



ProCredit Bank

ПроКредит Банк

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

«APPROVED»
by the General Shareholders' Meeting,
Minutes of 27 June 2018
Chairperson of the General
Shareholders' Meeting

Victor Ponomarenko
(name)

(signature)

Secretary for the General Shareholders'
Meeting

Rostyslav Ignatiev
(name)

(signature)

**KYIV
2018**

1. GENERAL PROVISIONS

1.1. Regulations on the General Shareholders' Meeting of ProCredit Bank, a joint stock company, (the "Regulations") are developed in accordance with the Charter of ProCredit Bank, a joint stock company (the "Charter"), Law of Ukraine On Joint Stock Companies, other applicable laws of Ukraine and recommendations of the Corporate Governance Principles approved by Resolution of the State Commission on Securities and Stock Market of Ukraine No. 955 dated as of 22 July 2014.

1.2. The Regulations shall determine legal status, procedure for preparation, convocation and organisation of the General Shareholders' Meeting (hereinafter referred to as the "General Meeting") as well as its decision-making procedure.

1.3. The Regulations shall be approved by the General Meeting. Only the General Meeting shall introduce amendments and additions hereto.

1.4. Provisions of the Charter shall prevail over the provisions of this Regulations, should there be discrepancies.

2. LEGAL STATUS OF THE GENERAL MEETING

2.1. The General Meeting shall be the supreme governing authority of the Bank.

2.2. The General Meeting may resolve any issues of the Bank's activities, unless otherwise prescribed by Ukrainian Law.

In case the Supervisory Board, according to Ukrainian Law, approves a resolution to bring any issue within the exclusive competence of the Supervisory Board under the Law or this Charter for consideration by the General Meeting of the Bank, the General Meeting shall be entitled to consider such issue and adopt a resolution thereon.

2.3. The applicable law of Ukraine and the Charter of the Bank shall determine the scope of the General Meeting's competence.

2.4. The General Meeting may not carry resolutions on items not included in the Agenda with the exception for changing the order in which items of the Agenda are to be discussed or declaring the General Meeting adjourned until the next day.

3. ANNUAL AND EXTRAORDINARY GENERAL MEETING

3.1. The Bank shall hold annual and extraordinary General Meetings.

3.2. The Bank shall convene the Annual General Meeting on or before 30 April of the year that follows a reporting year.

3.3. All other General Meetings shall be deemed extraordinary.

3.4. Annual and extraordinary General Meetings shall be held on the territory of Ukraine within the area at the Bank's location. The General Meeting may also be held outside Ukraine if foreign citizens, stateless persons, foreign legal entities or international institutions hold 100 percent of the Bank's shares as of the date of the General Meeting. The Bank's Supervisory Board shall adopt decision on the place to hold the General Meeting. In the event that the extraordinary General Meeting is convened at the request of the Bank's shareholders, such shareholders shall adopt decision on the place thereof.

4. CONVOCAATION OF THE GENERAL MEETING

4.1. The General Meeting convocation procedure shall provide for:

- 1) approval of the convocation thereof;
- 2) preparation of documents connected with the draft agenda, drawing up registers of shareholders in accordance with the statutory requirements;
- 3) notification of shareholders of the General Meeting and promulgation of information as prescribed by applicable law;
- 4) making proposals to the draft agenda of the General Meeting by the shareholders;
- 5) approval of amendments and additions to the draft agenda and approved agenda of the General Meeting;
- 6) familiarisation of the shareholders with approved amendments and the agenda approved by the Supervisory Board.

4.2. The General Meeting shall be convened under respective decision of the Supervisory Board:

- 1) on its own initiative;
- 2) at the request of the Management should insolvency proceedings be initiated against the Bank or should there be a need to consummate a major transaction;
- 3) at the request of the shareholder(s) holding at least 10 percent of the Bank's ordinary shares as of the date of request;
- 4) as otherwise provided by applicable law of Ukraine or where the interests of the Bank so require.

