

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

**APPROVED BY**

resolution of the sole shareholder  
dated 17 February 2020

**Kyiv**

**2020**

## ARTICLE 1. GENERAL PROVISIONS

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

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

1.3. Name of the Bank:

1.3.1 full official name:

in Ukrainian: акціонерне товариство «ПроКредит Банк»

in Russian: акционерное общество «ПроКредит Банк»

in English: Joint Stock Company “ProCredit Bank”

1.3.2 short official name:

in Ukrainian: АТ «ПроКредит Банк»

in Russian: АО «ПроКредит Банк»

in English: JSC “ProCredit Bank”

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

## ARTICLE 2. LEGAL STATUS

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

2.2. The Bank shall carry out its activities in accordance with the Civil Code of Ukraine, the Economic Code of Ukraine, the Laws “On Banks and Banking Activities”, “On Joint Stock Companies”, “On Securities and Stock Market”, regulations of the National Bank of Ukraine (hereinafter the “NBU”), the National Securities and Stock Market Commission (hereinafter the “NSSMC”), other legislative acts of Ukraine (hereinafter each of the above collectively the

“**Legislation of Ukraine**”), as well as in accordance with these Articles of Association (hereinafter the “**Articles of Association**”) and by-laws of the Bank. For the purposes of these Articles of Association, the term “Legislation of Ukraine” shall be deemed to refer to all applicable laws of Ukraine, statutory instruments, regulations, orders, resolutions and other laws and regulations as amended that may apply from time to time.

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

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

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

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

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

2.6.1 acquire, possess, use and dispose of things, including money and securities, other property, property rights, results of works, services, results of intellectual and creative activity, information, as well as other tangible and intangible benefits, including intellectual and industrial property rights under juridical acts, licenses and/or permits;

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

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

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

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

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

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

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

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

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

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

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

### **ARTICLE 3. PURPOSE, OBJECTIVES AND SCOPE OF ACTIVITIES OF THE BANK**

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

3.2. The scope of activities of the Bank shall be providing banking and other financial services on the basis of the NBU banking license and carrying out other types of activities in accordance with the procedure provided for by the Legislation of Ukraine.

3.3. The banking services provided by the Bank include:

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

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

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

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

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

3.5.1. investments;

3.5.2. issuance of its own securities;

3.5.3. safekeeping of valuables or lease of a safe deposit box;

3.5.4. cash collection and transportation of currency valuables;

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

3.6. The Bank shall carry out its activities, provide banking and other financial services in the national currency, as well as carry out transactions in foreign currencies on the basis of the corresponding license of the National Bank of Ukraine.

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

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

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

#### **ARTICLE 4. AUTHORIZED CAPITAL, SHARES AND SHAREHOLDERS**

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

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

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

All ordinary shares shall be equal for the purpose of distributing dividends and proceeds from the liquidation of the Bank, and each of them shall grant the right to one vote at the General Meeting, except for cases of cumulative voting.

Preferred Shares shall give the pre-emptive right to receive dividends or payments in case of liquidation of the Bank. Holders of the preferred Shares shall not have the

right to participate in the management of the Bank, except as provided for by the Legislation of Ukraine and these Articles of Association.

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

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

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

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

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

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

4.6. After registration of issue of Shares in accordance with the procedure provided for by the Legislation of Ukraine, all contributions to the Authorized Capital shall be the exclusive property of the Bank, and Shareholders shall not have any rights thereto.

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

4.8. The Authorized Capital shall be increased by the resolution of the General Meeting through increase of the nominal value of Shares or by attraction of additional contributions through offering of additional Shares with the existing nominal value in accordance with the procedure established by the Legislation of Ukraine. Any increase in the Authorized Capital may be made subject to the full payment for all existing Shares by Shareholders and registration of the results of offering of all previous Shares.

The joint-stock company shall not buy its own shares offered.

4.9. The Authorized Capital shall be formed and increased exclusively by monetary contributions. Contributions for forming and increasing the Authorized

Capital shall be made by in UAH by resident investors, while non-resident investors may make their contributions in a foreign freely convertible currency or in UAH.

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

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

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

4.12. The juridical acts related to transfer of title to Shares and the rights granted by Shares, except for offering of Shares, shall be made through entering into the relevant civil law agreements or in accordance with the procedure established by the Legislation of Ukraine.

4.13. A person who intends to acquire a significant participation interest in the Bank or increase it in such a way that such person will directly and/or indirectly own, independently or jointly with other persons, 10, 25, 50 and 75 and more percent of the Authorized Capital or voting rights of Shares in the Authorized Capital and/or, irrespective of formal ownership, have a significant influence on the management or operation of the Bank, shall inform the Bank and the NBU about intention three months before acquisition of significant participation interest or its increase, as well as comply with all requirements of the Legislation of Ukraine in respect to acquisition of a significant and controlling stake.

