indication of the following seller’s right:

- to conclude a sale and purchase agreement with any shareholder from among those who have expressed their intention to purchase shares;

- to distribute shares among the shareholders who have expressed their intention to acquire them in the proportion reached by agreement of the parties.

9.2.12. If the number of shares in respect of which the shareholders exercised their preemptive right is less than the number of shares offered for sale, and the Board of Directors of the Bank has not resolved to exercise the Bank's preemptive right in respect of all the remaining shares (to acquire all the remaining shares at the disposal of the Bank), the notice provided for in the previous clause hereof shall contain an indication of the right of the shareholder selling shares to sell these shares to a third party at a price and on conditions communicated to the Bank and its shareholders.

In all other cases, the shareholder selling shares shall sell them to the persons who have exercised their preemptive right at the price and under the terms and conditions specified in the notice of intention to sell shares. The said obligation shall be terminated if such shareholder refuses from selling shares to a third party, which shall be reported to the Bank and shareholders (through the Bank) who have exercised their preemptive right.

In this case, if the number of shares in respect of which the shareholders exercised their preemptive right is more than the number of shares offered for sale, the seller of shares shall have the right, at his/its discretion:

- to conclude a sale and purchase agreement with any shareholder from among those who have expressed their intention to purchase shares;

- to distribute shares among the shareholders who have expressed their intention to acquire them in the proportion reached by agreement of the parties.

9.2.13. All shares offered for sale may be sold to a third party at a price and on conditions communicated to the Bank and its shareholders in the following cases:

- if no applications for the exercise of the preemptive right are received within the prescribed period from the shareholders of the Bank and the Bank itself;

- if shareholders of the Bank and (or) the Bank do not exercise the preemptive right to acquire all shares offered for sale;

- if applications for waiver of the preemptive right are received from all shareholders of the Bank and the Bank itself.

9.2.14. When alienating shares of the Bank in violation of the preemptive right, shareholders entitled to such preemptive right or the Bank itself shall be entitled, within three months from the date a shareholder of the Bank or the Bank became aware or should become aware of such violation, to seek in court to transfer to them rights and obligations of the buyer and (or) transfer to them the shares alienated with payment of the price under the sale and purchase agreement or the price defined by the Articles of Association of the Bank to the buyer, and if shares are alienated under transactions other than the sale and purchase agreement - to transfer to them the shares alienated with paying the price defined by the Articles of Association of the Bank to the buyer, if it is proved that the buyer was aware or should have been aware of the provisions on the preemptive right contained in the Articles of Association of the Bank.

**Section 10. Placement of shares and other securities of the Bank**

***10.1. Procedure and methods for placing shares and other securities***

10.1.1. The Bank shall be entitled to place additional shares and other equity securities by private offering and conversion. When increasing the Bank's authorized capital using its property, the Bank shall place shares by distributing them among shareholders.

10.1.2. Placement of additional shares of the Bank by converting bonds into them and other equity securities convertible into shares, except for shares, shall be carried out in the manner determined by the resolution on issue. Placement of the Bank's shares within the limits of the number of authorized shares required for conversion into them of the convertible shares placed by the Bank and other equity securities of the Bank shall be carried out by such conversion only.

10.1.3. In the event that the Bank places securities convertible into shares of a certain category (type), the number of authorized shares of this category (type) shall be no less than the number required for conversion during the circulation period of these securities.

10.1.4. The authorized capital of the Bank may be increased by placing additional shares out of the Bank’s property. The authorized capital of the Bank may be increased by increasing the nominal value of shares only using the Bank’s property.

The amount by which the authorized capital of the Bank is increased at the expense of the Bank's property shall not exceed the difference between the amount of the Bank's equity funds (capital) and the amount of the authorized capital and reserve fund of the Bank.

When the authorized capital of the Bank is increased at the expense of its property by placing additional shares, these shares shall be distributed among all shareholders. In this case, each shareholder shall be distributed shares of the same category (type) as the shares that such shareholder owns, in proportion to the number of his/its shares. Increase of the authorized capital of the Bank by placing additional shares at the expense of its property, as a result of which fractional shares are formed, shall not be permitted.

10.1.5. Placement of shares (equity securities of the Bank convertible into shares) by private offering shall be carried out only by resolution of the General Meeting of Shareholders to increase the authorized capital of the Bank by placing additional shares (to place equity securities of the Bank convertible into shares) adopted by a majority of seven-eighths of the votes held by the shareholders - owners of the voting shares participating in the General Meeting of Shareholders.

10.1.6. The Bank shall place shares and other equity securities of the company in accordance with the legal acts of the Russian Federation.

10.1.7. When purchasing large blocks of shares in the Bank, it is prohibited to take any actions aimed at protecting the interests of executive bodies (members of these bodies) and members of the Board of Directors of the Bank, as well as actions worsening the position of shareholders in comparison with the existing one.

**Section 11. Acquisition and redemption of outstanding shares by the Bank**

***11.1. Acquisition of outstanding shares by the Bank for their redemption***

11.1.1. By resolution of the General Meeting of Shareholders to reduce the Authorized Capital, the Bank shall be entitled to acquire shares placed by it in order to reduce their total number (redemption).

Shares acquired by the Bank based on of the resolution to reduce the Authorized Capital shall be redeemed upon the acquisition of such shares.

Payment for the Bank's shares shall be made in the manner and method specified in the agreement between the Bank and the shareholder.

11.1.2. The resolution of the General Meeting of Shareholders on the purchase of shares for their redemption shall determine:

- categories (types) of shares acquired;

- number of shares of each category (type) acquired by the Bank;

- purchase price;

- form and term of payment;

- period within which the shareholders' applications shall be received for the sale of their shares to the Bank or withdrawal of such applications.

11.1.3 The period during which the shares are acquired shall start from the start date of acquisition of shares officially established by the General Meeting of Shareholders of the Bank.

11.1.4. No later than 30 business days before the start date of acquisition of shares, the Management Board of the Bank shall notify all shareholders - owners of shares of those categories (types) that were resolved to be acquired. The notice shall contain the following information:

- corporate name and location of the Bank;

- categories (types) of shares acquired;

- number of shares of each category (type) acquired by the Bank;

- purchase price;

- form and term of payment;

- period within which the shareholders' applications shall be received for the sale of their shares to the company or withdrawal of such applications.

The notice shall be accompanied with a special form of written application from a shareholder for sale of his/its shares to the Bank.

The notice shall be brought to the attention of the shareholders - owners of shares of a certain category (type) that were resolved to be acquired in the manner prescribed for notifying of holding the General Meeting of Shareholders.

11.1.5. Each shareholder - owner of shares of those categories (types), which are to be acquired by resolution adopted, shall be entitled to sell the said shares, and the Bank shall purchase them.

The period during which the shareholders' applications shall be received for the sale of their shares to the Bank or withdrawal of such applications may not be less than 30 days, and the period for payment by the Bank for the shares it acquires may not be more than 15 days from the date of expiry of the period provided for receipt or withdrawal of these applications. The purchase price of shares by the Bank shall be determined in accordance with Article 77 of the Federal Law “On Joint-Stock Companies”.

11.1.6. If the total number of shares, in respect of which the applications for their sale to the Bank are received, exceeds the total number of shares, which the Bank may acquire in accordance with the resolution of the General Meeting of Shareholders to reduce the Authorized Capital, the shares shall be purchased from shareholders in proportion to the specified requirements.

11.1.7. The shareholder - owner of the shares of those categories (types), which are to be acquired by resolution adopted, shall be entitled to deliver the completed written application for sale of his/its shares to the Bank within the established period.

The application shall be sent by mail or shall be delivered personally at the addresses indicated in the notice.

Date of the application delivery shall be determined by the date of its mailing or by the date of its actual delivery.

11.1.8. The form of the written application completed by a shareholder for sale of his/its shares to the Bank shall mean the acceptance of the Bank's offer to acquire a certain number of such shares and shall mean a transfer order for the registrar to make changes in the personal account of the shareholder in respect to the number of shares to be acquired by the Bank.

11.1.9. The Board of Directors of the Bank, no later than five days after the end of the period during which shareholders' applications for the sale of their shares or withdrawal of such applications shall be received, shall approve a report on the results of shareholders submitting applications for the sale of their shares, which shall contain information about the number of shares in respect of which applications for their sale have been received, and the number of such shares that may be acquired by the Bank.

***11.2. Acquisition of outstanding shares by the Bank in cases not related to reduction of the Authorized Capital***

11.2.1. The Bank shall be entitled to acquire the shares it placed by resolution of the Board of Directors of the Bank.

The shares acquired by the Bank by resolution of the Board of Directors of the Bank shall not provide voting rights, shall not be accounted in determining the quorum and counting of votes at the General Meeting of Shareholders and no dividends shall be accrued on them. Such shares shall be sold no later than one year from the date of their acquisition, otherwise the General Meeting of Shareholders shall resolve to reduce the authorized capital of the Bank by canceling the said shares.

11.2.2. The procedure for acquiring shares by resolution of the Board of Directors of the Bank shall be carried out by analogy with the procedure established by clause 11.1 hereof.

***11.3. Restrictions on acquisition of the outstanding shares by the Bank***

11.3.1. The Bank shall not be entitled to acquire ordinary shares it placed:

- until full payment of the entire Authorized Capital;

- if at the time of their acquisition the Bank meets the insolvency (bankruptcy) test in accordance with legal acts of the Russian Federation on insolvency (bankruptcy) or if these signs appear as a result of acquisition of these shares;

- if at the time of their acquisition the amount of the Bank's equity funds is less than its authorized capital, reserve fund and excess over the nominal value of the liquidation value of outstanding preferred shares determined hereby, or becomes less than their amount as a result of the acquisition of shares.

The Bank shall not be entitled to acquire the outstanding shares before the redemption of all the shares, the redemption of which is requested in accordance with clause 11.4 hereof.

11.3.2. The Bank shall not be entitled to resolve on the acquisition of a part of the outstanding shares in order to reduce the Authorized Capital, if the nominal value of shares remaining in circulation becomes less than the minimum amount of the Authorized Capital determined by the applicable laws for the newly established companies on the date of registration of the relevant amendments to the Bank's Articles of Association.

11.3.3. The Board of Directors of the Bank shall not be entitled to adopt a resolution on acquisition of shares by the Bank, if the nominal value of the Bank's shares in circulation is less than 90 percent of the Bank's Authorized Capital.

***11.4. Redemption of outstanding shares by the Bank at the request of shareholders***

11.4.1. The shareholders - owners of voting shares shall be entitled to demand that the Bank repurchases all their shares or a part of them in the event of:

- the General Meeting of Shareholders adopts a resolution on reorganization of the Bank or on the consent to conclusion or on subsequent approval of a major transaction, the subject of which is the property, the value of which is more than 50 percent of the book value of the Bank's assets determined according to its accounting (financial) statements as of the last reporting date (being an interested party transaction at the same time), if they voted against the resolution to reorganize the Bank or against the resolution to consent to the transaction or on subsequent approval of the transaction, or did not participate in voting on these issues;

- amendments and supplements to the Articles of Association of the Bank (the General Meeting of Shareholders adopts a resolution, which is the basis for amendments and supplements to the Articles of Association of the Bank) or approval of the restated Articles of Association of the Bank, limiting their rights if they voted against the adoption of the relevant resolution or did not participate in the voting;

11.4.2. The list of shareholders entitled to demand that the Bank repurchases their shares shall be made based on of the data contained in the list of persons entitled to participate in the General Meeting of Shareholders, the agenda of which includes issues, voting on which may entail the occurrence of the right to demand the redemption of shares.

11.4.3. The shares shall be repurchased by the Bank at the price determined by the Board of directors, but such price shall not be less than the market value which shall be determined by an independent appraiser without considering its change resulted from the Bank's actions causing creation of the right to demand that the shares are appraised and repurchased.

11.4.4. In the event that issues are included in the agenda, the voting on which in accordance with the Federal Law "On Joint-Stock Companies" may cause creation of the shareholders' rights to demand that the Bank repurchases shares, the notice on holding such General Meeting shall also contain the following information:

- about the shareholders' right to demand that the Bank repurchases their shares;

- about the price of the repurchased shares;

- about the procedure for and terms of repurchase.

In this case, the notice on holding the general meeting shall be accompanied by a special form for the shareholder's written demand that the Bank repurchases his/its shares.

The form of demand shall be approved by the Board of Directors.

11.4.5. A shareholder shall be entitled to deliver the completed form of written demand that the Bank repurchases his/its shares no later than 45 days since the adoption of the relevant resolution by the General Meeting of Shareholders.

The demand shall be provided to the registrar of the Bank by sending by mail or by handing over against signature a written document signed by the shareholder.

Date of the demand delivery shall be determined by the date of its mailing or by the date of its actual delivery.

11.4.6. The total amount of funds allocated by the Bank to repurchase shares may not exceed 10 percent of the Bank's equity funds at the date of adoption of the resolution which caused creation of the shareholders' right to demand the repurchase of their shares by the Bank.

If the total number of shares that are demanded to be repurchased exceeds the number of shares that may be repurchased by the Bank with due consideration of the above restriction, the shares shall be repurchased from the shareholders in proportion to the demands.

11.4.7. After expiration of the period specified in clause 11.4.5 hereof, the Bank shall redeem shares from shareholders included in the list of persons entitled to demand that the Bank redeems their shares within 30 days, or within five business days send a notice to the Bank's registrar that the redemption of shares by the Bank is not carried out based on provided for in clause 8 of Article 76 of the Law of the Russian Federation "On Joint-Stock Companies". If the persons not included in the above list demand the repurchase of shares, the Bank shall, no later than five business days after expiration of the period specified in clause 11.4.5 of the Bank's Articles of Association, refuse to satisfy such demands.

The Board of Directors of the Bank, no later than 50 days from the date of adoption of the relevant resolution by the General Meeting of Shareholders of the Bank, shall approve a report on the results of shareholders submitting demands for repurchase of their shares, which shall contain information on the number of shares requested to be redeemed, and the amount in which they may be redeemed by the company, and if the General Meeting of Shareholders of the company adopts the resolutions provided for by paragraph four of clause I of Article 75 of the Law of the Russian Federation "On Joint-Stock Companies", also information on enactment of such resolutions.