4.3. The shareholders jointly holding at least 10 percent of the Bank's voting shares shall have the right to request convocation of the extraordinary General Meeting any time and for any reason. Should the Supervisory Board fail to approve convocation

of the Extraordinary General Meeting at the request of the Shareholders (Shareholder) holding in the aggregate 10 and more percent of the Company's ordinary Shares on the date of filing a request within 10 days from the date of receipt of such request, or deny such convocation of the Extraordinary General Meeting, the Extraordinary General Meeting may be convened by the Shareholders (Shareholder) so requesting in accordance with the Ukrainian Law within 90 days from the date such Shareholders (Shareholder) file a request for the Bank to convene it. Shareholders may appeal resolution of the Supervisory Board to deny convocation of the Extraordinary General Shareholders' Meeting in court.

4.4. The request to convene the General Meeting shall contain:

- 1) details on the persons making a proposal (name of the Bank's body; surname, given name, patronymic of the shareholders or the name thereof);
- 2) details on the number, type and class of shares held by the shareholders requesting convocation of the extraordinary General Meeting;
- 3) reasons for the convocation of the General Meeting;
- 4) complete wording of the items proposed to be put on the draft agenda. The request may also contain draft decisions on such items on the draft agenda.

. In case the Agenda of the Extraordinary General Meeting provides for the item of early termination of powers of the General Manager, proposal on a candidate for election as the General Manager or appointment of a person, who will temporarily exercise his/her powers, shall be simultaneously submitted.

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

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

4.6. The Supervisory Board shall approve convocation of the extraordinary General Meeting or refusal from convening thereof within 10 calendar days from receipt of request to convene thereof.

Draft agenda of the General Meeting and agenda of the General Meeting shall be approved by the Supervisory Board or by the Shareholders at whose request the Extraordinary General Meeting is convened to the extent permitted by law.

The extraordinary General Meeting, which are being convened by the Supervisory Board, has to be held within 45 calendar days from receipt of a request to convene thereof.

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

- 1) full name and location of the Bank;
- 2) date, time and place of the General Meeting with the number of the meeting room or office where the shareholders have to arrive indicated;
- 3) list of items put on the draft agenda and procedure for putting items on the agenda;
- 4) election of the registration commission and shareholders registration procedure;
- 5) election of an interim tabulation commission;
- 6) appointment of the Chairperson and Secretary of the General Meeting;
- 7) list of documents connected with the draft agenda and procedure for familiarisation of the shareholders with such documents;
- 8) text of the notice to the shareholders;
- 9) date as of which the register of shareholders eligible to participate in the General Meeting is drawn up, who have to be notified of the General Meeting in person; such date shall be fixed not earlier than the decision on Convocation of the General Meeting is taken and not earlier than 60 days prior to the date of the General Meeting.

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

- 1) full name and location of the Bank;
- 2) date, time and place of the General Meeting with the number of the meeting room or office where the shareholders have to come indicated;
- 3) start time and end time of the shareholders' registration for participation in the General Meeting;
- 4) list of items together with draft resolutions for items included in the draft agenda (save for cumulative voting);
- 5) date of drawing up a register of the shareholders eligible to participate in the General Meeting;
- 6) own website address at which information including draft resolutions for items included to the draft agenda are placed, and other information prescribed by the Article 35 of the Law On Joint-Stock Companies;
- 7) procedure for familiarisation of the shareholders with the materials and documentation, which they can familiarise themselves with during preparation to the General Meeting, determination of the place for such familiarisation as well as an officer responsible for familiarisation with documentation required to adopt decisions on the agenda items;

- 8) information on rights given to Shareholders by the Articles 36 and 38 of the Law On Joint-Stock Companies, which can be executed upon receipt of the notice on the convocation of the General Meeting and term during which these rights can be exercised;
- 9) description of procedure of participation and voting at the General Meeting by Power of Attorney.