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

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

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

– the amount of the regulatory capital of the Bank is not less than the minimum amount established by the NBU;

– the amount of the Authorized Capital is not less than the minimum amount of authorized capital required for establishment of a bank in accordance with the applicable Legislation of Ukraine.

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

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

## **ARTICLE 5. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS**

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

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

A Shareholder shall not be deprived of its voting right.

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

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

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

5.3.3. withdraw from the Bank through alienation of Shares held by him/her/it. Shareholders may, without limitation, dispose of the Shares they hold, including sell or otherwise dispose of them in favour of other legal entities and individuals, unless otherwise provided for by the Legislation of Ukraine. Title to Shares shall be acquired and exercised in accordance with the requirement of the Legislation of Ukraine;

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



freely convertible currency in the cases and in accordance with the procedure provided for by the Legislation of Ukraine;

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

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

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

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

5.3.9. exercise other rights established by these Articles of Association and the Legislation of Ukraine.

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

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

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

- 1) termination of the Bank, which involves conversion of preferred Shares into preferred shares of another class, ordinary shares or other securities of the successor(s);
- 2) amendments to these Articles of Association, which provide for restriction of the rights of Shareholders holding preferred Shares;
- 3) amendments to these Articles of Association, which provide for offering of a new class of preferred Shares, the holders of which will have priority in the order of receipt of dividends or payments in the event of liquidation of the Bank;
- 4) reduction of the Authorized Capital of the Bank.

5.4.3 pre-emptive purchase in the process of private (closed) offering of preferred Shares by the Bank;

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

5.4.5 pre-emptive right to receive a share of the Bank's property in case of its liquidation, which is the liquidation value of the preferred Shares, in proportion to

the share of the preferred Shares held by the Shareholder in the total number of the preferred Shares in the Authorized Capital.

5.5. Shareholders shall:

5.5.1 comply with the Articles of Association and other by-laws of the Bank concerning the rights and obligations of Shareholders;

5.5.2 comply with resolutions of the General Meeting and other bodies of the Bank;

5.5.3 fulfil their obligations to the Bank, including to pay for Shares in the amount, according to the procedure and in the manner established by these Articles of Association, the Legislation of Ukraine and resolutions of the General Meeting;

5.5.4 not disclose trade secrets and confidential information related to operation of the Bank;

5.5.5 in the absence of restrictions established by the Shareholder's constituent documents or legislation of the country of the Shareholder's origin, assist the Bank in its activities, including, upon request of the Bank, provide it with its own registration, constituent, financial and audit documents, as well as other documents and information on the legal and financial status of the Shareholder, which are necessary for registration and/or approval of the statutory documents of the Bank in accordance with the requirements of the NBU and the Legislation of Ukraine;

5.5.6 enter into agreement on opening and maintenance of securities account with a custodian and promptly notify of changes in its own details for the purposes of proper registration of Shares;

5.5.7. have other obligations provided for by these Articles of Association and the Legislation of Ukraine.

## **ARTICLE 6. PROCEDURE FOR DISTRIBUTING PROFIT AND COVERING LOSSES**

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

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

6.2.1 pay dividends;

6.2.2 create and replenish reserve capital and other funds;

6.2.3 accumulate retained earnings.

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

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

Dividends for preferred Shares shall be paid from the net profit of the reporting year and/or retained earnings, respectively, within a period not exceeding six months after the end of the reporting year.

In case of absence or insufficiency of the net profit of the reporting year and/or retained earnings of previous years, payment of dividends for preferred Shares shall be made at the expense of the fund for payment of dividends for privileged Shares provided for in Clause 7.3 of Article 7 of these Articles of Association.

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

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

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

The amount of annual dividends for each preferred Share shall be established at the rate of UAH 0.001 (zero and one thousandth) and shall be paid at the expense of the profit of the reporting year that remains at the disposal of the Bank.

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

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

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

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

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

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

6.9. The same amount of dividends shall be accrued for each Share of the same type.

6.10. The right to receive dividends shall be provided to persons who were the Shareholders as of the date of compiling the list of persons entitled to receive dividends. Dividends shall be accrued only for fully paid up Shares.

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

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

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

6.13. The General Meeting shall not have the right to adopt resolution on payment of dividends, and the Bank shall not have the right to accrue and pay dividends on ordinary and/or preferred Shares in cases where it is prohibited by the Legislation of Ukraine, including where this would violate the regulatory capital adequacy ratio of the Bank and/or the fixed capital adequacy ratio of the Bank.

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

## **ARTICLE 7. RESERVE CAPITAL AND OTHER FUNDS**

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

7.2. The Bank shall form other funds and reserves for covering losses on assets in accordance with the regulations of the NBU.

7.3. The Bank shall create a fund for payment of dividends for privileged Shares, deductions to which shall be made by the resolution of the General Meeting after making deductions to the Reserve Fund in accordance with the provisions of Article 6 of these Articles of Association.