Payment of funds in connection with the redemption of shares by the Bank to persons registered in the register of shareholders of the Bank shall be made by transferring funds to bank accounts, the details of which are available for the registrar of the Bank. The obligation of the Bank specified in this clause shall be considered fulfilled from the date of receipt of funds by the credit institution in which the bank account of the person entitled to receive such payments is opened, and if such a person is a credit institution - to its account. In the absence of information about the details of the bank account or inability to credit funds to the bank account due to circumstances beyond the control of the Bank, the respective funds for the shares repurchased by the Bank shall be transferred to the notary's deposit at the location of the Bank. The Bank's registrar shall make entries on the transfer of rights to redeemed shares to the Bank, except for the transfer of rights to shares, the rights to which are recorded by nominee holders based on of a report approved by the Board of Directors of the Bank on the results of shareholders' demands for repurchase of shares and documents confirming the fulfillment by the Bank of its obligation to pay funds to shareholders, without an order of the person registered in the register of shareholders of the Bank.

11.4.8. Shares repurchased by the Bank in other cases stipulated in subclause 11.4.1 of the Articles of Association shall be at the disposal of the Bank. Such shares shall not provide voting rights, shall not be accounted in determining the quorum and counting of votes at the general meeting and no dividends shall be accrued on them. Such shares shall be sold no later than one year from the date of their redemption; otherwise the General Meeting of Shareholders shall adopt a resolution to reduce the Bank's Authorized Capital by redemption of such shares.

**Section 12. Securing the interests of the Bank's clients**

12.1. The Bank shall ensure the safety of funds and other valuables entrusted to it by its clients and correspondents. Their safety shall be guaranteed by all movable and immovable property of the Bank, its monetary funds and reserves created in accordance with the applicable laws of the Russian Federation and these Articles of Association, as well as by the measures taken by the Bank according to the procedure prescribed by the Bank of Russia to ensure the financial stability of the Bank and its liquidity.

12.2. The Bank shall always be ready to timely and fully fulfill its obligations by regulating the structure of its balance sheet in accordance with the mandatory standards for credit institutions established by the Bank of Russia.

12.3. The Bank shall deposit with the Bank of Russia in the amount and manner established by the latter a part of the raised funds in the obligatory reserves, pay insurance premiums to the compulsory deposit insurance fund, as well as generate funds and reserves in accordance with the rules and regulations of the Bank of Russia.

12.4. Money and other valuables held by legal entities and individuals on accounts, on deposits or kept by the Bank and the balance of electronic funds may be seized or foreclosed only in the cases and in the manner prescribed by the federal laws of the Russian Federation.

12.5. The Bank shall guarantee to maintain confidentiality with regard to any operations, accounts and deposits of its clients and correspondents. All employees of a credit institution shall keep confidential the information about the operations, accounts and deposits of its clients and correspondents and other information established by the credit institution, unless it contradicts the federal law.

12.6. All officials and employees of the Bank, its shareholders and their representatives, the auditing organization, as well as employees of state authorities authorized to audit the Bank's activities shall strictly observe the secrecy of the operations, accounts and deposits of the Bank's clients and its correspondents, as well as the trade secret of the Bank.

The list of information constituting a trade secret of the Bank shall be made by the Management Board of the Bank taking into account the applicable laws of the Russian Federation.

12.7. The information created, acquired and accumulated in the course of business of the Bank, as well as any other information held in the Bank on paper, magnetic, and on other types of media and classified by the Management Board of the Bank as a trade secret, shall not be subject to sale, transfer, copying, reproduction, exchange and other distribution and replication in any form without the consent of the Management Board of the Bank or without the consent of the Bank's officials authorized by the Management Board.

The procedure for handling the information classified as a trade secret of the Bank, and liability for breaching the procedure for handling it shall be established by the Management Board of the Bank.

12.8. Information classified as a state secret by the applicable laws of the Russian Federation, if it was received or created by the Bank, its leaders and officials, when providing banking services for state authorities and organizations, shall be protected according to the procedure prescribed by the applicable laws of the Russian Federation on state secret, and/or on conditions specified by these state authorities and organizations.

**Section 13. Dividends**

13.1. A dividend is a part of the Bank's net profit distributed among shareholders in proportion to the number of their shares of the relevant category and type. Dividends on preferred shared may be paid through specially designated funds of the Bank.

13.2. Based on the results of the first quarter, six months, nine months of the reporting year and (or) based on the results of the reporting year, the Bank shall be entitled to adopt resolutions on (to declare) payment of dividends on the outstanding shares.

The resolution to pay (to declare) dividends based on the results of the first quarter, six months and nine months of the reporting year may be adopted within three months after the end of the relevant period.

13.3. The Bank shall be obliged to pay declared dividends on each category (type) of shares, except for the cases stipulated by the Federal Law "On Joint-Stock Companies".

13.4. The resolution to pay (to declare) dividends, including resolution on the dividend amount and the form of payment on shares of each category (type) shall be adopted by the General Meeting of Shareholders of the Bank. The amount of dividends may not exceed the amount recommended by the Board of Directors of the Bank.

13.5. Date of dividend payment shall be determined by a resolution of the General Meeting of Shareholders. The period for payment of dividends to a nominee holder and to a trustee being the professional participant of the securities market, who are registered in the register of shareholders, shall not exceed 10 business days, and to other persons registered in the register of shareholders - 25 business days from the date when the persons entitled to receive dividends are determined.

13.6. For payment of dividends the Board of Directors of the Bank shall make a list of persons entitled to receive dividends.

The date when the persons entitled to receive dividends shall be determined in accordance with the resolution to pay (to declare) dividends may not be established earlier than 10 days from the date of adoption of the resolution to pay (to declare) dividends and later than 20 days from the date of adoption of such resolution. To make the list of persons entitled to receive dividends, the nominee shareholder shall provide information on the persons on whose behalf he holds the shares.

13.7. The Bank shall not be entitled to adopt a resolution on payment (declaration) of dividends on shares:

- until full payment of the entire Authorized Capital;

- until redemption of all shares that shall be redeemed in accordance with clause 11.4 of the Bank's Articles of Association;

- if on the date of adoption of such resolution the Bank meets the criteria for insolvency (bankruptcy) in accordance with the laws of the Russian Federation on insolvency (bankruptcy), or if the said criteria appear in the Bank as a result of the dividends payment;

- if on the date of adoption of such resolution the amount of the Bank's equity funds is less than its Authorized Capital, reserve fund and excess over the nominal value of the liquidation value of the placed preferred shares determined hereby or becomes less than their amount as a result of such a resolution;

- in other cases stipulated by the Federal Law “On Joint-Stock Companies”.

**Section 14. Bonds and other securities of the Bank**

14.1. The Bank shall be entitled to place bonds and other equity securities provided for by legal acts of the Russian Federation on securities.

14.2. The Bank shall place bonds and other equity securities (except for securities convertible into shares) by resolution of the Board of Directors of the Bank.

14.3. A bond shall certify the right of its holder to demand redemption of the bond (payment of nominal value or nominal value plus interest) within the established period.

A resolution on issue of bonds shall determine the procedure and terms of placement, form, period and other conditions for redemption of bonds. The bond shall have a nominal value.

14.4. The Bank may issue and place bonds with a one-time maturity or bonds with a maturity in series at a specified time.

Redemption of bonds may be carried out in cash or other property in accordance with the resolution on their issue.

The Bank shall be entitled to provide for the possibility of early redemption of bonds at the request of their owners. In this case, the resolution on issue of bonds shall determine the redemption value and the period before which they cannot be redeemed early.

14.5. The Bank shall be entitled to place bonds secured by a pledge of certain property of the Bank or the bonds on security provided to the Bank for purposes of issuing bonds by third parties, and debenture bonds.

14.6. The Bank shall be entitled to place bonds and other equity securities provided by legal acts of the Russian Federation on securities convertible into shares of the Bank. A resolution on placement of bonds and other equity securities convertible into shares of the Bank shall be accepted by the General Meeting of Shareholders of the Bank.

The conditions for converting equity securities into shares (excluding shares of the Bank) shall be established by the resolution on placement of such securities.

14.7. The Bank shall not be entitled to place bonds and other equity securities convertible into shares of the Bank if the number of the Bank's authorized shares of certain categories and types is less than the number of shares of such categories and types which may be acquired under the right provided by such equity securities.

**Section 15. Management bodies of the Bank**

Management bodies of the Bank are:

- General Meeting of Shareholders;

- Board of Directors of the Bank;

- Management Board of the Bank (collegial executive body);

- Chairman of the Management Board of the Bank (sole executive body).

***15.1. General Meeting of Shareholders. Competence of the General Meeting of Shareholders***

15.1.1. The supreme management body of the Bank shall be the general meeting of its shareholders.

The competence of the General Meeting of Shareholders shall include the following issues:

1) amendments and supplements to the Articles of Association of the Bank or approval of a new version of the Articles of Association;

2) reorganization of the Bank;

3) liquidation of the Bank, appointment of the Liquidation Commission and approval of the interim and final liquidation balance sheets;

4) determination of the number of members of the Board of Directors of the Bank, election of its members and early termination of their powers;

5) determination of the number, nominal value, category (type) of authorized shares and the rights provided by these shares;

6) decrease of the authorized capital of the Bank by decreasing the nominal value of shares, by acquiring a part of shares by the Bank in order to reduce their total number and by canceling the shares acquired or repurchased by the Bank in accordance with clauses 11.1 and 11.2 hereof;

7) adoption of resolutions on increasing the authorized capital of the Bank.

- by increasing the nominal value of shares of a certain category (type);

- by issuing and placing additional shares;

8) approval of the audit organization;

9) approval of annual reports, annual accounting (financial) statements, including profit and loss statements of the Bank, as well as distribution of profits (including payment (declaration) of dividends, except for payment (declaration) of dividends based on the results of the first quarter, six months, nine months of the reporting year) and losses of the company based on the results of the reporting year;

10) determination of the procedure for holding the General Meeting of Shareholders by approving and making amendments and supplements to the “Regulations on the procedure for convening and holding the general meeting of shareholders";

11) payment (declaration) of dividends based on the results of the first quarter, six months, nine months of the reporting year;

12) adoption of a resolution on split and consolidation of shares of the Bank;

13) adoption of resolutions on the consent to make transactions or on subsequent approval of transactions in cases provided for by Article 83 of the Federal Law “On Joint-Stock Companies”;

14) adoption of resolutions on the consent to make major transactions or on subsequent approval of major transactions in cases provided for by Article 79 of the Federal Law "On Joint-Stock Companies";

15) approval and making of amendments and supplements to the internal documents of the Bank regulating the activities of the Bank's bodies, including:

- “Regulations on the procedure for convening and holding the general meeting of shareholders”;

- “Regulations on the Board of Directors”;

- “Regulations on the Management Board”;

16) acquisition of outstanding shares by the Bank in cases stipulated by the Federal Law “On Joint-Stock Companies”;

17) adoption of a resolution on the Bank's participation in associations and other unions of commercial organizations;

18) resolution of other issues prescribed by the Federal Law "On Joint-Stock Companies".

15.1.2. The General Meeting shall not be entitled to consider and adopt resolutions on issues not falling within its competence as prescribed by the Federal Law "On Joint-Stock Companies".

15.1.3. The General Meeting shall not represent on the Bank's affairs, but restrict its activities to adoption of resolutions on the Bank's affairs.

15.1.4. The General Meeting shall not be entitled to adopt resolutions on issues not included in the agenda of the meeting and to change the agenda, except where all shareholders of the Bank were present upon adoption of a resolution not included in the agenda of the General Meeting of Shareholders or upon changing the agenda of the General Meeting of Shareholders. Only a separate (independent) resolution may be adopted on each issue put to a vote.

15.1.5. The resolution of the General Meeting on an issue put to a vote shall be adopted by a simple majority of votes of shareholders - owners of voting shares, participating in the General Meeting of Shareholders, unless otherwise is provided for by the Federal Law "On Joint-Stock Companies" or by these Articles of Association in accordance with the Federal Law "On Joint-Stock Companies”.

15.1.6. Resolutions on issues indicated in paragraphs 1-3. 5, 6. 14, 16 of clause 15.1.1 hereof shall be adopted by the General Meeting by a majority of three-fourths of votes of shareholders - owners of voting shares participating in the General Meeting of Shareholders. Resolution on the issue specified in paragraph 7 of clause 15.1.1 hereof shall be adopted by the General Meeting by a majority of seven-eighths of votes of shareholders - owners of voting shares participating in the General Meeting of Shareholders.

15.1.7. Resolutions on the issues specified in paragraphs 2, 6. 7, 14 - 18 of clause 15.1.1 hereof shall be adopted by the General Meeting only upon the proposal of the Board of Directors of the Bank.

15.1.8. Except for the cases stipulated by these Articles of Association, the shareholders owning ordinary shares of the Bank shall have the right to vote at the General Meeting of Shareholders on issues put to a vote.

15.1.9. The procedure for holding the General Meeting, regulations and other procedural issues shall be established by the "Regulations on the procedure for convening and holding the General Meeting of Shareholders". Amendments to the procedure for holding, regulations and other procedural issues shall be made by making amendments and supplements to the “Regulations on the procedure for convening and holding the General Meeting of Shareholders”.

15.1.10. Resolutions adopted by the General Meeting shall be binding on all shareholders - either present or absent at the meeting.

15.1.11. A shareholder shall be entitled to appeal in court against a resolution adopted by the General Meeting of Shareholders in violation of the requirements of the Federal Law "On Joint-Stock Companies", other regulatory legal acts of the Russian Federation, the Bank's Articles of Association, if such shareholder did not participate in the General Meeting of Shareholders or voted against such resolution and his/its rights and (or) legal interests are violated by such resolution. An application to invalidate the resolution of the General Meeting of Shareholders may be submitted to the court within three month from the date when the shareholder learned or should have learned about the adoption of such resolution and circumstances constituting the grounds for its invalidation.

General Meetings of Shareholders may be annual or extraordinary.

15.1.13. The Annual General Meeting of Shareholders shall be held once a year, but not earlier than two months and not later than six months after the end of the reporting year.