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

4.9. Notice of the General Meeting and the Draft Agenda thereof shall be given to each of the Shareholders listed in the Shareholders register drawn up in the manner established by the laws on the depository system of Ukraine on the date determined by the Supervisory Board, and in case of convening an extraordinary General Meeting upon Shareholders' request as provided for by the Ukrainian Law, notices shall be given by such Shareholders. The established date may not precede the date of resolution to hold the General Meeting and may be established not earlier than 60 days prior to the date of holding thereof.

Notice of the General Meeting and the Draft Agenda thereof shall be given to Shareholders by the person convening the General Meeting in the manner prescribed by the Supervisory Board at least 30 days prior to the date of holding thereof. Notices shall be given by the person convening the General Meeting or the person keeping records of titles to the Shares in case the General Meeting is convened by Shareholders.

The Bank shall also give a notice of the General Meeting and the Draft Agenda thereof to the stock exchange, where securities of the Bank are listed, and place on its website information provided for by the Ukrainian Law at least 30 days prior to the date of holding thereof.

At least 30 days prior to the date of the General Meeting, the Bank shall publish a notice of the General Meeting in the public informational data base of securities market of the NSSMC or through a person publishing regulated information on behalf of the stock market participants.

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

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

4.11. Each Shareholder shall have the right to propose items for the Draft Agenda of the General Meeting and to propose nominees to the bodies of the Bank in the number not exceeding the quantitative composition of the respective body. Proposals to the Agenda shall be submitted at least 20 days before the date of the General Meeting. Proposals on nominees to the bodies of the Bank shall be submitted at least 7 days before the date of the General Meeting.

Proposal to the Draft Agenda of the General Meeting shall be submitted in writing and shall contain the name (full name) of the Shareholder submitting such proposal, number, type and/or class of Shares held by such Shareholder, wording of the proposal and/or draft decision, as well as number, type and/or class of Shares held by the nominee proposed by such Shareholder to the bodies of the Bank.

Proposals on the inclusion of new items into the Agenda shall contain relevant draft resolutions thereon. Proposal as to the Supervisory Board nominee shall specify whether a nominee is the Shareholder's representative or whether a nominee is proposed to be appointed to the position of Member of the Supervisory Board – independent director.

The candidate nominated for election to the Bank's bodies shall have the right to stand down any time having unformed thereof the Management of the Bank.

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

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

4.13. Proposals of the shareholders jointly holding 5 and more percent of the voting shares as of the date of submittal thereof, may not be rejected and have to be put on the draft agenda of the General Meeting on a mandatory basis. Such being the case, the Supervisory Board's approval of putting an item on the draft agenda shall not be required and the proposal shall be deemed put on the draft agenda subject to being made in compliance with the requirements of Article 4 herein

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

- the shareholders have failed to comply with the statutory prescribed timeframe;
- the statutory prescribed details are incomplete.

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

4.14. In the event of amendment of the draft agenda of the General Meeting, the Bank shall notify the shareholders by sending a notice containing the draft agenda by registered mail or delivering thereof to the registered shareholders (their authorised representatives) by hand against acknowledgement or otherwise.

4.15. Within the period from the date of sending the notice of the General Meeting and to the date of holding thereof the shareholders shall be afforded an opportunity to familiarise themselves with the documents related to the agenda and required to adopt decisions on the items on the agenda:

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

5. GENERAL MEETING'S OPERATING BODIES

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

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

5.2. Should it be necessary to perform administrative functions connected with the preparation to and holding of the General Meeting, the responsible officer of the Bank shall be appointed, whose scope of authority shall include:

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

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

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

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

5.4. Tabulation commission shall be elected to provide for the voting at the General Meeting and to tabulate the votes. Before the Tabulation commission is elected, explanations as to the voting procedure, tabulation of votes and other issues pertinent to the voting at the General Meeting shall be given by an Interim Tabulation Commission formed by the Supervisory Board. If the Extraordinary General Meeting is convened at the Shareholders' request, explanations as to the voting

procedure, tabulation of votes and other issues pertinent to the voting at the General Meeting shall be given by the Shareholders so requesting

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

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

5.5. Members of the tabulation commission shall be elected by the General Meeting. The elected members of the tabulation commission shall exercise their powers until the next election of the new composition of the tabulation commission by the General Meeting.