## **ARTICLE 8. MANAGEMENT BODIES**

8.1. The governing bodies of the Bank shall be the General Meeting, the Supervisory Board and the Management Board.

## **ARTICLE 9. GENERAL MEETING**

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

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

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

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

In the event that the Supervisory Board adopts a resolution on referring any issue being in the exclusive competence of the Supervisory Board according to the Legislation of Ukraine or the Articles of Association for consideration by the General Meeting, the General Meeting shall have the right to consider and adopt resolution on such issue.

The exclusive competence of the General Meeting shall include:

- 9.2.1 determining main areas of activities of the Bank;
- 9.2.2 amending the Articles of Association;

- 9.2.3 deciding on redemption of Shares offered by it, except for cases of mandatory redemption of Shares provided for by the Legislation of Ukraine, and cancellation of Shares redeemed by the Bank;
- 9.2.4 deciding on change of the type of the Bank as a joint-stock company;
- 9.2.5 deciding on offering of Shares by the Bank;
- 9.2.6 deciding on offering of securities that can be converted into Shares;
- 9.2.7 deciding on change of the amount (increase or decrease) of the Authorized Capital;
- 9.2.8 deciding on splitting or consolidation of Shares.
- 9.2.9 approving the Code of Corporate Governance, regulations on the General Meeting, the Supervisory Board and the Management Board, as well as amendments thereto;
- 9.2.10 approving the remuneration of Members of the Supervisory Board and the report on remuneration of Members of the Supervisory Board of the Bank in accordance with the requirements of the Legislation of Ukraine;
- 9.2.11 approving annual results of the Bank (annual report);
- 9.2.12 reviewing the report of the Supervisory Board and approving measures following its consideration;
- 9.2.13 reviewing the external audit report and approving measures following its consideration.
- 9.2.14 distributing profits and covering losses of the Bank, deciding on approval of the amount of annual dividends on ordinary Shares, payment of dividends;
- 9.2.15 deciding on non-exercising of the pre-emptive right of Shareholders to purchase Shares of additional issue in the process of their offering;
- 9.2.16 deciding on the agenda of the General Meeting, election of members of the counting committee, deciding on termination of their powers;
- 9.2.17 electing the Chairman and Members of the Supervisory Board, approving the terms of the civil law or employment contracts (agreements) to be concluded with them, establishing the amount of their remuneration, electing the person authorized to sign civil law contracts with Members of the Supervisory Board;
- 9.2.18 deciding on termination of powers of the Chairman and Members of the Supervisory Board, except as established by the Legislation of Ukraine;
- 9.2.19 deciding following consideration of the report of the Supervisory Board;
- 9.2.20 deciding on giving consent to a major transaction or prior consent to such transaction and related-party transactions in cases provided for by the Legislation of Ukraine;
- 9.2.21 deciding on separation, termination and liquidation of the Bank, except for the cases provided for by the Legislation of Ukraine, electing of the liquidation committee (liquidator), approving the procedure and terms of liquidation, the procedure for distributing the property remaining after satisfying the claims of creditors between the Shareholders, and approving the liquidation balance sheet;
- 9.2.22 electing liquidation committee of the Bank.
- 9.2.23 addressing other issues within the exclusive competence of the General Meeting in accordance with the Legislation of Ukraine.

Powers of the General Meeting provided for in Clause 9.2 of Article 9 of these Articles of Association shall not be transferred for resolution by other bodies of the Bank.

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

The issues provided for in Subclauses 9.2.11, 9.2.14 and 9.2.19 of Clause 9.2 of Article 9 of these Articles of Association shall be included into the agenda of the Annual General Meeting. At least once every three years, the issues provided for in Subclauses 9.2.17 and 9.2.18 of Clause 9.2 of Article 9 of these Articles of Association shall be included into the agenda of the Annual General Meeting. All other instances of the General Meeting, except for the Annual General Meeting, shall be considered extraordinary.

9.4. As a rule, the General Meeting is held at the registered address of the Bank or in other place, including abroad, unless this is prohibited by the Legislation of Ukraine.

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

9.6. The notice of the General Meeting and the draft agenda shall be sent to each Shareholder indicated in the list of Shareholders made in accordance with the legislation on the depository system of Ukraine, on the date specified by the Supervisory Board or on the date specified by the Shareholders who request it in case of the extraordinary General Meeting at the request of Shareholders in cases provided for by the Legislation of Ukraine. The established date shall not be earlier than the date of the decision to hold the General Meeting and shall not be established earlier than 60 days before the date of the General Meeting.

The notice of the General Meeting and the draft agenda shall be sent to the Shareholders personally by the person who convenes the General Meeting in the manner determined by the Supervisory Board not later than 30 days before the date of the General Meeting. The notice shall be sent by the person who convenes the General Meeting or by the person who keeps records of title to Shares in case the General Meeting is convened by Shareholders.