An Extraordinary General Meeting of Shareholders shall be held by resolution of the Board of Directors on its own initiative, at the request of the auditing organization, as well as the shareholder (shareholders) owning at least 10 percent of the Bank's voting shares as of the date of the request.

If the Board of Directors of the Bank fails to adopt a resolution to convene the Extraordinary General Meeting of Shareholders or has adopted a resolution to refuse from convening it within the period established by the applicable laws of the Russian Federation, a body of the Bank or of the person demanding to convene it shall be entitled to apply to the court demanding to compel the Bank to hold an Extraordinary General Meeting of Shareholders.

15.1.14. The Annual General Meeting of Shareholders shall annually resolve the following issues:

- determination of the number of members of the Board of Directors of the Bank;

- election of its members and determination of payment procedure and amount of remuneration and (or) compensations to members of the Board of Directors;

- approval of annual reports, annual accounting (financial) statements, including profit and loss statements of the Bank, as well as distribution of profits, including payment (declaration) of dividends, and losses of the Bank based on the results of the reporting year;

- approval of the audit organization of the Bank.

15.1.15. The meetings shall be chaired by the Chairman of the Board of Directors of the Bank or his deputy. In their absence, one of the members of the Board of Directors of the Bank shall preside by resolution of the Board of Directors of the Bank.

15.1.16. Based on the data from the register of shareholders of the Bank, a list of shareholders entitled to participate in the General Meeting of Shareholders shall be made in order to determine (record) the persons entitled to participate in the General Meeting of Shareholders. The list of shareholders shall contain the following information: name (corporate name) of each shareholder, data required for his/its identification, data on the number and category (type) of shares on which he/it has the voting right, postal address in the Russian Federation to send a notice of holding the General Meeting of Shareholders, voting ballots if voting involves sending voting ballots, and a report on voting results. The date on which the persons entitled to participate in the General Meeting of Shareholders are determined (recorded) shall be established in accordance with the requirements of the Federal Law “On Joint-Stock Companies”.

The list of persons entitled to participate in the General Meeting of Shareholders, except for information about the will of such persons, shall be provided by the company for review at the request of persons included in this list and having at least one percent of votes. However, the information enabling to identify the persons included in this list, except for their surnames, names, patronymics, is provided only with the consent of these persons.

15.1.17. When preparing for the General Meeting of Shareholders, the Board of Directors shall determine:

- form of the general meeting of shareholders (meeting or absentee voting);

- date, place and time of the General Meeting of Shareholders, and in case where, in accordance with the Federal Law “On Joint-Stock Companies” the completed ballots may be sent to the Bank, postal address for sending the completed ballots, or in case if the General Meeting of Shareholders is held in the form of absentee voting, the deadline for accepting voting ballots and the postal address for sending the completed ballots;

- date of determination (recording) of persons entitled to participate in the General Meeting of Shareholders;

- agenda of the General Meeting of Shareholders;

- procedure for notifying shareholders of the General Meeting of Shareholders;

- list of information (materials) provided to shareholders in preparation for the General Meeting of Shareholders, and the procedure for submission thereof;

- form and text of the voting ballot in case of voting by ballots.

- deadline for accepting proposals of shareholders on nominating candidates for election to the Board of Directors of the Bank, if the agenda of the Extraordinary General Meeting of Shareholders contains the issue of electing members of the Board of Directors of the Bank;

15.1.18. A notice on holding the General Meeting of Shareholders shall be made no later than 21 days, and a notice on holding the General Meeting of Shareholders, the agenda of which contains the issue of reorganizing the company shall be made no later than 30 days before the date of such meeting.

A notice on holding the General Meeting of Shareholders shall be made no later than 50 days before the date of its holding in the following cases:

- if the proposed agenda of the Extraordinary General Meeting of Shareholders contains the issue of electing members of the Board of Directors (Supervisory Board) of the company,

- if the proposed agenda of the General Meeting of Shareholders contains the issue of reorganization of the company in the form of merger, spin-off or split-up and the issue of election of the Board of Directors (Supervisory Board) of the company established by reorganization in the form of merger, spin-off or split-up.

A notice of the General Meeting of Shareholders shall be brought to the notice of persons entitled to participate in the General Meeting of Shareholders and registered in the register of shareholders of the Bank in one of the following ways:

- by sending registered letters,

- by delivery against signature,

- by sending an electronic message to the e-mail address of the respective person indicated in the register of shareholders of the Bank.

- by sending a text message containing the procedure for reviewing the notice of the General Meeting of Shareholders to the contact phone number or e-mail address indicated in the register of shareholders of the Bank.

- by placing on the Bank's website on the Internet.

The Bank shall store information on sending messages provided for in this article for five years from the date of the General Meeting of Shareholders in the amount provided for by the Federal Law “On Joint-Stock Companies”.

15.1.19. Shareholders (shareholder) holding in aggregate at least 2 percent of voting shares of the Bank shall be entitled to put issues on the agenda of the Annual General Meeting of Shareholders and nominate candidates to the Bank's Board of Directors, the number of which may not exceed the number of members in the relevant body. Such proposals shall be received no later than 30 days after the end of the reporting year. The Board of Directors of the Bank shall, in accordance with the procedure established by the Federal Law "On Joint-Stock Companies", consider proposals and adopt a resolution to include them in the agenda of the General Meeting and candidates in the list of candidates for voting or a resolution to refuse to do so.

A proposal to include issues on the agenda of the General Meeting of Shareholders shall contain the wording of each proposed issue.

A proposal to include issues on the agenda of the General Meeting of Shareholders may contain the wording of a resolution on each proposed issue.

A proposal to nominate candidates to the Board of Directors for election at the General Meeting of Shareholders of the Bank shall contain the name of the body to which the candidate is proposed to be elected, and the following information on each candidate:

- surname, name and patronymic;

- date of birth;

- information about education, including information about professional development (name of educational institution, graduation date, specialty);

- jobs and positions for the last ten years;

- positions held in the management bodies of other legal entities for the last ten years;

- list of legal entities in which the candidate is a member, indicating the number of his shares, parts and units in the authorized (share) capital of these legal entities;

- list of persons in relation to which the candidate is an affiliated person, indicating the grounds for affiliation;

- contact address of the candidate, as well as other information about the candidate, established by the internal documents of the Bank. The proposal shall be accompanied by the written consent of the nominated candidate for election to the relevant body of the Bank.

Proposals to include issues in the agenda of the General Meeting of Shareholders and to nominate candidates shall be made in writing indicating the name (corporate name) of the shareholders (shareholder) who submitted them, the number of shares they hold, and shall be signed by the shareholders (shareholder).

The Board of Directors of the Bank shall consider the proposals received and make a resolution on their inclusion in the agenda of the General Meeting of Shareholders or on refusal to include them in the above agenda no later than five days after the deadline for the receipt of proposals in the agenda of the Annual General Meeting of Shareholders established by these Articles of Association and candidates to the Board of Directors of the Bank.

The issue proposed by shareholders (shareholder) shall be included in the agenda of the General Meeting of Shareholders, as well as the nominated candidates shall be included in the list of candidates for voting in elections to the respective body of the Bank, except for cases when:

- shareholders (shareholder) did not meet the deadline for submitting proposals to the agenda and nominating candidates for the General Meeting of Shareholders established by these Articles of Association;

- shareholders (shareholder) are not the owners of the number of voting shares of the Bank stipulated in clauses 1 and 2 of Article 53 of the Federal Law “On Joint-Stock Companies”;

- the proposal does not meet the requirements stipulated by clauses 3 and 4 of Article 53 of the Federal Law “On Joint-Stock Companies” and the requirements of the Bank's Articles of Association based on them;

- the issue proposed for inclusion in the agenda of the General Meeting of Shareholders of the Bank is not within its competence according to law and (or) does not comply with the requirements of the Federal Law “On Joint-Stock Companies” and other legal acts of the Russian Federation.

Along with the issues proposed by shareholders for inclusion in the agenda of the General Meeting of Shareholders, as well as candidates proposed by shareholders for the formation of the respective body, the Board of Directors of the Bank may include issues in the agenda of the General Meeting of Shareholders and (or) include candidates in the list of candidates for voting in elections to the respective body of the company at its discretion. The number of candidates proposed by the Board of Directors of the Bank may not exceed the number of members of the respective body.

15.1.20. The General Meeting of Shareholders of the Bank shall be quorate (has a quorum) if it is attended by shareholders holding in aggregate more than half of votes of the outstanding voting shares of the Bank.

15.1.21. A resolution of the General Meeting of Shareholders may be adopted (forms of holding the General Meeting of Shareholders):

- by joint presence of shareholders to discuss agenda issues and adopt resolutions on issues put to a vote without prior sending (delivery) of voting ballots prior to the General Meeting of Shareholders;

- by joint presence of shareholders to discuss agenda issues and adopt resolutions on issues put to a vote with prior sending (delivery) of voting ballots prior to the General Meeting of Shareholders;

- by absentee voting (without joint presence of shareholders to discuss agenda issues and adopt resolutions on issues put to a vote). The General Meeting of Shareholders, the agenda of which includes issues on reducing or increasing the authorized capital of the Bank, on election of the Board of Directors of the Bank, on approval of the Bank's auditor, on approval of the annual report, annual accounting (financial) statements of the Bank, may not be held in the form of absentee voting.

Voting on the agenda issues of the General Meeting of Shareholders shall be carried out by show of hands or by ballots. When the General Meeting of Shareholders is held in the form of absentee voting, as well as in other cases provided for by the Federal Law “On Joint-Stock Companies”, voting on the agenda issues shall be carried out by ballots.

15.1.22. When holding the General Meeting of Shareholders in the form of absentee voting and holding the General Meeting of Shareholders of the Bank, if the number of shareholders - owners of voting shares is 50 or more, a voting ballot shall be sent or delivered against signature to each person registered in the register of shareholders of the company and entitled to participate in the General Meeting of Shareholders no later than 20 days before the General Meeting of Shareholders. Voting ballots shall be sent by registered mail or in the form of an electronic message to the e-mail address of the respective person indicated in the register of shareholders of the Bank, if such a method of sending voting ballots is specified in the resolution to convene a meeting of shareholders.

Persons included in the list of persons entitled to participate in the General Meeting of Shareholders or their representatives are entitled to register for participation in such a meeting or send completed ballots to the Bank. If the Bank places an electronic form of voting ballots on the bank's website, the electronic form of ballots shall be completed by a person entitled to participate in the General Meeting of Shareholders on the website, the address of which is indicated in the notice on holding the General Meeting of Shareholders. The electronic form of ballots on the website may be completed by shareholders during the General Meeting of Shareholders, unless they have otherwise exercised their right to participate in such a meeting.

When completing the electronic form of ballots on the website, the date and time of their completion shall be recorded.

In this case, when determining the quorum and summing up the results of in-person voting, the votes represented by voting ballots received by the Bank no later than 2 days before the date of the General Meeting of Shareholders shall be taken into account.

Votes on each issue put to a vote shall be counted for all voting shares jointly.

15.1.23. The voting ballot shall contain the information specified in clause 5 of Article 60 of the Federal Law “On Joint-Stock Companies”. The voting ballot may contain additional information determined by the Board of Directors of the Bank when approving the form and text of the voting ballot.

When voting is carried out by voting ballots, the votes shall be counted on those issues on which the voter marked only one possible voting option. Voting ballots completed in violation of this requirement shall be declared invalid.

If the issue voted on by the voting ballot includes more than one wording of the resolution on the issue and the option "for" is left for more than one of the proposed wordings, the ballot shall be declared invalid.

If, when approving the audit organization of the Bank, the voting option “for” is left for more than one of the candidates, the ballot shall be considered invalid.

If, when electing members of the Board of Directors of the Bank, the Counting Commission of the Bank, the voting option “for” is left for more candidates than available vacancies, the ballot shall be considered invalid.

If the voting ballot contains several issues put to a vote, failure to comply with the above requirements with respect to one or more issues shall not entail invalidation of the voting ballot in general.

If the ballot does not allow identifying the person (shareholder or shareholder’s representative) who voted by this ballot, the votes cast by such ballot shall be disregarded when summarizing the voting results.

Shareholders whose ballots are received or whose ballots' electronic form is completed on the website specified in the notice of the General Meeting of Shareholders before the deadline for receipt of ballots shall be considered as shareholders who participated in the General Meeting of Shareholders held in the form of absentee voting.

15.1.24. When holding the General Meeting of Shareholders in the form of a meeting (joint presence of shareholders to discuss the agenda issues and to adopt resolutions on issues put to a vote), information and communication technologies may be used to enable remote participation in the General Meeting of Shareholders, discussion of the agenda issues and adoption of resolutions on issues put to a vote, without being present at the place of the General Meeting of Shareholders.

15.1.25. The resolutions adopted by the General Meeting of Shareholders and the voting results may be announced at the General Meeting of Shareholders, during which the voting was carried out, and shall be notified to the persons included in the list of persons entitled to participate in the General Meeting of Shareholders in the form of a report on voting results in accordance with the procedure prescribed for notification of the General Meeting of Shareholders, no later than four business days after the date of closing the General Meeting of Shareholders or after the deadline for accepting ballots when the General Meeting of Shareholders is held in the form of absentee voting.

If on the date of determining (recording) the persons entitled to participate in the General Meeting of Shareholders, the person registered in the register of shareholders of the company was a nominal holder of shares, the information contained in the report on voting results shall be provided to the nominal holder of shares in accordance with the rules of laws of the Russian Federation on securities for the provision of information and materials to persons exercising the rights to securities.

**Section 16. Board of Directors of the Bank**

16.1. The Board of Directors of the Bank shall carry out general management of the Bank’s activities, except for issues related to the exclusive competence of the General Meeting of Shareholders.

The main task of the Board of Directors is to organize and control the execution of resolutions of the General Meetings of Shareholders, and to control the activities of the executive bodies of the Bank.