Powers of the registration and the tabulation commissions may be delegated to the Bank's depository under an agreement.

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

5.7. The Chairperson of the General Meeting shall:

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

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

Meeting. Apart from the Secretary of the General Meeting, the Supervisory Board may appoint a secretariat to help the Secretary of the General Meeting in drawing up and formalising minutes of the General Meeting should it be necessary.

6. PARTICIPATION IN THE GENERAL MEETING

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

- 1) shareholders of the Bank (entered into the register of shareholders eligible for such participation, which is drawn up in the manner prescribed by applicable laws of Ukraine on depositary system as of the date determined by the Supervisory Board in its decision to convene the General Meeting);
- 2) members of the Management who are not the Bank's shareholders (at the invitation of the person convening the General Meeting);
- 3) representative of the Bank's independent auditor (audit firm) (with a view to give answers to the shareholders as far as auditors' report is concerned);
- 4) candidates entered into the voting ballots at the election to the Bank's bodies;
- 5) other persons upon authorisation of the Chairperson of the General Meeting.

6.2. Shareholders can participate in the General Meeting personally or via proxies. The shareholder's proxy can be an individual, a legal entity or an authorised person of a legal entity. Other shareholders or third persons who are not the shareholders can also be such proxies.

The Bank's officials and their related persons may not act as proxies for other shareholders of the Bank at the General Meeting.

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

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

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

6.6. Executing power of attorney shall not prevent the person who has executed it from personal participation in the General Meeting instead of the proxy. The shareholder shall have the right to recall or replace the proxy any time by cancelling the power of attorney and simultaneously notifying thereof such proxy and the Management (or the shareholders requesting convocation of the extraordinary General Meeting).

7. REGISTRATION OF PARTICIPANTS IN THE GENERAL MEETING

7.1. On the day the General Meeting is held, the registration commission shall register the General Meeting's participants prior to the beginning thereof specifying number of the votes belonging to each of the General Meeting's participants.

Powers of the registration commission may be delegated to the depository under an agreement. In such a case, Chairperson of the registration commission shall be representative of the depository, which provides additional services to the Bank, i.e. acts as the registration commission.

7.2. The General Meeting's participants shall undergo registration at the place of the General Meeting within the timeframe specified in the notice of the General Meeting. The registration commission shall determine the quorum of the General Meeting by the close of registration.

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

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

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

The list of the shareholders or their proxies registered for participation in the General Meeting (the register) shall be signed by the chairperson of the registration

commission elected by a simple majority vote of the members thereof prior to registration.

The registration commission may deny registration to the shareholder (shareholder's representative) only if such shareholder (shareholder's representative) presents no identity documents and if the shareholder's representative presents no documents to confirm his or her powers to act as proxy at the General Meeting.

7.4. The shareholders who have come late for the General Meeting and failed to undergo registration in due time including after postponement of the opening of the General Meeting may be present at the General Meeting but may not participate in the voting. The shares of such shareholders shall not be taken into account at the determination of quorum.

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

7.6. The shareholders jointly holding 10 and more percent of voting shares and National Securities and Stock Exchange Commission may appoint their own proxies to control registration of the shareholders for participation in, procedure of conducting of, voting at the General Meeting having notified the Management (the shareholders requesting that the extraordinary General Meeting be convened) thereof in writing prior to registration.

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

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

8. RULES OF THE GENERAL MEETING

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

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

8.2.1. composition of the registration commission;

- 8.2.2. start time and end time of the registration of the General Meeting's participants;
- 8.2.3. total number of persons entered into the register of persons eligible to participate in the General Meeting;
- 8.2.4. total number of persons registered to participate in the General Meeting and number of the votes that belong to such persons;
- 8.2.5. number of the voting ballots given out at the registration of the General Meeting's participants;
- 8.2.6. presence or absence of quorum to hold the General Meeting.