The Bank shall additionally send a notice of the General Meeting and the draft agenda to the stock exchange on which the securities of the Bank are listed, and post information provided for by the Legislation of Ukraine on its website not later than 30 days before the date of the General Meeting.

Not later than 30 days before the date of General Meeting, the Bank shall place a notice of the General Meeting in the public information database of the National

Securities and Stock Market Commission or through the person engaged in publication of regulated information on behalf of stock market players.

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

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

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

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

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

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

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

In case a Shareholder submits a proposal to the draft agenda of the General Meeting on early termination of powers of the Chairman of the Management Board, such Shareholder shall also submit a proposal on candidate for position of the Chairman



of the Management Board of the Bank or appointment of person to be temporarily in charge of his/her powers.

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

In case of changes to the draft agenda of the General Meeting, the Bank shall notify Shareholders of such changes not later than 10 days before the date of the General Meeting, and send/present the agenda, as well as draft resolutions added on the basis of proposals of the Shareholders.

At least 10 days before the date of the General Meeting, the Bank shall post the relevant information on changes in the agenda of the General Meeting on its website on the Internet.

9.8. The Shareholder shall have the right to issue a written power of attorney certified in accordance with the Legislation of Ukraine to another person to represent him/her/it and to have the right to vote on his/her/its behalf at the General Meeting. The Shareholder shall have the right to replace his/her/its representative at any time by informing the person who convenes the General Meeting. The power of attorney for the right to participate and vote at the General Meeting may contain a task for voting, that is, a list of issues on the agenda of the General Meeting with indication of draft resolutions that with regard to which it is required to vote for or against.

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

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

The list of Shareholders registered for participation in the General Meeting shall be signed by the chairman of the Registration Commission, who shall be elected by simple majority of its members prior to the registration procedure.

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

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

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

In order to resolve issues the right to vote on which is granted to holders of preferred Shares, the General Meeting shall be deemed to have quorum on such issues if Shareholders who in aggregate hold more than 50 percent of the preferred Shares voting on this issue have registered for participation in such General Meeting.

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

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

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

9.13. Resolutions of the General Meeting on the issues provided for by Subclauses 9.2.2 – 9.2.7 and 9.2.21 of Clause 9.2. Article 9 of these Articles of Association shall be adopted by more than three quarters of the votes of the Shareholders who have registered for participation in the General Meeting and hold Shares voting on the relevant issue.

Resolutions on giving consent to a major transaction if the market value of property, works or services being the subject matter of such transaction amounts to 50 percent or more of the value of assets according to the latest annual financial statements of the Bank shall be adopted by more than 50 percent of the total number of votes of Shareholders.

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

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

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

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

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

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

Voting at the General Meeting on the issues of the agenda shall be held only with the use of voting ballots (except for voting on issues of changing the order of consideration of the agenda items and announcement of a break during the General Meeting until the next day, general meeting of shareholders by absentee voting (poll)).

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

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

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

Prior to election of the Counting Committee, counting of votes at the General Meeting, explanations regarding the voting procedure, counting of votes and other issues related to arrangement of voting at the General Meeting shall be provided by temporary Counting Committee formed by the Supervisory Board of the Bank or by

the Shareholders who request convocation of the extraordinary General Meeting, as provided for by the Legislation of Ukraine.

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

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

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

9.17. The minutes of the General Meeting shall be drawn up within 10 days upon closing of the General Meeting, signed by the Chairman and the Secretary of the General Meeting of Shareholders, bound and signed by the Chairman of the Management Board.

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

9.18.1 on its own initiative;

9.18.2 at the request of the Management Board in case of insolvency proceeding against the Bank or a need for a major transaction;

9.18.3 at the request of Shareholder(s) who in aggregate hold(s) 10 percent or more of the voting Shares on the date of such request;

9.18.4 at the request of the National Bank of Ukraine;

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

The request to convene the extraordinary General Meeting of Shareholders shall be submitted in writing to the Management Board of the Company at the registered address of the Bank and shall indicate the body or surnames (names) of the Shareholders requesting convening of the extraordinary General Meeting of Shareholders, the grounds for convocation and the agenda. In case of convening the extraordinary General Meeting on the initiative of the Shareholders, the request shall also contain information on number, type and class of Shares held by the

Shareholders and shall be signed by all Shareholders who submit it. In case the draft agenda of the extraordinary General Meeting provides for an issue of early termination of powers of the Chairman of the Management Board, a proposal on candidate for position of the Chairman of the Management Board or appointment of person to be temporarily in charge of his/her powers shall be submitted.

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

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

9.20. If the interests of the Bank so require, the Supervisory Board may, when deciding on convocation of the extraordinary General Meeting, establish that a notice of convocation of the extraordinary General Meeting shall be submitted at least 15 days before the date of holding thereof in accordance with the procedure established by the Legislation of Ukraine and these Articles of Association. In this case, the Supervisory Board shall approve the agenda.