16.2. The competence of the Board of Directors of the Bank shall include the following issues:

16.2.1. determination of priority areas of the Bank's activities, approval of annual plans of financial and economic activities of the Bank, control over their execution;

16.2.2. development and approval of the Bank's development strategy and making amendments where necessary, control over the implementation of the Bank's development strategy and the achievement of target/criteria of development of the Bank's business, consideration and approval of reports of the executive bodies of the Bank on the implementation of the Bank's development strategy.

16.2.3. convocation of the annual and extraordinary General Meetings of Shareholders, except for the cases provided for by clause 8 of Article 55 of the Federal Law “On Joint-Stock Companies”;

16.2.4. approval of the agenda of the General Meeting of Shareholders;

16.2.5. setting the date for determining (recording) the persons entitled to participate in the General Meeting of Shareholders, and other issues falling within the competence of the Board of Directors (Supervisory Board) of the company in accordance with the provisions of Chapter VII of this Federal Law and related to preparation and holding of the General Meeting of Shareholders;

16.2.6. approval of a resolution on the issue (additional issue) of equity securities, a securities prospectus, a report on the results of the issue (additional issue) of equity securities, amendments and/or supplements to the documents specified in this subclause;

16.2.7. determination of the price (monetary value) of property, the price of placement and redemption of equity securities in cases stipulated by the Federal Law "On Joint-Stock Companies";

16.2.8. acquisition of shares, bonds and other securities placed by the Bank, except for cases when the resolution of this issue falls within the exclusive competence of the General Meeting of Shareholders according to the Federal Law “On Joint-Stock Companies” and these Articles of Association;

16.2.9. formation of the Management Board, appointment of the Chairman of the Management Board, his Deputies, members of the Management Board, Chief Accountant, Deputy Chief Accountants, early termination of their powers;

16.2.10. conclusion, amendment and termination of an employment contract with the Chairman of the Management Board of the Bank;

16.2.11. formation of a policy to stimulate the activities of members of the Bank's Management Board, including the Chairman of the Management Board;

16.2.12. determination of the amount of service fee payable to the audit organization of the Bank;

16.2.13. approval of the Bank's dividend policy, recommendations on the amount of dividends on shares and the payment procedure;

16.2.14. adoption of resolutions on the use of the reserve and other funds of the Bank;

16.2.15. adoption of resolutions on the Bank's participation in other organizations, except for the organizations specified in subclause 17 of clause 15.1.1 hereof;

16.2.16. approval of the Bank's internal documents, except for internal documents, the approval of which falls within the competence of the General Meeting of Shareholders according to the Federal Law “On Joint-Stock Companies”, as well as other internal documents of the Bank, the approval of which falls within the competence of the executive bodies according to the Articles of Association of the Bank;

16.2.17. establishment of branches and opening of representative offices of the Bank and their liquidation, conversion of branches to the status of an internal structural unit;

16.2.18. approval of regulations on branches and representative offices, as well as amendments and supplements thereto;

16.2.19. consent to make transactions or subsequent approval of transactions in cases provided for by the Federal Law "On Joint-Stock Companies";

16.2.20. consent to make transactions or subsequent approval of transactions in cases provided for by Chapter XI of the Federal Law “On Joint-Stock Companies”;

16.2.21. approval of the Bank's registrar and the terms and conditions of the agreement with such registrar, as well as termination of the agreement with such registrar;

16.2.22. approval of the Bank's risk management policy, control over the functioning of the Bank's risk management system, approval of the Regulation on the Bank's Internal Control Service and the Regulation on the Bank's Internal Audit Service;

16.2.23. preparation of recommendations for the General Meeting of Shareholders of the Bank on the conduct of external audits and the selection of external audit organizations;

16.2.24. control over the engagement of the Bank's audit organization to provide consulting services not related to audit;

16.2.25. determination of requirements for candidates for the position of members of the Management Board and Chairman of the Management Board of the Bank;

16.2.26. election and dismissal of the Deputy (Deputies) Chairman of the Board of Directors of the Bank;

16.2.27. adoption of a resolution on the acquisition of shares (stakes in the authorized capital) of business companies in the amount of 10% of their authorized capital and more for long-term financial investment, as well as adoption of a resolution on the alienation of the said property;

16.2.28. formation, if necessary, from among the members of the Board of Directors the committees for certain areas of activities of the Bank's Board of Directors, including committees for preliminary consideration of issues within its competence, approval of the Regulations on the Committees of the Board of Directors and (or) adoption of resolutions on determining the areas of responsibility of members of the Board of Directors on certain issues of the Bank's activities;

16.2.29. consideration of corporate management practices in the Bank;

16.2.30. establishment and functioning of the effective internal control;

16.2.31. regular consideration at its meetings the efficiency of internal control and discussion with the executive bodies of the credit institution of the organization of internal control and measures to enhance its efficiency;

16.2.32. consideration of documents on the organization of the internal control system prepared by the executive bodies of the Bank, the internal audit service, the internal control service, other structural subdivisions of the Bank, the audit organization carrying out (having carried out) audit;

16.2.33. taking measures to ensure efficient execution by the executive bodies of the Bank the recommendations and observations of internal audit service, internal control service, audit organization conducting (having conducted) audit, and supervisory bodies;

16.2.34. timely inspection of conformity of the internal control to the nature and scope of the performed operations, to level and combination of assumed risks;

16.2.35. approval of the Bank's information policy (including approval of the regulations on the use of information about the Bank's activities, on securities of the Bank and transactions with them, which is not publicly available and disclosure of which can have a significant impact on the market value of the securities of the Bank);

16.2.36. placement of bonds and other equity securities by the Bank, except for shares and equity securities convertible into shares;

16.2.37. approval of the Bank's risks and capital management strategy, including in terms of ensuring the adequacy of the equity funds (capital) and liquidity for covering risks both generally for the Bank and for separate areas of its activities, as well as approval of the procedure for managing the risks which are of highest relevance for the Bank and monitoring of the implementation of the said procedure;

16.2.38. approval of the procedure for applying bank methods of risks management and risks scoring models (in the case provided for in Article 72.1 of the Federal Law "On the Central Bank of the Russian Federation (Bank of Russia)") including evaluation of assets and liabilities, off-balance claims and obligations of the Bank, as well as scenarios and results of stress-testing;

16.2.39. approval of the procedure for preventing conflicts of interests, the plan for restoration of financial stability in the event of material deterioration of the Bank's financial condition, the plan of the measures aimed at ensuring the ongoing nature of the activities and (or) business recovery of the Bank in the event of non-standard and emergency situations, appointment of the head of the Bank's internal audit service and the head of the internal control service, approval of the plan of the Bank's internal audit service operation and of the plan of the Bank’s internal control service activity;

16.2.40. assessment, based on the reports of the internal audit service, of compliance by the Chairman of the Management Board of the Bank and the Management Board of the Bank with strategies and procedures approved by the Board of Directors;

16.2.41. adoption of resolutions concerning obligations of the members of the Board of Directors, including its formation as a part of the committees and evaluation of its own operation and submission of its results to the General Meeting of Shareholders of the Bank;

16.2.42. approval of the Bank's personnel policy (procedure for determining amounts of salaries payable to heads of the Bank, procedure for determining the amount, the form and for accruing compensation and incentive payments to heads of the Bank, to the head of the risks management service, to the head of the Bank's internal audit service, to the head of the Bank's internal control service and to other heads (employees) who adopt resolutions related to execution of the Bank's operations and other transactions, the results of which may influence the compliance of compulsory standards by the Bank or may influence occurrence of other situations threatening the interests of depositors and creditors, including the grounds for the measures aimed at preventing insolvency (bankruptcy) of the Bank, qualification requirements to the said persons and the Bank's payroll fund amount);

Approval of the Bank's remuneration policy and control over its implementation, consideration of the organization, monitoring and control of the wages system, evaluation of its compliance with the Bank's strategy, the nature and scale of transactions, the results of its operations, the level and combination of taken risks;

16.2.43. monitoring to ensure that the systems and processes of internal control are covering such areas as the procedure for preparing and submitting accounting (financial) and internal statements, monitoring of the compliance with the requirements of the laws of the Russian Federation, as well as of the internal documents of the Bank, the efficiency of the operations and other transactions performed, and safeguarding of the assets;

16.2.44. monitoring and analysis of the efficiency of the activities of the internal audit service;

16.2.45. analysis of reports of the internal audit service on implementation of the inspection plans and reports of the internal control service on the performed work;

16.2.46. assessment of the efficiency of the performance by the head of the internal audit service of the functions assigned to him/her;

16.2.47. ensuring the timely initiation of measures to correct deficiencies in internal control system and violations of requirements of the laws of the Russian Federation, internal documents of the Bank and other deficiencies identified by external auditing organizations;

16.2.48. preliminary approval of the annual report of the Bank within the time limits established by the Federal Law “On Joint-Stock Companies”;

16.2.49. consideration of the issues of legality and compliance with the procedure for operations completed at the expense of previously formed reserves related to relief of bad debts on loans and other assets of the Bank in cases stipulated by laws and internal documents of the Bank;

16.2.50. regular (at least once a year) consideration of the reports of the Financial Monitoring Service at its meetings;

16.2.51. determination of the principles and approaches to organizing risk management, internal control and internal audit in the company;

16.2.52. approval of transactions, including credit risk transactions, within the limits determined by the Bank's internal documents;

16.2.53. other issues provided for by these Articles of Association and the Federal Law "On Joint-Stock Companies".

16.2.52. other issues provided for by these Articles of Association and the Federal Law "On Joint-Stock Companies". 16.3. Issues falling within the competence of the Board of Directors of the Bank may not be transferred for resolution to the executive bodies of the Bank.

16.4. Members of the Bank's Board of Directors shall be elected at the General Meeting of Shareholders by cumulative voting for a period until the next annual meeting of shareholders and may be reelected for an unlimited number of times. The candidates who receive the largest number of votes shall be considered elected. If the number of members of the Board of Directors of the Bank becomes less than half of the number determined by the General Meeting of Shareholders, the Board of Directors shall convene an extraordinary General Meeting of Shareholders to elect new members of the Board of Directors.

Candidates for members of the Board of Directors shall meet the requirements for business reputation and qualification requirements established by federal laws and regulations of the Bank of Russia adopted in accordance with them.

By resolution of the General Meeting of Shareholders, the powers of all members of the Board of Directors of the Bank may be early terminated.

The number of members of the Board of Directors of the Bank shall be determined by resolution of the General Meeting of Shareholders, but there may be no less than five members. Members of the Management Board of the Bank may not make up more than one fourth of the members of the Board of Directors of the Bank.

The Chairman of the Management Board and members of the Management Board of the Bank may not simultaneously be the Chairman of the Board of Directors of the Bank.

The Board of Directors of the Bank may include Independent Directors. Except for the case where an “independent director” is designated for conducting interested party transactions in accordance with Article 83 of the Federal Law “On Joint-Stock Companies”, the requirements for Independent Directors, or a reference to them, shall be determined by the Regulation on the Board of Directors of the Bank.

16.5. The Chairman of the Board of Directors of the Bank shall be elected by the members of the Board of Directors of the Bank from among their number by a majority vote of the total voting power of members of the Board of Directors of the Bank.

The Chairman of the Board of Directors of the Bank may not be simultaneously the Chairman of the Board of the Bank.

16.6. Chairman of the Board of Directors of the Bank shall:

- organize the work of the Board of Directors of the Bank;

- convene meetings of the Board of Directors of the Bank;

- preside at the General Meeting of Shareholders and meetings of the Board of Directors of the Bank;

- arrange for the keeping of minutes of meetings.

The Board of Directors may re-elect its Chairman at any time by a majority vote of the total number of members of the Board of Directors of the Bank.

The Chairman of the Board of Directors of the Bank shall have a casting vote when the Board of Directors of the Bank adopts resolutions in case of equality of votes of members of the Board of Directors of the Bank, provided that the Chairman of the Board of Directors has the right to vote on the respective issue.

16.7. In the absence of the Chairman of the Board of Directors of the Bank, his functions shall be performed by one of the members of the Board of Directors by resolution of the Board of Directors of the Bank.

16.8. Meetings of the Board of Directors of the Bank may be held both in the form of joint presence and by absentee voting (by poll).

Members of the Board of Directors may take part in the discussion of agenda issues and voting remotely - via videoconferencing. In this case, the quality of audio and video signal transmission shall allow unambiguously identifying a member of the Board of Directors and determining his position on the agenda issues.

A meeting shall be deemed duly constituted if at least half of members of the Board of Directors of the Bank are present, except for cases when a qualified majority of votes from the list of members of the Board of Directors of the Bank or unanimity is required to adopt a resolution on the agenda of the meeting, and the votes of the retired members of the Board of Directors of the Bank shall be disregarded.

Meetings of the Board of Directors of the Bank shall be convened by the Chairman of the Board of Directors of the Bank on his own initiative, at the request of a member of the Board of Directors of the Bank, audit organization of the Bank, at the initiative of the Management Board of the Bank or the Chairman of the Management Board of the Bank, head of the internal audit service, as well as shareholders holding in total at least 10 percent of voting shares of the Bank.

The procedure for convening and holding meetings of the Board of Directors of the Bank shall be determined by these Articles of Association and the Regulations on the Board of Directors of the Bank, which may provide for the possibility of adoption of resolutions by a written survey conducted by the Chairman of the Board of Directors of the Bank. Meetings of the Board of Directors of the Bank shall be held at least once every six weeks.

16.9. A notice of the meeting of the Board of Directors of the Bank shall be sent to each member of the Board of Directors of the Bank in writing in the manner established by the Board of Directors of the Bank. The notice shall include the agenda of the meeting. All necessary documents related to the agenda shall be attached to the notice. If necessary, any meeting of the Board of Directors of the Bank may be postponed with the consent of all present members of the Board of Directors of the Bank.

16.10. Resolutions at a meeting of the Board of Directors of the Bank shall be adopted by a simple majority of votes of the members present, unless a qualified majority or unanimity is required for adoption of a resolution in accordance with the Federal Law “On Joint-Stock Companies” and/or these Articles of Association.

Resolutions on issues related to the conclusion of a major transaction shall be adopted by the Board of Directors of the Bank unanimously.

One member of the Board of Directors of the Bank may not transfer a vote to another member of the Board of Directors, as well as to third parties.