The General Meeting shall be deemed validly convened provided that the shareholders jointly holding more than 50 percent of the voting shares has registered to participate in such General Meeting. If the General Meeting has failed to reach the quorum as of the time of termination of the registration including those rescheduled in accordance with Clause 7.2 herein, the General Meeting shall be deemed called off. Given the quorum is present, the Chairperson of the General Meeting shall declare the General Meeting opened.

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

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

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

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

8.5. The General Meeting shall elect the tabulation commission to provide explanations as to the voting procedure, tabulation of votes and other issues related to providing for voting at the General Meeting as well as to execute and to sign minutes of the voting results. The General Meeting shall determine composition of

the tabulation commission. The tabulation commission may not include persons who are members of the bodies of the Bank.

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

Every 3 hours of continuous work, the Chairperson may adjourn the General Meeting for not less than 15 and not more than 60 minutes. The General Meeting may not be held after 10 pm local time. Should it be impossible to consider all items put on the agenda within one day, the General Meeting may be adjourned until the next day. Decision to adjourn the General Meeting until the next day shall be adopted by a simple majority vote of the shareholders registered to participate in the General Meeting and holding shares that are voting at least as to one item to be considered the next day and shall be declared by the Chairperson of the General Meeting. The shareholders (their proxies) shall not undergo re-registration the next day. Longer adjournments shall be prohibited. After such adjournment, the General Meeting shall continue its work without having to re-register the shareholders and determine the quorum. Number of the shareholders' votes shall be determined based on the first day registration details.

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

8.7. The Chairperson of the General Meeting shall propose the agenda items for consideration in the same order as listed in the published agenda. Consideration of each item on the agenda save for electing the Bank's bodies, shall commence with the announcement of the draft decision on this item as well as recommendation or opinions prepared by the Bank's Supervisory Board and/or other persons.

8.8. Any shareholder shall have the right to speak at the discussion of the items on the agenda and to refuse from such speech any time. The shareholder may speak only on the item being discussed.

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

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

1) such right;

- 2) repurchase price;
- 3) repurchase procedure and timeframe.

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

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

9. GENERAL MEETING DECISION-MAKING PROCEDURE

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

Shareholder shall have one vote for each share except for cumulative voting.

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

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

- 1) winding-up of the Bank, which envisages conversion of the preference Shares into preference shares of another class, ordinary shares or other securities of legal successor (successors);
- 2) introduction of amendments to this Charter, which provide for restriction of the preference Shareholders' rights;
- 3) introduction of amendments to this Charter, which provide for placement of the preference Shares of new class, giving their holders priority in receiving dividends or proceeds in the event of the Bank's liquidation;
- 4) reduction of the Company's Authorized Capital.

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

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

- 1) full name of the Bank;

- 2) date and time of the General Meeting;
- 3) items put to vote and draft decisions thereon;
- 4) voting options for each draft decisions – “affirmatively”, “negatively” or “abstain from voting”;
- 5) reservation that the ballot has to be signed by the shareholder (shareholder’s representative) specifying surname, first name and patronymic of the shareholder (shareholder’s representative) or name of the shareholder if a body corporate. Absent such details and signature, the ballot shall be deemed null and void.
- 6) name or full name of the shareholder , the shareholder’s representative (if any) and number of votes held.

Upon signature by the shareholder or shareholder’s representative, voting ballot is countersigned by member of the tabulation commission.

Cumulative voting ballot shall contain:

- 1) full name of the Bank;
- 2) date and time of the General Meeting;
- 3) list of nominees to the Bank’s bodies specifying the details required by the National Securities and Stock Market Commission;
- 4) box for the shareholder (shareholder’s representative) to specify the number of votes to be cast for each candidate;
- 5) reservation that the ballot has to be signed by the shareholder (shareholder’s representative) specifying surname, first name and patronymic of the shareholder (shareholder’s representative) or name of the shareholder being if a body corporate. Absent such details and signature, the ballot shall be deemed null and void;
- 6) number of votes held by each shareholder.