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

At least 30 days before the date of the extraordinary General Meeting, the Shareholders who convene such extraordinary General Meeting of the Bank shall post a notice on holding of the extraordinary General Meeting of the Bank in the public information database of the National Securities and Stock Market Commission or through a person engaged in the activities on publishing regulated information on behalf of stock market players, and shall also send a notice of holding of the extraordinary General Meeting and the draft agenda to the stock exchange (stock exchanges) where the shares of the Bank are listed.

The notice on holding of the extraordinary General Meeting at the request of Shareholders shall contain the data provided for by the Legislation of Ukraine, as

well as the address to which Shareholders may send proposals to the draft agenda of the extraordinary General Meeting.

9.22. Resolution on issues provided for in Clause 9.2. Article 9 of these Articles of Association where the number of Shareholders of the Bank does not exceed 25 persons may be adopted through a poll, subject to compliance with the requirements of Clauses 9.1, 9.9 of the Articles of Association on drawing up the list of Shareholders for participation in the poll and Clause 10.3.2 of the Articles of Association on approval of the list of issues for voting (draft resolutions) as the agenda by the Supervisory Board. Draft resolution or issue for voting shall be sent to Shareholders who hold voting Shares, who shall communicate their opinion (to vote on the draft resolution) in writing within 5 calendar days upon receipt of the corresponding draft resolution or issue for voting. Within 10 calendar days upon receipt of notice from the last Shareholder, the Chairman of such Meeting shall inform all Shareholders in writing of the resolution adopted. A resolution shall be deemed adopted if it has been voted for by all Shareholders holding voting Shares.

## **ARTICLE 10. SUPERVISORY BOARD**

10.1. The Supervisory Board of the Bank (hereinafter the **“Supervisory Board”**) shall be a collegiate body that protects the rights of Shareholders of the Bank and, within the limits of competence determined by these Articles of Association and the Legislation of Ukraine, manages the Bank, as well as controls and regulates activities of the Bank.

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

The Supervisory Board shall include three independent members of the Supervisory Board (**“Independent Members of the Supervisory Board”**). Requirements for Independent Members of the Supervisory Board shall be determined by the Legislation of Ukraine.

Legislation may impose additional requirements for the Supervisory Board and its members.

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

Powers of Member of the Supervisory Board shall be valid upon his/her election by the General Meeting. In the event of replacement of Member of the Supervisory Board who is a Representative of Shareholder, powers of the dismissed Member of

the Supervisory Board shall be terminated, and the new Member of the Supervisory Board shall acquire the powers upon the Bank's receipt of written notice from the Shareholder(s) represented by the respective Member of the Supervisory Board.

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

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

Members of the Supervisory Board shall not be Members of the Management Board.

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

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

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

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

Powers of Member of the Supervisory Board elected by cumulative voting, upon resolution of the General Meeting, may be terminated early only in case of simultaneous termination of powers of all Members of the Supervisory Board. In this case, resolution to terminate powers of Members of the Supervisory Board shall be adopted by the General Meeting of Shareholders by simple majority of votes of the Shareholders who registered for participation in the Meeting and hold the shares voting on the relevant issue. The provisions of this paragraph shall not apply to a

Member of the Supervisory Board who is elected to the Supervisory Board as Representative of Shareholder(s) and is withdrawn by a notice of the Shareholder(s) to the Bank.

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

The exclusive competence of the Supervisory Board shall include:

- 10.3.1 approving the Bank's development strategy in accordance with the main activities determined by the General Meeting;
- 10.3.2 approving the budget of the Bank, including the budget of the Internal Audit Department, and the business plan of development of the Bank;
- 10.3.3 determining and approving the risk management strategy and policy, the risk management procedure, as well as the list of risks, their limits;
- 10.3.4 providing for operation of the internal control system of the Bank and monitoring its efficiency;
- 10.3.5 monitoring efficiency of the risk management system;
- 10.3.6 approving the recovery plan of the Bank;
- 10.3.7 determining sources of capitalization and other financing of the Bank;
- 10.3.8 determining the Bank's credit policy;
- 10.3.9 approving, within the competence established by the Legislation of Ukraine, these Articles of Association and by-laws of the Bank, regulations (policies) regulating issues related to activities of the Bank;
- 10.3.10 determining organizational structure of the Bank, including the Internal Audit Service of the Bank;
- 10.3.11 deciding on holding ordinary or extraordinary General Meeting and the date thereof, except for cases of convocation of the extraordinary General Meeting provided for by the Legislation of Ukraine, determining the date of the list of Shareholders to be notified of the General Meeting and having the right to participate in the General Meeting, preparing and approving the agenda of the General Meeting, deciding on inclusion of proposals into the agenda, preparing proposals on issues submitted for consideration at the General Meeting;
- 10.3.12 forming the temporary counting committee in case of convening the General Meeting by the Supervisory Board;
- 10.3.13 approving the form and text of the ballot;
- 10.3.14 adopting a resolution on the sale of Shares previously redeemed by the Bank;
- 10.3.15 deciding on offering of securities other than Shares by the Bank;
- 10.3.16 deciding on redemption of securities other than Shares offered by the Bank;
- 10.3.17 appointment and dismissal of the Chairman and Members of the Management Board;
- 10.3.18 exercising control over activities of the Management Board of the Bank in the forms determined by the Supervisory Board, making proposals for its improvement;