When approving the terms of agreements with the Chairman of the Management Board and members of the Management Board, votes of members of the Board of Directors who are the Chairman of the Board of Directors and members of the Management Board shall be disregarded when counting votes;

16.11. Members of the Board of Directors of the Bank are required to be loyal to the Bank. They shall not be entitled to use the opportunities provided to them for purposes that contradict these Articles of Association or to damage the property and/or non-property interests of the Bank.

16.12. Members of the Board of Directors shall disclose information on the ownership of the Bank's securities, as well as on the sale and (or) purchase of the Bank's securities to the Board of Directors and the Bank. Members of the Board of Directors shall disclose information on participation in the amount of 20 percent or more in the authorized capital, as well as in management bodies of credit and other financial organizations that directly or indirectly compete with the Bank in the financial market, as well as in other legal entities, to the Board of Directors and the Bank.

***17. Executive bodies of the Bank***

17.1. Management of the current activities of the Bank shall be carried out by the sole executive body, the Chairman of the Management Board, and the collegial executive body - the Management Board.

Executive bodies of the Bank shall be accountable to the General Meeting of Shareholders and to the Board of Directors of the Bank and organize the execution of their resolutions. The Management Board shall consist of the Chairman of the Management Board, Deputy Chairmen of the Management Board, as well as members of the Management Board.

A person performing functions of the sole executive body of the Bank shall also perform functions of the Chairman of the Management Board. The distribution of responsibilities between the executive bodies shall be determined by these Articles of Association and the internal documents of the Bank.

17.2. The competence of the Management Board shall include the following issues on management of the Bank's current activities:

1) organization and management of the current activities of the Bank;

2) ensuring the execution of resolutions of the General Meeting of Shareholders and the Board of Directors of the Bank;

3) resolution of issues on recruitment, training and use of personnel;

4) development of regulations on representative offices and branches of the Bank;

5) management of activities of representative offices and branches of the Bank;

6) organization of development and adoption of a resolution on introduction of new types of banking services;

7) organizing the implementation of progressive banking technologies into the practice of the Bank's subdivisions;

8) implementation of projects for integrated automation of banking activities, ensuring the creation of a modern banking infrastructure;

9) establishment of the procedure for operational regulation of the amount of interest rates on active and passive operations of the Bank;

10) ensuring the Bank's compliance with the laws of the Russian Federation;

11) development of the basic conditions for attracting deposits and granting loans within the limits established by the General Meeting of Shareholders;

12) development of organizational structure of the Bank, organizational structure and staff schedules of its representative offices and branches, as well as development and preparation of cost estimates for the maintenance and development of the Bank;

13) resolution of issues related to the internal control:

- establishment of responsibility for the execution of resolutions of the General Meeting of Shareholders and the Board of Directors, implementation of the Bank's strategy and policy in relation to the organization and implementation of internal control;

- delegation of powers to develop rules and procedures on internal control to heads of the respective structural units and control over their execution;

- verification of compliance of the Bank's activities with internal documents governing the procedure for exercising internal control, and evaluation of compliance of the content of these documents with the nature and scale of operations performed;

- distribution of responsibilities of departments and employees responsible for specific areas (forms, methods of implementation) of internal control;

- consideration of materials and results of periodic assessments of effectiveness of internal control;

- establishment of effective systems for transmission and exchange of information to ensure the delivery of necessary information to interested users. Information transfer and exchange systems shall include all documents defining the Bank's operational policy and procedures;

- establishment of a system of control over elimination of the revealed violations and shortcomings of the internal control and measures taken to address them.

14) implementation of the Bank's Development Strategy;

15) preparation, if necessary, of proposals to the Board of Directors regarding making amendments to the Bank's Development Strategy, as well as corrective actions in case of deviation from the planned indicators of the Bank's business development, monitoring the implementation of these actions;

16) submission of reports on the implementation of the Bank's Development Strategy for consideration by the Board of Directors;

17) ensuring conditions for the effective implementation of the Bank's risk management policy, organizing the banking risk management process, determining the subdivisions responsible for managing certain types of risks;

18) consideration of information on the Bank's compliance with the mandatory standards established by the Bank of Russia, analysis of indicators of standards;

19) submission to the Board of Directors of the Bank's annual work plans, annual reports, annual accounting (financial) statements, including profit and loss statements, and other documents and reports for consideration and preparation for the General Meetings of Shareholders of the Bank;

20) approval of the list of information related to the trade secret of the Bank;

21) control over the implementation of general banking rules requiring coordination of actions of several working bodies (banking committees);

22) adoption of resolutions on the establishment of permanent Committees of the Bank, approval of the respective Regulations, consideration of reports of these committees on reaching the goals;

23) coordination of services and departments of the Bank, resolutions on major issues of current activities of the Bank, discussion of reports of heads of departments of the central office of the Bank and heads of branches, representative offices of the Bank and internal structural subdivisions of the Bank;

24) implementation, in accordance with the resolutions of the Board of Directors, of a plan of organizational and technical measures to support the activities of General Meetings of Shareholders, the Board of Directors, and the Bank's audit organization;

25) adoption of resolutions on opening and closing of additional offices, credit and cash offices, operational offices and operating cash desks and other internal structural subdivisions provided for by the regulations of the Bank of Russia;

26) making proposals to the Board of Directors on opening and closing of branches, representative offices of the Bank;

27) approval of monthly (quarterly) financial plans of the Bank, control over their execution;

28) analysis of financial and economic activities of the Bank;

29) development of proposals to the Board of Directors on the use of reserve and other funds of the Bank;

30) preliminary consideration of materials submitted to the meeting of the Board of Directors of the Bank;

31) approval of internal labor regulations of the Bank;

32) consideration and adoption of resolutions on conclusion of collective contracts and agreements;

33) resolving issues within the competence of the Chairman of the Management Board of the Bank and referred to the Management Board by the Chairman of the Management Board of the Bank.

34) approval of transactions with real estate, transactions on placement of funds by the Bank (excluding securities transactions and transactions on interbank lending), if such transactions are not related to major transactions, to transactions with persons related to the Bank and such transactions are not related to ordinary business activities of the Bank;

35) adoption of resolutions on relief of bad debts on loans and other assets of the Bank at the expense of previously formed reserves in accordance with the laws and internal documents of the Bank.

17.3. The Management Board of the Bank shall be entitled to refer issues falling within its competence under these Articles of Association for consideration of the working bodies (banking committees) created by it, consisting of members of the Management Board of the Bank.

17.4. The Bank's Management Board shall act under the Articles of Association and under the Regulations on the Management Board developed by the Board of Directors and approved by the General Meeting of Shareholders, which shall establish the terms and procedure for convening and holding its meetings and the procedure for adopting resolutions that are not set by these Articles of Association.

The quorum for holding a meeting of the Management Board shall be at least two thirds of all members of the Management Board of the Bank. When resolving issues at a meeting of the Management Board, each member of the Management Board shall have one vote. Transfer of the voting right by a member of the Management Board to any other person as well as to other member of the Management Board is not allowed. All resolutions shall be adopted by the Management Board by a simple majority of votes from the number of Management Board members present at the meeting. In the event of a tie vote, the Chairman of the Management Board shall have the casting vote.

17.5. Meetings of the Bank's Management Board shall be deemed duly constituted, if attended by at least half of the elected members of the Bank's Management Board.

17.6. Members of the Bank's Management Board, which disagree with the adopted resolution, shall be entitled to insist on writing their dissenting opinion in the minutes of the meeting, and to report their dissenting opinion to the Board of Directors of the Bank.

17.7. The Chairman of the Management Board of the Bank shall appoint a secretary organizing the keeping of minutes of meetings of the Management Board of the Bank. Minutes shall be signed by the Chairman of the Management Board of the Bank and the Secretary of the Management Board of the Bank. The minutes of the meeting of the Bank's Management Board shall be provided to members of the Bank's Board of Directors, official responsible for organizing and carrying out internal audit (head of the structural unit responsible for organizing and carrying out internal audit), the Bank's auditor at their request.

17.8. The rights and obligations of the Chairman of the Management Board of the Bank and members of the Management Board of the Bank shall be determined in accordance with the laws of the Russian Federation by these Articles of Association and the agreement concluded by each of them with the Bank. The agreement on behalf of the Bank shall be signed by the Chairman of the Board of Directors.

17.9. The Chairman of the Management Board of the Bank shall be appointed and dismissed by the Board of Directors of the Bank.

Within the powers granted to him, the Chairman of the Management Board of the Bank shall:

1) manage the Bank's activities in accordance with the Articles of Association;

2) preside over the meetings of the Management Board of the Bank and manage its work;

3) resolve all issues related to the current activities of the Bank, except for those that are within the competence of the General Meeting of Shareholders, the Board of Directors and the Management Board of the Bank;

4) act for and on behalf of the Bank without a power of attorney;

5) represent interests of the Bank and act on behalf of the Bank in state authorities, including courts of general jurisdiction, arbitration courts and tribunals, financial, administrative and other authorities, ministries, departments and other state institutions, in relations with individuals and legal entities of all ownership forms;

6) have the right to sign financial documents, open accounts of the Bank with other credit and financial institutions, including foreign banks) for participating in a foreign payment system), dispose of the property of the Bank in accordance with the laws of the Russian Federation and these Articles of Association;

7) conclude contracts, including labor ones, and commit transactions provided for by the laws of the Russian Federation, generally accepted principles of international law, international treaties of the Russian Federation, the laws of other states;

8) organize development and approve regulations on structural subdivisions of the Bank and job descriptions of employees, and internal documents of the Bank regulating its normal financial and economic activities (except for documents, the approval of which is within the competence of the General Meeting of Shareholders and of the Board of Directors of the Bank);

9) be responsible for development of Internal Labor Regulations of the Bank approved in accordance with the laws of the Russian Federation, ensure compliance of these Regulations by employees and officials of the Bank;

10) issue orders and instructions on the current activities of the Bank;

11) in accordance with the labor laws of the Russian Federation, recruit, transfer to another job and dismiss employees of the Bank;

12) distribute duties among his deputies;

13) issue powers of attorney on behalf of the Bank;

14) bear personal responsibility for organization of works and creation of conditions for protection of the state secret in the Bank, for failure to comply with legislative restrictions for familiarization with information constituting the state secret.

15) organize activities of the Bank in the sphere of combating legalization (laundering) of proceeds from crime and financing of terrorism;

16) approve the staff schedule (number and composition) of the Bank's employees;

17) resolve other issues falling within the competence of the executive body of the Bank, except for issues falling within the competence of the Management Board of the Bank according to these Articles of Association.

17.10. The Management Board shall be formed in the amount determined by the Board of Directors of the Bank. Members of the Management Board shall be appointed by the Board of Directors of the Bank upon recommendation of the Chairman of the Management Board.

17.11. The Chairman of the Management Board shall be appointed by the Board of Directors of the Bank. The Chairman of the Management Board and members of the Management Board shall be in labor relations with the Bank and receive remuneration for the performance of their functions stipulated by the respective agreements.

17.12. Meetings of the Management Board, held as required, shall be chaired by the Chairman of the Management Board.

17.13. For the period of temporary absence of the Chairman of the Management Board, his powers stipulated by clause 17.9 of the Bank's Articles of Association shall be assigned, by order of the Chairman of the Management Board, to the Deputy Chairman of the Management Board of the Bank.

In other cases, the resolution on imposing duties of the Chairman of the Management Board for the period of his temporary absence on other person shall be adopted by the Board of Directors.

The Chairman of the Management Board of the Bank shall be entitled to grant other members of the Management Board the powers related to his competence by issuing an appropriate power of attorney.

17.14. Members of the Management Board shall disclose information on the ownership of the Bank's securities, as well as on the sale and (or) purchase of the Bank's securities to the Board of Directors and the Bank. Members of the Management Board of the Bank shall disclose information on participation in the amount of 20 percent or more in the authorized capital, as well as in management bodies of credit and other financial organizations that directly or indirectly compete with the Bank in the financial market, as well as in other legal entities, to the Board of Directors and the Bank.

17.15. Requirements for persons elected to the Management Board, as well as for a person appointed to the post of the Chairman of the Management Board of the Bank, shall be determined in accordance with the provisions of the Federal Law “On Banks and Banking Activities” and regulations of the Bank of Russia.

***18. Control over financial and economic activities and internal control of the Bank***

18.1. There is no audit commission in the Bank (not created).

18.2. The Bank's activities shall be supervised and controlled by the Bank of Russia and by bodies authorized to carry out supervision and control under the laws of the Russian Federation.

18.3. To check and confirm reliability of the annual financial statements of the Bank, the Bank shall annually engage a professional audit organization which is not connected with the Bank and its members by any proprietary interests (external audit) and is a member of one of the self-regulating organizations of auditors. Information about the specified audit organization should be entered into the register of auditors and audit organizations of the self-regulating organization of auditors, the member of which such organization is. The audit organization shall be appointed by the General Meeting of Shareholders.

18.4. The audit of the Bank shall be carried out in accordance with the laws of the Russian Federation based on an agreement concluded with the audit organization.

18.5. Based on the results of audit of the financial and economic activities of the Bank, the audit organization of the Bank shall prepare an opinion, which shall contain:

- confirmation of the reliability of the data contained in the reports and other financial documents of the Bank;

- information on the facts of violation of the procedure for maintaining accounting records and submission of accounting (financial) statements established by legal acts of the Russian Federation, as well as legal acts of the Russian Federation in the course of financial and economic activities.

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

18.6. The auditor's report on the annual accounting (financial) statements of the Bank, in addition to the information provided for by Federal Law No. 307-FZ dated December 30, 2008 "On Auditing Activities", shall contain the results of audit by an audit organization:

1) compliance by the Bank with the mandatory standards established by the Bank of Russia as of the reporting date. In this case, the risk management methods and quantitative risk assessment models used to calculate the specified mandatory standards by a credit institution, a parent credit institution of a banking group based on a permit issued by the Bank of Russia shall not be assessed by an audit organization;

2) the internal control and organization of the risk management systems of the Bank meet the requirements specified by the Bank of Russia to such systems and related to the following:

- subordination of the risk management subdivisions;

- the Bank has methods approved by the authorized management bodies of the Bank for identifying risks significant for a credit institution, managing those that are significant for the Bank, and performing stress testing, has a reporting system for risks and capital significant for the Bank;

- sequence of application in the Bank of methods for managing risks significant for the Bank and assessing their effectiveness;

- the Board of Directors and executive management bodies of the Bank control the Bank's compliance with the limit values of risks and the adequacy of equity (capital), the effectiveness of the risk management procedures used in the Bank and the sequence of their application established by the internal documents of the Bank.