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

Voting ballot shall be deemed null and void of:

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

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

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

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

9.5. The following General Meeting decisions shall be approved by more than three fourth of the total votes of the Shareholders:

- Introduction of amendments and additions to the Bank's Charter;
- Approval of redemption of shares save for instances of mandatory redemption under Ukrainian Law and cancellation of shares repurchased by the Bank;
- Approval of change of the Bank's form of incorporation;
- Approval of placement of new shares by the Bank;
- Approval of the placement of securities which may be converted into Shares;
- Approval of adjustment (increase or decrease) of the authorised capital;
- Approval of termination of (by merger, acquisition, spin-off), reorganisation and winding-up of the Bank, unless otherwise provided by Ukrainian law, appointment of the liquidation commission (liquidator), approval of liquidation procedure and timeframe, procedure for distribution of property amongst the shareholders once creditors' claims have been met, approval of the liquidation balance sheet.

Decisions on other items shall be approved by a simple majority vote of the Shareholders (more than 50 percent) registered to participate in the General Meeting.

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

9.7. The General Meeting may not adopt decisions on the item, which is not put on the agenda as well as change the agenda of the General Meeting with the exception for changing the order in which items of the Agenda are to be discussed or declaring the General Meeting adjourned until the next day.

During the General Meeting the order in which items of the agenda are to be discussed may be changed if such change is voted affirmatively by at least three fourth of the votes of shareholders registered to participate in the General Meeting.

9.8. The Chairperson of the General Meeting shall adopt decision on the items connected with the General Meeting procedure.

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

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

Minutes of the cumulative voting results shall specify:

- 1) date of the voting;
- 2) number of votes cast for each candidate nominated to the Bank's bodies;
- 3) number of votes of the shareholders who have not taken part in the voting;
- 4) number of votes of the shareholders under ballots that have been deemed null and void.

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

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

Voting results shall be declared at the General Meeting at which the votes have been exercised. The shareholders entered into the register of shareholders eligible to participate in the General Meeting drawn up as of the date fixed by the Supervisory Board shall be notified of the voting results and adopted decisions within 10 days upon adjournment of the General Meeting in the manner prescribed by the Bank's Charter.

The Bank shall inform the shareholders of the General Meeting results by publishing respective information in the official gazettes as provided by applicable law of Ukraine.

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

10. MINUTES OF THE GENERAL MEETING

10.1. The course of the General Meeting and the adopted decisions including results of the voting on each item on the agenda shall be documented in the form of the minutes taken by the secretary (secretariat) of the General Meeting.

10.2. Minutes of the General Meeting shall state:

- 1) date, time and place of the General Meeting;
- 2) date of drawing up a register of the shareholders eligible to participate in the General Meeting;
- 3) total number of persons entered into the register of the shareholders eligible to participate in the General Meeting;
- 4) total number of the shareholders' votes registered to participate in the General Meeting;
- 5) quorum of the General Meeting;
- 6) Chairperson and Secretary of the General Meeting;
- 7) composition of the tabulation commission;
- 8) agenda of the General Meeting;
- 9) key theses of the speeches;
- 10) procedure for voting at the General Meeting (open, ballot, etc.);
- 11) voting results stating results of the voting on each item on the agenda and decisions adopted by the General Meeting.

10.3. Minutes of the General Meeting, amendments and additions to the Charter approved by the General Meeting, internal documents of the Bank as well as amendments and additions thereto shall be laced, signed by the Chairperson and Secretary of the General Meeting and have the Bank's seal affixed.

10.4. Minutes of the General Meeting signed by the Chairperson and Secretary of the General Meeting shall be filed and countersigned by the General Manager.

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

10.6. Minutes of the General Meeting and attachments thereto (minutes of the tabulation commission, amendments and additions to the Charter, internal documents of the Bank as well as amendments and additions thereto, etc.) have to be finalised within not more than ten days from the date of adjournment of the General Meeting.

10.7. Copies of the minutes of the General Meeting (extracts from the minutes) shall be any time provided to any shareholder at such shareholder's request.

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