- 10.3.19 approving the terms of civil law employment contracts concluded with Members of the Management Board and employees of the Internal Audit Service, determining the amount of their remuneration, including incentive and compensatory payments;
- 10.3.20 approving the regulation on remuneration of Members of the Management Board of the Bank;
- 10.3.21 approving the report on remuneration of Members of the Management Board of the Bank.
- 10.3.22 adopting a resolution on temporary suspension of the Chairman and/or Members of the Management Board from his/her office and election of a person who temporarily exercises the powers of the Chairman and/or Member of the Management Board;
- 10.3.23 election and dismissal of the chairman and members of other bodies of the Bank, if such bodies are established;
- 10.3.24 election of the Registration Committee, the Chairman and the Secretary of the General Meeting, unless otherwise provided for by the Legislation of Ukraine;
- 10.3.25 appointing and dismissing the Head of the Internal Audit Service of the Bank;
- 10.3.26 determining the procedure and plans for operation of the Internal Audit Service and monitoring its activities;
- 10.3.27 selecting the audit firm for external audit, approving terms of the agreement to be concluded with it, determining the amount of fee for the services;
- 10.3.28 considering the opinion of the external auditor and preparing recommendations to the General Meeting to make a decision in its respect;
- 10.3.29 controlling elimination of deficiencies revealed by the National Bank of Ukraine and other governmental bodies that supervise the Bank's activities within their competence, by the Internal Audit Department of the Bank and by the audit firm upon the results of the external audit;
- 10.3.30 determining the date of compilation of the list of persons entitled to receive dividends, the procedure and terms of payment of dividends within the time limit determined by Clause 6.4 of Article 6 of these Articles of Association;
- 10.3.31 deciding on the Bank's involvement in associations of business entities, establishment of other legal entities;
- 10.3.32 deciding on the establishment, reorganization and liquidation of subsidiaries, participation in them, establishment of standalone units of the Bank, approval of their Articles of Associations and regulations;
- 10.3.33 ensuring timely submission (publication) by the Bank of reliable information on its activities in accordance with the legislation;
- 10.3.34 establishing the procedure for conducting audits and control over financial and business activities of the Bank;
- 10.3.35 deciding on giving consent to a major transaction if the market value of property or services being the subject matter of such transaction amounts to 10-25 percent of the value of assets according to the latest annual financial statements of the Bank;

- 10.3.36 deciding on concluding transactions, the amount of which is equal to or exceeds 10 percent of the Bank's equity, except for interbank transactions, transactions with the National Bank of Ukraine and transactions in the stock market that may be concluded according to Clause 11.7. of the Articles of Association, as well as the transactions, for which decisions have been made in accordance with Subclauses 9.2.20, 10.3.35 of the Articles of Association, by approving the material conditions of such transaction (subject matter, price, term, etc.);
- 10.3.37 deciding on granting consent to related-party transactions, where the market value of property or services or the amount of funds in the related-party transaction exceeds 1 percent of the value of assets according to the latest annual financial statements of the Bank, in the manner established by the Legislation of Ukraine;
- 10.3.38 deciding on election of the appraiser of the Bank's property and approval of the terms of the contract to be concluded with it, determining the amount of fee for its services;
- 10.3.39 sending an offer to Shareholders accordingly in case of acquisition of a controlling stake in the Bank in the manner established by the Legislation of Ukraine;
- 10.3.40 deciding on selection (replacement) of the depository institution that provides additional services to the Bank, approval of the terms of the contract to be concluded with it, determining the amount of fee for its services
- 10.3.41 determining probability of recognizing the Bank insolvent due to assuming obligations or fulfilment thereof by the Company, including as a result of payment of dividends or redemption of Shares;
- 10.3.42 sending, in accordance with the procedure provided for by the Legislation of Ukraine, proposals to Shareholders for acquisition of Shares held by them;
- 10.3.43 approving the procedure for conducting transactions with the Bank's related parties;
- 10.3.44 resolution of issues that fall within the competence of the Supervisory Board in accordance with the Legislation of Ukraine in case of merger, acquisition, division, spin-off or transformation of the Bank;
- 10.3.45 resolution of other issues within the exclusive competence of the Supervisory Board in accordance with the Legislation of Ukraine.

Issues within the exclusive competence of the Supervisory Board shall not be resolved by other bodies of the Bank, except for the General Meeting, unless otherwise established by the Legislation of Ukraine.

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

In the event that the Chairman of the Supervisory Board is unable to exercise his/her powers, one of the Members of the Supervisory Board shall exercises his/her powers

by his/her decision, unless otherwise provided for by the regulation on the Supervisory Board.