The Bank shall disclose an audit report in accordance with Article 8 of the Federal Law “On Banks and Banking Activities” and submit it to the Bank of Russia together with the annual accounting (financial) statements of the Bank.

18.7. The Bank shall establish an internal control system, which is a combination of the system of internal control bodies and directions of the internal control ensuring compliance with the procedure for implementation and achievement of the goals set by the laws of the Russian Federation, by the constituent and internal documents of the Bank.

18.8. The system of the Bank's internal control bodies shall include:

- Management bodies of the Bank;

- Chief Accountant (his deputies);

- Manager (his deputies) and Chief Accountant (his deputies) of the Bank's branches;

- Internal Audit Service;

- Internal Control Service;

- Responsible officer (structural subdivision) for anti-money laundering and counter-terrorism financing;

- Controller of a professional participant of the securities market.

18.9. The procedure for formation of the bodies comprising the internal control system of the Bank and their powers shall be determined by the applicable legislation, the Articles of Association and internal documents of the Bank.

18.10. The Bank shall have an independent subdivision on anti-money laundering and counter-terrorism financing – the Financial Monitoring Service. The Financial Monitoring Service shall be created by order of the Chairman of the Management Board, who shall determine its structure and number.

18.11. The Financial Monitoring Service shall be headed by a Responsible Officer on anti-money laundering and counter-terrorism financing (hereinafter - the Responsible Officer), who is the head or, in the absence of the head, the deputy head of the Service. The Responsible Officer shall be appointed and dismissed by order of the Chairman of the Management Board.

18.12. The Responsible Officer shall be independent in his activities from other structural subdivisions of the Bank and shall be accountable directly to the Chairman of the Management Board of the Bank.

18.13. The Financial Monitoring Service shall operate and be authorized in accordance with the applicable laws of the Russian Federation, these Articles of Association, and internal documents of the Bank. Employees of the Financial Monitoring Service shall be appointed and dismissed by order of the Chairman of the Management Board.

The Responsible Employee and employees of the Financial Monitoring Service shall meet the qualification requirements and requirements for business reputation established by the laws of the Russian Federation and regulations of the Bank of Russia.

18.14. The purpose of the Financial Monitoring Service is to organize in the Bank anti-money laundering and counter-terrorism financing, as well as to minimize the legal risk and the risk of losing business reputation. To achieve these goals, the Financial Monitoring Service shall perform the following tasks:

- creation of an effective system of internal control for anti-money laundering and counter-terrorism financing with the participation of each employee of the Bank;

- organization of work in the Bank to identify transactions subject to mandatory control and other transactions with funds or other property related to anti-money laundering and counter-terrorism financing in accordance with the laws of the Russian Federation.

18.15. The Financial Monitoring Service shall perform the following functions:

- development and submission for approval to the Chairman of the Bank's Management Board of internal control rules for anti-money laundering and counter-terrorism financing (hereinafter - the internal control rules);

- analysis of clients’ transactions to identify factors that may lead to the Bank's legal risk and risk of loss of business reputation, taking the necessary measures to eliminate the impact of these factors;

- advising the Bank's employees on issues arising when implementing the internal control rules, including when identifying and studying the Bank's clients and assessing the risk of clients engaged in anti-money laundering and counter-terrorism financing;

- organization of work to identify operations subject to mandatory control;

- organization of work to identify, collect and analyze the necessary information on unusual operations in accordance with the internal control rules;

- adoption of resolutions on messages submitted to the Financial Monitoring Service by employees of the Bank's subdivisions;

- organization of work on refusal to conclude bank account (deposit) agreements, refusal to fulfill client’s orders to carry out operations, terminate bank account (deposit) agreements, as well as to freeze (block) funds or other property of clients, suspend transactions with funds or other property;

- training of the Bank's employees on issues of anti-money laundering and counter-terrorism financing;

- submission of information to the competent public authority in accordance with Federal Law No. 115-FZ dated 07.08.2001 and regulations of the Bank of Russia;

- assistance to authorized representatives of the Bank of Russia when they conduct inspections of the Bank's activities on issues within the competence of the Financial Monitoring Service;

- submission to the Chairman of the Management Board of current reports on results of implementation of the internal control rules;

- submission to the Board of Directors of annual reports agreed with the Chairman of the Management Board on the results of implementation of internal control rules and recommended measures to improve the system of anti-money laundering and counter-terrorism financing.

18.16. The Financial Monitoring Service shall be entitled to:

- give instructions regarding the conduct of operations, including orders to postpone their conduct in order to obtain additional information or check the available information;

- request and receive from the heads and employees of the Bank's subdivisions the necessary documents, including organizational and administrative, accounting and cash settlement documents, make copies of received documents, including copies of files, copies of any records stored in local computer networks and autonomous computer systems;

- enter the premises of the Bank's subdivisions, as well as the premises used for storing documents (archives), computer data processing (computer rooms) and storing data on electronic media;

- receive oral and written explanations from the heads and employees of the Bank's subdivisions in case of violations of the regulatory requirements on anti-money laundering and counter-terrorism financing (hereinafter referred to as the regulatory requirements);

- give operational instructions to subdivisions and individual employees of the Bank aimed at improving the efficiency of implementation of regulatory requirements;

- submit for consideration by the Bank's management proposals aimed at improving the work on anti-money laundering and counter-terrorism financing;

- adopt resolutions on temporary suspension of operations with funds and other property in accordance with the provisions of Federal Law No. 115-FZ, exercise other rights arising from regulatory requirements.

18.17. The Financial Monitoring Service shall:

- ensure the safety and return of documents received from managers and employees of subdivisions;

- ensure the confidentiality of the received information;

- ensure timely formation and sending of messages to the authorized body within the time limits established by the laws of the Russian Federation on anti-money laundering and counter-terrorism financing;

18.18. The head of the risk management subdivision shall be appointed and dismissed, as well as transferred to another job by order of the Chairman of the Management Board of the Bank. During the entire period of performing his functions, the head of the risk management subdivision shall comply with the qualification requirements and business reputation requirements established by the laws of the Russian Federation and regulations of the Bank of Russia. The powers of the risk management subdivision shall be determined by the Regulations approved by the Chairman of the Management Board of the Bank.

**Section 19. Internal Audit Service and Internal Control Service of the Bank**

19.1. The Bank shall ensure constant activities, independence and impartiality of the Internal Audit Service of the Bank, professional competence of its head and employees, and shall create conditions for a smooth and effective implementation of its functions by the Internal Audit Service of the Bank.

19.2. **The Internal Audit Service shall perform the following functions:**

- checking and assessing the efficiency of the internal control system in general, the execution of resolutions of the Bank's management bodies (General Meeting of Shareholders, Board of Directors, executive bodies of the Bank);

- checking the effectiveness of the methodology for assessing banking risks and banking risk management procedures established by the Bank's internal documents (methods, programs, rules, orders and procedures for banking operations and transactions, banking risk management), and the completeness of the application of these documents;

- checking the reliability of functioning of the internal control system over automated information systems, including monitoring integrity of databases and protection of them from unauthorized access and (or) use, taking into account the measures adopted in the case of unusual and emergency situations in accordance with the plan of actions aimed at ensuring continuity of activities and (or) recovery of activities of the Bank in case of non-standard and emergency situations;

- checking and testing the accuracy, completeness and timeliness of accounting and reporting, as well as reliability (including authenticity, completeness and timeliness) of collecting and submission of information and reporting;

- checking the ways (methods) used to ensure the safety of the Bank's property;

- assessing the economic feasibility and efficiency of the Bank's operations and other transactions;

- checking the processes and procedures of internal control;

- checking the activities of the Bank's internal control service and the Bank's risk management service;

- other issues stipulated by the internal documents of the Bank.

19.3. Regulations on the Internal Audit Service shall be approved by the Board of Directors of the Bank.

19.4. The Internal Audit Service shall operate on a continuous basis.

The number of staff, structure and technical support of the Internal Audit Service shall be determined by the Management Board of the Bank in accordance with the nature and scope of operations performed, level and combination of the assumed risks. The Internal Audit Service shall consist of employees employed by the Bank. Transfer of functions of the Internal Audit Service of the Bank to a third party shall not be permitted.

19.5. The Internal Audit Service shall not be entitled to participate in banking operations and other transactions.

The head and employees of the Internal Audit Service shall not be entitled to sign on behalf of the Bank payment (settlement) and accounting documents, as well as other documents, in accordance with which the Bank assumes banking risks, and to endorse such documents.

The head of the internal audit service may not be assigned obligations that are not related to the implementation of internal audit functions. The internal audit service may not include subdivisions and employees the activities of which are not related to the performance of internal audit functions.

19.6. The Internal Audit Service:

- shall act under direct control of the Board of Directors of the Bank;

- shall not carry out activities subject to inspections, except for the cases provided for in paragraph five of this subclause;

- on its own initiative shall report to the Board of Directors of the Bank on issues arising in the course of performing its functions by the internal audit service, and proposals for their solution, and shall disclose this information to the Chairman of the Management Board and the Management Board of the Bank;

- shall be subject to an independent audit by an audit organization or by the Board of Directors of the Bank.

19.7. The head and employees of the Internal Audit Service shall be entitled to:

- enter the premises of the audited subdivision, as well as the premises used for storing documents (archives), cash and valuables (cash vaults), data processing (computer rooms) and storing data on computer media, in compliance with the access procedures determined by internal documents of the Bank;

- receive documents and copies of documents and other information, as well as any information available in the Bank's information systems, required for control, in compliance with the requirements of the laws of the Russian Federation and the Bank's requirements for working with restricted information;

- engage the employees of the Bank in conducting inspections and demand them to provide access to documents and other information required for conducting inspections.

19.8. The Internal Audit Service shall report at least twice a year on the implementation of audit plans to the Board of Directors of the Bank. A copy of the report on the implementation of the audit plan shall be sent by the internal audit service to the Chairman of the Management Board and the Management Board of the Bank.

19.9. **The Internal Control Service shall perform the following functions:**

- identification of compliance risk, i.e. the risk of losses of the Bank due to non-compliance with the laws of the Russian Federation, internal documents of the Bank, standards of self-regulatory organizations (if such standards or regulations are mandatory for the Bank), and also as a result of sanctions and (or) other measures by the supervisory authorities (hereinafter - regulatory risk);

- accounting events related to the regulatory risk, probability of their occurrence and quantification of possible consequences;

- monitoring of the regulatory risk, including analysis of new banking products implemented by the Bank, services and planned implementation methods for presence of the regulatory risk;

- sending, if necessary, recommendations for management of the regulatory risk to heads of structural subdivisions of the Bank and to the Bank's Management Board;

- coordination and participation in the development of a set of measures aimed at reducing the level of regulatory risk in the Bank;

- monitoring the effectiveness of regulatory risk management;

- participation in the development of internal documents on regulatory risk management;

- informing the employees of the Bank on issues related to regulatory risk management;

- identification of conflicts of interest in the activities of the Bank and its employees, participation in the development of internal documents aimed at minimizing it;

- analysis of dynamics of complaints (requests, applications) of clients and analysis of the Bank's compliance with the rights of clients;

- analysis of the economic feasibility of the Bank's conclusion of contracts with legal entities and individual entrepreneurs for the provision of services and (or) performance of work, ensuring the Bank's banking operations (outsourcing);

- participation in the development of the internal documents aimed at counteracting commercial bribery and corruption;

- participation in the development of internal documents and organization of activities aimed at compliance with the rules of corporate conduct, norms of professional ethics;

- participation, within its competence, in the Bank's interaction with supervisory authorities, self-regulatory organizations, associations and participants in financial markets.

The Internal Control Service shall be entitled to perform other functions related to regulatory risk management as provided for by the Bank's internal documents.

19.10. Regulations on the Internal Control Service shall be approved by the Board of Directors of the Bank.

19.11. The Internal Control Service shall perform its functions in the Bank on a regular basis.

The number of staff, structure and material and technical support of the Internal Control Service shall be established by the Bank's Management Board in accordance with the nature and scope of operations performed, and the level of regulatory risk assumed by the Bank.

19.12. The Internal Control Service may consist of several subdivisions performing functions provided for in clause 19.9 of the Bank's Articles of Association.

In cases where the functions of the internal control service are performed by employees of different structural subdivisions, the Bank shall establish the distribution of responsibilities between the above structural subdivisions of the Bank for the implementation of internal control.

19.13. The head of the Internal Control Service and employees of the Internal Control Service are included in the Bank's staff.

19.14. The head of the Internal Control Service may be a member of the Management Board of the Bank.

19.15. The head of the Internal Control Service shall not participate in banking operations and other transactions.

19.16. The Bank shall ensure the performance of functions assigned to the Internal Control Service without interference of the Bank's subdivisions and employees who are not employees of the Internal Control Service and (or) do not exercise internal control functions.

19.17. The Internal Control Service of the Bank shall report to the Board of Directors of the Bank at least once a year. A copy of the report on the work performed shall be sent by the internal control service to the Chairman of the Management Board and the Management Board of the Bank.

19.18. The Head of the Internal Audit Service of the Bank and the Head of the Internal Control Service of the Bank shall be approved by the Board of Directors of the Bank, appointed and dismissed by order of the Chairman of the Management Board.

19.19. The head of the internal control service may be not appointed. In this case, the functions of the head of the internal control service shall be performed by the head of the risk management service.

19.20. When a person is appointed to the position of the head of the internal audit service or the head of the internal control service of the Bank and during the entire period of exercising functions in these positions (including temporary performance of duties), such person shall comply with the qualification requirements and business reputation requirements established by the Bank of Russia provided for in clause 1 of Article 16 of the Federal Law "On Banks and Banking Activities".

**Section 20. Liability of members of the Board of Directors and members of the executive bodies of the Bank**

20.1. Members of the Board of Directors of the Bank, the Chairman of the Management Board, and members of the Management Board shall act in the interests of the Bank, exercise their rights and fulfill their obligations regarding the Bank reasonably and in good faith.

20.2. Members of the Board of Directors of the Bank, the Chairman of the Management Board, and members of the Management Board shall be liable to the Bank for losses caused to the Bank by their faulty actions (inaction), unless other grounds and amount of liability are established by federal laws.

In this case, both the Chairman of the Management Board of the Bank and members of the Board of Directors and the Management Board shall not be liable for a resolution that caused losses to the Bank in the event that they voted against this resolution or, acting in good faith, did not participate in the voting.

20.3. When determining the grounds and amount of liability of members of the Board of Directors, the Chairman of the Management Board and the Management Board, normal business practices and other circumstances relevant to the case shall be taken into account.

20.4. If, in accordance with the provisions of this clause of the Articles of Association, several persons are liable, their liability to the Bank shall be joint and several.

20.5. The Bank or a shareholder (shareholders) owning in aggregate at least 1 percent of the Bank's outstanding ordinary shares shall be entitled to file to the court a claim against a member of the Board of Directors of the Bank, Chairman of the Management Board, a member of the Management Board for compensation for losses caused to the Bank in the case provided for in clause 20.2 hereof.

**Section 21. Register of Shareholders**

21.1. The register of shareholders of the Bank shall contain information about each registered person, number and categories (types) of shares recorded in the name of each registered person, other information stipulated by legal acts of the Russian Federation.

21.2. The Bank shall be obliged to ensure maintenance and storage of the register of shareholders of the company in accordance with legal acts of the Russian Federation from the moment of state registration of the Bank.

21.3. The holder of the register of shareholders of the Bank may be a professional participant in the securities market licensed to carry out activities for maintaining the register (registrar), or, in cases provided for by federal laws, another professional participant in the securities market.

21.4. The bank that has entrusted the maintenance and storage of the Bank’s register of shareholders to the registrar shall not be released from liability for its maintenance and storage.

The Bank and the registrar shall be jointly and severally liable for losses incurred by a shareholder as a result of the loss of shares or inability to exercise the rights certified by shares due to improper compliance with the procedure for maintaining the Bank’s register of shareholders, unless it is proved that proper compliance was impossible due to force majeure or actions (inaction) of a shareholder demanding compensation for losses, including due to the fact that the shareholder did not take reasonable measures to reduce them.

21.5. A person registered in the register of shareholders of the Bank shall promptly inform the registrar of the Bank about changes in his data and details. If the person fails to provide information about changes in his data and details, the Bank and the registrar shall not be liable for the losses caused in this connection.

21.6. An entry shall be made in the register of shareholders of the Bank at the request of a shareholder, a nominee shareholder or in cases stipulated by the Federal Law "On Joint-Stock Companies" at the request of other persons no later than 3 (three) business days from the date of submission of documents stipulated by regulatory legal acts of the Russian Federation, unless a shorter period for making an entry in the register of shareholders of the company is established by the regulatory legal acts of the Russian Federation.

21.7. Refusal to make an entry in the register of shareholders of the Bank is not allowed, except for the cases provided for by the legal acts of the Russian Federation. In case of refusal to make an entry in the register of shareholders of the Bank, the registrar shall, no later than three days from the date of submission of the request to make an entry in the register of shareholders of the Bank, send a reasoned notice of refusal to make an entry to the person requesting to make an entry. Refusal to make an entry in the register of shareholders of the Bank may be appealed against in court. By a court judgment, the registrar shall make the respective entry in the said register.

21.8. At the request of a shareholder or a nominee shareholder, the registrar shall confirm its rights to shares by issuing an extract from the Bank’s register of shareholders, which is not a security.

**Section 22. Major Transactions**

22.1. A major transaction is a transaction (several related transactions) beyond the scope of ordinary economic activities, which:

1) is related to acquisition, alienation or possible alienation by the Bank, directly or indirectly, of property (including a loan, credit, pledge, surety, acquisition of such a number of shares or other equity securities convertible into shares of a public company, which will entail the Bank's obligation to send a mandatory offer in accordance with Chapter XI.I of the Federal Law "On Joint-Stock Companies", the price or book value of which is 25 or more percent of the book value of the Bank's assets determined according to its accounting (financial) statements as of the last reporting date;

2) provides for the Bank's obligation to transfer property for temporary possession and (or) use, or to provide a third party with the right to use the result of intellectual activity or means of individualization under the terms of a license, if their book value is 25 or more percent of the book value of the Bank's assets determined according to its accounting (financial) statements as of the last reporting date.

In case of alienation or possible alienation of property, the greater of the two values shall be compared with the book value of the Bank's assets - the book value of such property or the price of its alienation. In case of property acquisition, the purchase price of such property shall be compared to the book value of the Bank's assets.

If the Bank's property is transferred for temporary possession and (or) use, the book value of the property transferred for temporary possession or use shall be compared with the book value of the Bank's assets.

22.2. For the General Meeting of Shareholders of the Bank to make a resolution on consent to a major transaction, the value of property or rights to the results of intellectual activity that are the subject matter of a major transaction shall be determined by the Board of Directors of the Bank in accordance with Article 77 of the Federal Law “On Joint-Stock Companies”.

The Board of Directors of the Bank shall approve the conclusion on a major transaction, which shall contain, among other things: information on the expected consequences for the Bank's activities as a result of a major transaction and assessment of the feasibility of a major transaction. An opinion on a major transaction shall be included in the information (materials) provided to shareholders during preparation for the General Meeting of Shareholders of the Bank considering the issue of consent to a major transaction or subsequent approval of a major transaction.

22.3. A resolution on consent to a major transaction or subsequent approval of a major transaction dealing with property, the value of which is from 25 to 50 percent of the book value of the Bank's assets, shall be adopted unanimously by all members of the Bank's Board of Directors, and the votes of the retired members of the Board of Directors shall be disregarded.

If the Board of Directors of the Bank did not vote unanimously on the issue of consent to a major transaction or subsequent approval of a major transaction, by resolution of the Board of Directors of the Bank, the issue of consent to a major transaction or subsequent approval of a major transaction may be submitted to the General Meeting of Shareholders. In this case, a resolution on consent to a major transaction or subsequent approval of a major transaction shall be adopted by the General Meeting of Shareholders by a majority of votes of shareholders owning voting shares participating in the General Meeting of Shareholders.

22.4. A resolution on consent to a major transaction or subsequent approval of a major transaction dealing with property, the value of which is more than 50 percent of the book value of the Bank's assets, shall be adopted by the General Meeting of Shareholders by a majority of three quarters of votes of shareholders owning voting shares participating in the General Meeting of Shareholders of the Bank.

The resolution on consent to a major transaction or subsequent approval of a major transaction shall indicate the person (persons) who are its party (parties), beneficiary (beneficiaries), the price, subject matter of the transaction and its other essential conditions.

If a major transaction is simultaneously an interested party transaction, only the provisions of Section 23 hereof shall apply to the procedure for making such transaction.

22.5. A major transaction may be made under the suspensive condition of obtaining approval for such transaction in accordance with the procedure established by the Federal Law “On Joint-Stock Companies”.

**Section 23. Bank’s interest in the transaction**

23.1. Mandatory prior consent is not required for an interested party transaction.

The consent of the Board of Directors of the Bank or the General Meeting of Shareholders may be obtained for an interested party transaction prior to making such transaction at the request of the sole executive body, member of the Management Board of the Bank, member of the Board of Directors of the Bank or shareholder (shareholders) holding at least one percent of voting shares of the Bank.

A request to hold a General Meeting of Shareholders or a meeting of the Board of Directors of the Bank to resolve the issue of consent to an interested party transaction shall be sent and considered in the manner prescribed by Article 15.1.13 hereof and Article 65 of the Federal Law "On Joint-Stock Companies". The Board of Directors of the Bank shall be entitled to refuse to satisfy a request to hold a General Meeting of Shareholders or a meeting of the Board of Directors of the Bank in cases where:

- the procedure for making a request to convene an extraordinary General Meeting of Shareholders established by the Federal Law "On Joint-Stock Companies" is not complied with;

- shareholders (shareholder) requesting the convocation of an extraordinary General Meeting of Shareholders do not own at least 10 percent of the Bank's voting shares;

- none of the issues proposed for inclusion in the agenda of the extraordinary General Meeting of Shareholders is within its competence and (or) meets the requirements of this Federal Law "On Joint-Stock Companies" and other legal acts of the Russian Federation.

- if, at the time of consideration of the request, there is already a resolution on consent or on refusal to consent to make the respective transaction. The request may be resubmitted no earlier than one month later.

2.3.2. In the case provided for in Article 23.1 of the Bank's Articles of Association, a resolution on consent to an interested party transaction shall be adopted by the Board of Directors of the Bank by a majority of votes of directors not interested in this transaction. If the number of not interested directors is less than the quorum determined hereby for holding a meeting of the Board of Directors of the Bank, a resolution on this issue shall be adopted by the General Meeting of Shareholders in the manner provided for in Article 23.3 of the Bank's Articles of Association.

23.3. A resolution to consent to an interested party transaction shall be adopted by the General Meeting of Shareholders by a majority of votes of shareholders owning voting shares participating in the meeting and not interested in the transaction or controlled by persons interested in the transaction in the following cases:

- if the amount of transaction or several related transactions, or the price or book value of the property, with the acquisition, alienation or possible alienation of which such transactions are related, is 10 or more percent of the book value of the Bank's assets according to its accounting (financial) statements as of the last reporting date, except for transactions provided for by paragraphs three and four of this clause;

- if the transaction or several related transactions involve the sale of ordinary shares constituting more than two percent of the ordinary shares previously placed by the Bank, and ordinary shares into which the previously placed equity securities convertible into shares may be converted;

- if the transaction or several related transactions involve the sale of preferred shares constituting more than two percent of the shares previously placed by the Bank, and shares into which the previously placed equity securities convertible into shares may be converted.

The General Meeting of Shareholders, when adopting a resolution stipulated by this clause, shall be deemed duly constituted regardless of the number of shareholders owning voting shares of the Bank and participating in the meeting who are not interested in the respective transaction.

23.4. If, when the Bank concludes a transaction requiring consent to be made in accordance with Article 23.3 of the Bank's Articles of Association, all shareholders owning voting shares of the company are recognized as interested, and in this case, any of such shareholders requests consent to such transaction, this consent shall be given by a majority of votes of all shareholders owning voting shares of the company participating in the meeting.

23.5. If, when making a transaction requiring consent to be made in accordance with Article 23.3 of the Bank's Articles of Association, all shareholders owning voting shares of the Bank are recognized as interested, and in this case, other person (other persons) specified in Article 23.8 of the Bank's Articles of Association are interested in such a transaction, the consent to such a transaction shall be given by a majority vote of all shareholders owning voting shares of the Bank participating in the meeting.

23.6. A resolution on consent to an interested party transaction is subject to the rules provided for the conclusion of major transactions. In addition, a resolution on consent to the transaction shall indicate the person (persons) interested in the transaction, the grounds on which the person (each of the persons) interested in the transaction is (are) such person (persons).

23.7. For the Board of Directors of the Bank and the General Meeting of Shareholders to adopt a resolution on consent to or on subsequent approval of an interested party transaction, the price of alienated or acquired property or services shall be determined by the Board of Directors of the Bank in accordance with the rules established by these Articles of Association and the Federal Law “On Joint-Stock Companies".

23.8. An interested party transaction (including a loan, credit, pledge, surety, assignment) shall be recognized an interested party transaction of a member of the Board of Directors of the Bank, the Chairman of the Management Board of the Bank, a member of the Board of the Bank or a person who is a controlling person of the Bank, or a person entitled to give binding instructions to the company.

These persons shall be recognized as interested in the transaction to be made by the company if they, their spouses, parents, children, full and half brothers and sisters, adoptive parents and adopted children and (or) persons under their control (controlled organizations):

- are a party, beneficiary, intermediary or representative in the transaction;

- are the controlling person of a legal entity that is a party, beneficiary, intermediary or representative in the transaction;

- hold positions in the management bodies of a legal entity that is a party, beneficiary, intermediary or representative in the transaction, as well as positions in the management bodies of the managing company of such legal entity.

In this case, a controlling person shall be recognized as a person that may, directly or indirectly (through persons under its control), by virtue of participation in a controlled organization and (or) based on property trust management agreements and (or) simple partnership agreements, and (or) commission agreements, and (or) shareholder agreement, and (or) other agreement involving the exercise of rights certified by shares (stakes) of the controlled organization, dispose of more than 50 percent of votes in the supreme management body of the controlled organization, or may appoint (elect) the sole executive body and (or) more than 50 percent of members of the collegial management body of the controlled organization. A controlled entity (controlled organization) is a legal entity under the direct or indirect control of the controlling entity.

23.9. The Bank shall notify members of the Board of Directors of the Bank and members of the Management Board of the Bank of an interested party transaction, and if all members of the Board of Directors of the Bank are interested in such transaction, shall notify shareholders by sending a registered letter with a notice or by delivering a notice personally to the recipient.

The notice shall be sent no later than five days before the date of the interested party transaction, it shall indicate the person (persons) being the party (parties), the beneficiary (beneficiaries), the price, the subject matter of the transaction and other essential conditions or the procedure to determine them, as well as the person (persons) interested in the transaction, the grounds to consider such person (each of the persons) interested in the transaction.