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

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

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

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

10.6.1 be present at the meetings of the Board;

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

10.6.3 request convening of extraordinary meeting of the Supervisory Board;

10.6.4 provide written comments on resolutions of the Supervisory Board;

10.6.5 receive fair remuneration and compensations for performance of functions of Member of the Supervisory Board;

10.6.6 have other rights provided for by the Legislation of Ukraine and by-laws of the Bank.

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

10.7.1 act in the interests of the Bank, in good faith, reasonably, and not abuse their office;

10.7.2 comply with resolutions of the General Meeting and the Supervisory Board;

10.7.3 participate in regular and extraordinary meetings of the Supervisory Board and the work of committees of the Supervisory Board (if any); inform in advance of the inability to participate in the meetings of the Supervisory Board;

10.7.4 adhere to the established rules and procedures of the Bank for conclusion of transactions with actual or potential conflict of interests;

10.7.5 refrain from participating in decision-making process if the conflict of interests prevents them from performing their duties in the best interests of the Bank, its depositors and Shareholders;

10.7.6 adhere to the established rules of the Bank related to regime of circulation, security and storage of restricted information. not disclose confidential and insider information, banking and commercial secrets that became known in connection with performance of functions of Member of the Supervisory Board to persons who do

are not authorized to have access to such information, and use it in their own interests or in the interests of third parties;

10.7.7 provide the General Meeting, the Supervisory Board with complete and accurate information on the Bank's activities and financial position in a timely manner;

10.7.8 perform other obligations provided for by the Legislation of Ukraine and these Articles of Association.

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

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

10.9. Resolutions of the Supervisory Board shall be considered valid if they are adopted: (i) at the competent and duly constituted meeting of the Supervisory Board; and (ii) by simple majority of votes of the Members of the Supervisory Board who are present or represented at the meeting. In case of equal number of votes for and against the proposed resolution, it shall be considered as rejected.

Resolutions of the Supervisory Board may be cancelled or amended only by separate resolution of the Supervisory Board or by resolution of the General Meeting in accordance with the provisions of these Articles of Association.

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

10.10. Resolution of the Supervisory Board may be adopted by holding an absentee vote (poll). In this case, a draft resolution shall be sent to Members of the Supervisory Board that shall express their opinion thereon in writing. Resolution signed or approved by at least three Members of the Supervisory Board shall have the same validity and effect as if adopted at a duly convened and held meeting of the Supervisory Board. Such resolution shall be executed in the form of minutes of absentee voting, which shall be signed by the Chairman of the Supervisory Board.

10.11. At the proposal of the Chairman of the Supervisory Board, the Supervisory Board shall have the right to elect the Corporate Secretary in accordance with the established procedure. The Corporate Secretary is the person responsible for interaction of the Bank with shareholders and/or investors.

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

## **ARTICLE 11. MANAGEMENT BOARD**

11.1. The Management Board of the Bank (hereinafter the “**Management Board**”) is a collegial executive body of the Bank that manages the current activities, formation of funds necessary for carrying out the statutory activities of the Bank, and shall be responsible for the effectiveness of its work in accordance with the principles and procedure established by these Articles of Association, resolutions of the General Meeting and the Supervisory Board, as well as the regulations on the Management Board of the Bank.

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

11.3. The Management Board shall be appointed by the Supervisory Board in the number of at least three persons who have full civil capacity and meet the legal requirements of the NBU, for a term of three years. The Management Board shall consist of the Chairman of the Board (hereinafter the “**Chairman of the Board**”) who heads the Management Board, and may also include the Deputy Chairman of the Management Board (hereinafter the “**Deputy Chairman**”) and other persons in accordance with the resolution of the Supervisory Board (each of the above collectively “**Members of the Management Board**”) unless otherwise provided for by the Legislation of Ukraine.

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

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

11.5.1 organize holding of annual and extraordinary General Meetings;

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

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

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

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

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

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

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

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

11.5.10 develop regulations that govern activities of structural and standalone units of the Bank in accordance with the development strategy of the Bank;

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

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

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

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

11.7. The Chairman of the Management Board and the Deputy Chairman of the Management Board shall have the right to perform any actions on behalf of the Bank without a power of attorney, jointly or separately, but subject to limitations set forth in Clauses 9.2.20, 10.3.36 – 10.3.38 of these Articles of Association.

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

11.8. The Chairman of the Management Board shall organize keeping minutes of meetings of the Management Board.

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

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

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

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

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

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

## **ARTICLE 13. AUDIT**

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

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

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

13.4. In order to ensure continuous monitoring of the internal control system and internal procedures for assessing the Bank’s capital, to ensure independent assessment of adequacy of the Bank’s policies and methods of operation, as well as their implementation, the Bank shall have an internal audit service (hereinafter the “**Internal Audit Service**”), which shall be a part of the internal control system of the Bank.