23.10. The provisions of this section shall not apply:

1) to transactions made in the normal course of business of the Bank, provided that the Bank repeatedly over a long period of time makes similar non-interested party transactions on similar terms and conditions, as well as to transactions made by the Bank in accordance with Article 5 of the Federal Law "On Banks and Banking Activities";

2) to transactions in which all owners of voting shares of the Bank are interested, in the absence of interest of other persons;

3) to transactions related to placement, including by subscription, of the Bank's shares and equity securities convertible into the Bank's shares;

4) to transactions for acquisition or redemption by the Bank of its placed shares;

5) to relations arising from the transfer of property rights in the course of the Bank's reorganization, including under merger agreements and consolidation agreements;

6) to transactions mandatory for the Bank in accordance with federal laws and (or) other legal acts of the Russian Federation, as well as to public agreements concluded by the Bank on the terms and conditions that do not differ from the terms and conditions of other public agreements concluded by the Bank;

7) to transactions concluded on the same terms as the preliminary agreement, if such agreement contains all the information provided for by the Federal Law "On Joint-Stock Companies", and consent was obtained to conclude such agreement in the manner prescribed by this section;

11) to transactions concluded at open auctions or based on the results of open auctions, if the terms of such auctions or participation in them are previously approved by the Board of Directors of the Bank;

12) to transactions, the amount of which or the price or the book value of the property, with the acquisition, alienation or possible alienation of which such transactions are associated, is no more than 0.1 percent of the book value of the Bank's assets according to its accounting (financial) statements as of the last reporting date, provided that the amount of such transactions does not exceed the limit values established by the Bank of Russia.

23.11. For the Board of Directors of the Bank and the General Meeting of Shareholders to adopt a resolution on consent to or on subsequent approval of an interested party transaction, the price of alienated or acquired property or services shall be determined by the Board of Directors of the Bank.

23.12. The interested person shall be liable to the Bank in the amount of losses caused by such person to the Bank. If more than one person is liable, their liability to the Bank shall be joint and several.

**Section 24. Affiliates of the Bank**

24.1. A person shall be recognized as affiliated in accordance with the requirements of the laws of the Russian Federation.

24.2. Affiliates of the Bank shall notify the Bank in writing about the shares of the Bank owned by them, indicating their number and categories (types) no later than 5 days from the date of acquisition of shares.

24.3. If property damage is caused to the Bank as a result of failure to provide the said information through the fault of the affiliate or its untimely submission, the affiliate shall be liable to the Bank in the amount of the damage caused.

24.4. The Bank shall keep records of its affiliates and submit reports on them in accordance with the requirements of the laws of the Russian Federation.

**Section 25. Accounting and Reporting**

25.1. The reporting year of the Bank shall start on January 1 and end on December 31.

25.2. The Bank shall keep its accounting records in accordance with the rules established by the Central Bank of the Russian Federation.

25.3. The Bank shall prepare and submit accounting (financial), tax, statistical and other reports in the manner prescribed by the laws of the Russian Federation.

25.4. The accuracy of the information specified in the annual accounting (financial) statements of the Bank shall be confirmed by an audit organization.

25.5. The annual report, annual accounting (financial) statements of the Bank shall be preliminarily approved by the Board of Directors no later than 30 days before the date of the Annual General Meeting of Shareholders.

25.6. The annual report and annual accounting (financial) statements of the Bank shall be approved by the General Meeting of Shareholders and shall be published in the manner and within the period established by the laws of the Russian Federation.

**Section 26. Information on the Bank and documents of the Bank**

26.1. At their request, the Bank shall provide shareholders with access to the following documents:

1) agreement on establishment of the Bank, resolution on establishment of the Bank, Articles of Association of the Bank, as well as duly registered amendments and supplements to the Articles of Association of the company;

2) document confirming the state registration of the Bank;

3) resolution on issue (additional issue) of securities, amendments to the resolution on issue (additional issue) of securities, report on the results of issue (additional issue) of securities, notice of the results of issue (additional issue) of securities;

4) internal documents of the Bank approved by the General Meeting of Shareholders regulating the activities of its bodies;

5) regulations on the branch or representative office of the Bank;

6) annual reports;

7) annual accounting (financial) statements and auditor's report thereon;

8) reports of appraisers formed in accordance with the requirements of the Federal Law “On Joint-Stock Companies” in cases of redemption of shares by the Bank at the request of a shareholder;

9) documents received by the company in accordance with Chapter XI.I of the Federal Law “On Joint-Stock Companies”;

10) minutes of general meetings of shareholders;

11) lists of affiliates of the company;

12) securities prospectuses, quarterly reports of the issuer and other documents containing information to be published or disclosed in any other way in accordance with this Federal Law and other federal laws;

13) notices of conclusion of shareholder agreements sent to the company and lists of persons who concluded such agreements;

14) court judgments and decrees on disputes related to establishment of the company, its management or participation in it, as well as judicial acts on such disputes, including rulings on the initiation of proceedings by an arbitration court and acceptance of a statement of claim or an application for changing the basis or the subject matter of a previously filed claim.

26.2. At the request of a shareholder (shareholders) owning at least 10 percent of the voting shares of the company, the company shall provide access to the following documents:

1) minutes of meetings of the collegial executive body of the company (management board, directorate);

2) accounting documents.

26.3. At the request of shareholders who have the right to access the documents provided for in clauses 1-14, clause 26.1 and clause 26.2 hereof, the Bank shall provide them with copies of these documents. The fee charged by the Bank for the provision of these copies may not exceed the cost of making such copies and, if the request indicates the need to send them to the address specified by the shareholder, the respective shipping costs. A shareholder making a claim under this clause of the Articles of Association shall pay the Bank in advance the costs associated with making copies and the costs of sending documents. The Bank shall, within seven business days from the moment of the shareholder's request to provide copies of the documents, inform such shareholder of the cost of making such copies and, in appropriate cases, the amount of shipping costs.

26.4. The Bank shall keep the documents provided for by the Federal Law “On Joint-Stock Companies”, these Articles of Association, internal documents of the Bank, resolutions of the General Meeting of Shareholders, the Board of Directors of the Bank, the Bank's management bodies, as well as documents provided for by regulatory legal acts of the Russian Federation, including:

- Articles of Association, duly registered amendments and supplements to the Articles of Association of the Bank, agreement on establishment of the Bank, resolution on establishment of the Bank, certificate of state registration of the Bank;

- documents confirming the rights of the Bank to the property on its balance sheet;

- internal documents of the Bank;

- Regulations on branches or representative offices of the Bank;

- annual reports;

- accounting documents;

- accounting statements;

- minutes of the General Meetings of Shareholders of the Bank, meetings of the Board of Directors of the Bank, Management Board of the Bank;

- voting ballots, as well as powers of attorney (copies of powers of attorney) for participation in the General Meeting of Shareholders;

- reports of independent appraisers;

- lists of the Bank's affiliates;

- lists of persons entitled to participate in the General Meeting of Shareholders of the Bank who are entitled to receive dividends, as well as other lists prepared by the Bank for shareholders to exercise their rights in accordance with the requirements of the applicable laws of the Russian Federation;

- opinions of the audit organization of the Bank, state and municipal financial control authorities;

- securities prospectuses, quarterly reports of the issuer and other documents containing information to be published or disclosed in any other way in accordance with the applicable laws of the Russian Federation;

- notices of conclusion of shareholder agreements sent to the Bank and lists of persons who concluded such agreements;

- judicial acts on disputes related to establishment of the Bank, management or participation in the Bank;

- other documents provided for by the Federal Law "On Joint-Stock Companies", these Articles of Association, internal documents of the Bank, resolutions of the General Meeting of Shareholders, Board of Directors of the Bank, executive bodies of the Bank, as well as documents provided for by legal acts of the Russian Federation.

26.5. The Bank shall store the documents specified in clause 26.4 of the Bank's Articles of Association at the location of the sole executive body in the manner and within the period established by the Bank of Russia.

26.6. Shareholders holding in aggregate at least 10 percent of the Bank's voting shares shall have access to accounting documents and minutes of meetings of the Bank's Management Board.

26.7. The Bank, in order to implement the state, social, economic and tax policy, shall be responsible for safekeeping of documents (administrative, financial, economic, personnel documents and others) and shall ensure transferring of documents with scientific and historical value into the state's custody, into central archives of Moscow, shall keep and use personnel documents in accordance with the established procedure, unless otherwise provided for by legal acts of the Russian Federation.

26.8. Upon reorganization and termination of the Bank’s activities, all documents (administrative, financial, economic, personnel, etc.) shall be transferred to the legal successor in accordance with the established rules. In the absence of a legal successor, permanent documents of scientific and historical significance shall be transferred for state storage to the archives of the Moscow City Archives Association.

Personnel documents (orders, personal files, registration cards, personal accounts, etc.) shall be transferred for storage to the archives of the administrative district where the Bank is located. The transfer and sorting of documents shall be carried out by and at the expense in compliance with the requirements of the archival authorities.

**Section 27. Reorganization and liquidation of the Bank**

27.1. Reorganization of the Bank shall be carried out in accordance with federal laws.

27.1.1. Reorganization of the Bank may be carried out in the form of merger, consolidation, split-up, spin-off and reconstruction. If other forms of reorganization are established by federal laws, the Bank shall be entitled to be reorganized in these forms. Reorganization of the Bank in the relevant forms shall be carried out in the manner determined by legal acts of the Russian Federation.

27.1.2. The Bank shall be deemed to be reorganized, except for cases of reorganization in the form of consolidation, from the moment of state registration of newly incorporated legal entities. When the Bank is reorganized by consolidation of other credit institution, the Bank shall be considered reorganized from the moment an entry is made in the Unified State Register of Legal Entities on the termination of activities of the merged credit institution.

27.1.3. When the Bank is reorganized, a transfer deed shall be prepared, which shall contain provisions on succession for all obligations of the Bank in relation to all its creditors and debtors and other provisions determined by legal acts of the Russian Federation. If the transfer deed provides no possibility to determine the legal successor of the reorganized Bank, legal entities established as a result of reorganization shall be jointly and severally liable for the Bank's obligations to its creditors,

27.1.4. In the manner and period established by the legal acts of the Russian Federation, the Bank shall ensure the publication of information on reorganization and shall notify its creditors of reorganization, and the Bank's creditors may demand termination or early fulfillment of obligations by the Bank and compensation for losses.

27.1.5. In cases established by federal laws, the Bank of Russia shall be entitled to prohibit the reorganization of the Bank.

27.1.6. Liquidation of the Bank shall be carried out in accordance with federal laws.

27.1.7. The Bank may be liquidated voluntarily or by court order on the grounds stipulated by the laws of the Russian Federation. Liquidation of the Bank shall entail its termination without the transfer of its rights and obligations to other persons by way of universal legal succession.

27.1.8. The Board of Directors shall submit the issue of voluntary liquidation of the Bank and appointment of the liquidation commission for resolution of the General Meeting of Shareholders. The General Meeting of Shareholders shall appoint, in agreement with the Bank of Russia, the liquidation commission, the number of members of which may not be less than three, and establish the procedure and period for liquidation of the Bank.

27.1.9. From the moment of appointment of the liquidation commission, it shall be transferred all powers of managing the Bank’s affairs. All resolutions of the liquidation commission shall be adopted by a simple majority of votes of the total number of the commission members. Minutes of the meetings of the liquidation commission shall be signed by its chairman and secretary. The chairman and secretary of the liquidation commission shall be elected by members of the liquidation commission from among them by a majority vote.

27.1.10. The chairman of the liquidation commission shall represent the Bank on all issues related to the liquidation of the Bank in relations with the Bank of Russia, creditors, debtors and shareholders, with other persons, issue on behalf of the Bank powers of attorney, sign documents and perform other necessary executive and administrative functions.

27.1.11. The liquidation commission shall publish in the press publishing data on registration of legal entities a message on liquidation of the Bank, the procedure and terms for filing claims by its creditors, take measures to identify creditors and receive accounts receivable, and shall notify creditors in writing about the liquidation of the Bank. The term for filing claims by creditors may not be less than 2 months from the date of publication of the notice on liquidation of the Bank.

27.1.12. Upon expiration of the term established for claims from creditors, the liquidation commission shall prepare an interim liquidation balance sheet containing information about the Bank's property, about claims made by creditors and about results of their consideration. An interim liquidation balance sheet shall be approved by the General Meeting of Shareholders in agreement with the Bank of Russia.

27.1.13. The liquidation commission shall pay money to creditors of the liquidated Bank in order of priority established by Article 64 of the Civil Code of the Russian Federation in accordance with the interim liquidation balance sheet starting from the date of its approval.

27.1.14. After settlements with creditors, the liquidation commission shall prepare the liquidation balance sheet which shall be approved by the General Meeting of Shareholders in agreement with the Bank of Russia. The property of the Bank remaining after settlements with creditors shall be distributed by the liquidation commission among the shareholders in order of priority established by the laws of the Russian Federation.

27.1.15. The liquidation commission shall transfer the documents of the Bank subject to mandatory storage for storage in the manner prescribed by federal laws and other regulatory legal acts of the Russian Federation, in accordance with the list approved by the federal executive body authorized by the Government of the Russian Federation and the Bank of Russia.

27.1.16. If, after the resolution to liquidate the Bank adopted by the General Meeting of Shareholders, the Bank of Russia, based on the Federal Law "On Banks and Banking Activities", decides to revoke the Bank's banking license, the resolution of the General Meeting of Shareholders to liquidate the Bank and other related resolutions of the General Meeting of Shareholders or resolutions of the liquidation commission shall become invalid. The Bank shall be liquidated in the manner prescribed by the Federal Law “On Banks and Banking Activities”.

27.1.17. Liquidation of the Bank shall be considered as completed, and the Bank shall be considered as ceased to operate after the authorized registering authority makes the respective entry in the Unified State Register of Legal Entities.

**Section 28. Amendments and supplements to the Articles of Association.**

28.1. All amendments and supplements to the Bank's Articles of Association or the Bank's restated Articles of Association shall be subject to state registration in the manner prescribed by the laws of the Russian Federation.

28.2. Amendments and supplements to the Bank's Articles of Association or the Bank's restated Articles of Association shall become effective for third parties from the moment of their state registration.

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| --- | --- | --- |
|  | /*signature*/ | N.O. Zimina |
| Chairman of the Management Board of the Bank |
| L.S. |

/*Round seal*/:

Moscow

Industry development and modernization bank

(Public Joint-Stock Company)

Bank IDM

Bound and numbered

Sealed on *42 (forty-two)* sheets

Chairman of the Management Board of Bank IDM (PJSC)

*/signature/* Natalia Olegovna Zimina

*September 17, 2020*

/*Round seal*/:

Moscow

Industry development and modernization bank

(Public Joint-Stock Company)

Bank IDM