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

13.5.1. verifying availability and evaluating efficiency of risk management systems, compliance of such systems with types and scope of the Bank’s operations, and the Bank’s internal control;

13.5.2. reviewing the process of assessment of the capital adequacy, taking into account the risks the Bank is exposed to;

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

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

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



- 13.5.6. reviewing financial and business activities of the Bank;
- 13.5.7. assessing information and technical support of management and operations;
- 13.5.8. verifying correctness and accuracy of accounting and financial reporting;
- 13.5.9. verifying accuracy and timeliness of submission of information to governmental and management bodies that supervise the Bank's activities within their competence;
- 13.5.10. other functions related to supervision and control over the Bank's activities.
- 13.6. The Internal Audit Service shall assess the types of activities of the Bank ensured by engaging legal entities and individuals on a contractual basis (outsourcing).
- 13.7. The Internal Audit Service shall be subordinated and accountable to the Supervisory Board. The status, functional responsibilities and powers of the Internal Audit Service shall be defined in the regulation on the Internal Audit Service approved by the Supervisory Board.
- 13.8. Based on the results of its audits, the Internal Audit Service shall prepare and submit reports and proposals on elimination of the identified violations to the Supervisory Board.
- 13.9. The Internal Audit Service shall have the right to review all documentation of the Bank and oversee the activities of any unit of the Bank, the right to access the system of automation of banking operations. The Internal Audit Service shall have the right to request written explanations from managers and employees of the Bank on issues arising during the audit and its results.
- 13.10. The Head of the Internal Audit Service may demand to convene an extraordinary meeting of the Supervisory Board.
- 13.11. The Internal Audit Service shall not be liable for and does not have authority over the operations it audits.
- 13.12. The Internal Audit Service shall be responsible for the scope and accuracy of the reports submitted to the Supervisory Board regarding the matters within its competence.

**ARTICLE 14. FINANCIAL DOCUMENTATION.  
ACCOUNTING AND REPORTING. FINANCIAL MONITORING**

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

14.2. The financial results of the Bank's operations shall be presented in UAH. The Bank may maintain a parallel set of records in other foreign currencies, according to resolution of the Supervisory Board. The accounting currency shall be converted in accordance with the Legislation of Ukraine and the accounting principles.

14.3. Financial documentation, statistical accounting and regular financial statements shall be prepared and submitted to the NBU and the competent state authorities and the General Meetings in accordance with these Articles of Association and accounting principles established by the Legislation of Ukrainian and IAS.

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

14.5. The Management Board shall inform the NBU within the time established by it of:

- 14.5.1 dismissal of the manager(s) of the Bank and the candidate for this post;
- 14.5.2 change of the registered address of the Bank and its standalone structural units;
- 14.5.3 losses in the amount exceeding 15 percent of the Bank's capital;
- 14.5.4 decrease of the capital below the level of the regulatory capital of the Bank;
- 14.5.5 presence of at least one of the grounds to include the Bank to the category of problem or insolvent banks or for withdrawal of the banking license and liquidation of the Bank;
- 14.5.6 termination of the banking activity;
- 14.5.7 notice of suspicion of committing a criminal offence to the manager of the Bank, an individual holding the substantial share or a representative of the legal entity holding a substantial share;
- 14.5.8 in other cases determined by the NBU.

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

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

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

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

14.10. The Bank's managers shall be responsible for preparation and maintenance of accounts and financial statements, for accuracy of information on such accounts and financial statements.

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

14.12. Taking into account the requirements of the Legislation of Ukraine, regulations of the NBU and the specially authorized executive body on financial monitoring, the Bank shall ensure the establishment and operation of an internal bank system for prevention of legalization (laundering) of proceeds from crime, financing of terrorism and financing of proliferation of weapons of mass destruction. The Bank shall develop, implement and regularly update internal documents on financial monitoring, and appoint an employee responsible for such monitoring.

#### **ARTICLE 15. BANKING SECRECY SEIZURE. FORECLOSURE**

15.1. The Bank shall guarantee maintenance of bank secrecy on transactions, accounts and deposits of its clients and correspondents. Bank secrecy shall include information on activities and financial position of a client that became known to the Bank in the course of servicing of the client and relations with the client or third parties during provision of the Bank's services.

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

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

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

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

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

## **ARTICLE 16. PROCEDURE FOR REORGANIZATION AND LIQUIDATION OF THE BANK**

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

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

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

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

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

16.6. The Bank can be liquidated:

16.6.1. on the initiative of Shareholders;

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

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

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

16.9. Claims of creditors of the Bank shall be granted in case of its liquidation in the order provided for by the Legislation of Ukraine.

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

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

16.10.1 payment of accrued unpaid dividends on the preferred Shares;

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

16.10.3 payment of the liquidation value of the preferred Shares;

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

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

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

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

## **ARTICLE 17. AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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

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

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

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

**Viktor Viktorovych Ponomarenko**