

SECTION 1. GENERAL PROVISIONS

1.1. The present Charter (hereinafter referred to as the Charter) determines the procedure for the organization, business and dissolution of PUBLIC JOINT-STOCK COMPANY "COMMERCIAL BANK "ACCORDBANK" (hereinafter referred to as the Bank).

1.2. The Bank is a legal entity under the laws of Ukraine. The Bank was incorporated in accordance with the articles of incorporation of the Bank dated 9 October 2007 and based on the decision of the constitutive meeting on the Bank incorporation (Minutes dated 11 March 2008) registered by the National Bank of Ukraine on 4 June 2008 under registration No. 324.

Due to the bringing to conformity with the requirements of the Law of Ukraine "On JOINT-STOCK Companies" dated 17.09.2008 No. 514-VI, by the decision of the General Meeting of the Shareholders of the Bank dated 12.05.2009 the previous name of the Bank (Open JOINT-STOCK Company "Commercial Bank "Accordbank") is changed in a part of the statement of the company's type (PUBLIC JOINT-STOCK COMPANY "COMMERCIAL BANK "ACCORDBANK").

CHARTER
of
PUBLIC JOINT-STOCK COMPANY
"COMMERCIAL BANK "ACCORDBANK"
(new version)

1.3. The Bank is a public JOINT-STOCK company, has its own authorized capital divided into shares of equal par value.

Identification code 35960913

1.4. Name of the Bank:

full official name:

• in Ukrainian:

ПУБЛІЧНЕ АКЦІОНЕРНЕ ТОВАРИСТВО «КОМЕРЦІЙНИЙ БАНК «АКОРДБАНК»

• in English:

COMMERCIAL BANK "ACCORDBANK", PUBLIC JOINT-STOCK COMPANY

short official name:

• in Ukrainian: П/АТ «КБ «АКО

• in English: "CB "ACCORDBA

1.5. The full and short names of the Bank shall be entered to the Unified State Register of Entrepreneurs, and Non-Governmental Organizations, and shall be published in accordance with the requirements of the applicable laws of Ukraine.

1.6. Any participants of civil relations may be the shareholders of the Bank (hereinafter referred to as the Shareholders).

1.7. The location (address) of the Bank: 6 Stetsenka St., Kyiv, 04136, Ukraine.

1.8. In its activities, the Bank is governed by the Laws of Ukraine "On Banks and Banking", "On JOINT-STOCK Companies", "On Capital Markets and Organized Commodity Markets", the Civil Code of Ukraine, the Business Code of Ukraine, other laws of Ukraine, and the resolutions of the National Bank of Ukraine as well as the provisions of the present Charter.

Kyiv – 2026

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PUBLIC JOINT- STOCK COMPANY "COMMERCIAL BANK "ACCORDBANK" is an assignee of Open JOINT- STOCK Company "Commercial Bank "Accordbank".

1.3. The Bank is a public type JOINT- STOCK company, has its own authorized capital divided into the determined number of shares of equal par value.

1.4. Name of the Bank:

full official name

- in Ukrainian:

ПУБЛІЧНЕ АКЦІОНЕРНЕ ТОВАРИСТВО «КОМЕРЦІЙНИЙ БАНК «АКОРДБАНК»

- in English:

COMMERCIAL BANK "ACCORDBANK", PUBLIC JOINT- STOCK COMPANY

short official name:

- in Ukrainian: **ПуАТ «КБ «АКОРДБАНК»**,
- in English: **"CB "ACCORDBANK" PuJSC.**

1.5. The full and short names of the Bank are equal. The name of the Bank shall be entered to the Unified State Register of Legal Entities, Individual Entrepreneurs, and Non-Governmental Formations in accordance with the requirements of the applicable laws of Ukraine.

1.6. Any participants of civil relations may be the shareholders of the Bank (hereinafter referred to as the Shareholders).

1.7. The location (address) of the Bank: 6 Stetsenka St., Kyiv, 04136, Ukraine.

1.8. In its activities, the Bank is governed by the Laws of Ukraine "On Banks and Banking", "On JOINT- STOCK Companies", "On Capital Markets and Organized Commodity Markets", the Civil Code of Ukraine, the Business Code of Ukraine, other laws of Ukraine, enactments of the National Bank of Ukraine as well as the provisions of the present Charter.

1.9. The Bank shall gain the status of a legal entity and a bank in accordance with the provisions of the laws of Ukraine.

1.10. The Bank was created for the indefinite term, unless the Shareholders agree otherwise in writing or unless its business has been terminated in accordance with the present Charter.

1.11. The Bank has its civil legal capacity and legal capability in accordance with the established purpose and the subject matter of its business as well as the scope of obligations, which may be undertaken by the Bank in accordance with the laws of Ukraine and the present Charter.

1.12. The Bank acquires civil rights and duties (civil legal capacity) and exercises them through its bodies acting in accordance with the laws of Ukraine and the present Charter. The procedure for the creation of the Bank's bodies shall be established by the laws of Ukraine and the present Charter.

1.13. The Bank may on its own behalf acquire the rights and duties to act as a plaintiff and a defendant before judicial authorities, act in accordance with the laws of Ukraine as a participant (founder) of other legal entities, banking groups, acquire other rights and bear responsibilities in accordance with the requirements of the laws of Ukraine.

1.14. The Bank owns separate property. The Bank is liable for the rational use and preservation of its own and attracted funds, values and property.

1.15. The Bank shall individually own, use and dispose of the property owned by it.

1.16. The Bank shall have the right to open its branches, representative offices and departments in the territory of Ukraine and create branches and representative offices abroad, subsidiary banks in the territory of other countries in accordance with the procedure established by the laws of Ukraine.

1.17. In its activity, the Bank performs the requirements of the laws and enactments of the National Bank of Ukraine, uses the unified rules of accounting in banks based on the integrated automation and computerization in accordance with the laws of Ukraine, submits reporting and information to the National Bank of Ukraine within the scope and in the forms established by it.

1.18. The Bank is liable for its obligations with all its property in accordance with the laws of Ukraine.

The state shall not be liable for the Bank's obligations and the Bank shall not be liable for the obligations of the state, unless otherwise provided for by the law or agreement.

The National Bank of Ukraine shall not be liable for the obligations of the Bank and the Bank shall not be liable for the obligations of the National Bank of Ukraine unless otherwise provided for by the law or agreement.

1.19. The Bank has a sound seal, stamps, letterheads with its name and the depiction of its emblem.

1.20. The official language of the Bank is Ukrainian. The Bank's working languages are Ukrainian and English. If necessary, the Bank may apply other languages as working languages to ensure the Bank's activity.

1.21. The Bank is a part of the unified banking system of Ukraine.

1.22. The Bank carries out its business in the whole territory of Ukraine.

SECTION 2. THE PURPOSE AND BRANCHES OF THE BANK'S ACTIVITY

2.1. The Bank is universal as to the branches of its operation.

2.2. The purpose of the Bank's activity is to attract, accumulate and use the funds for the comprehensive assistance in the development and reinforcement of industrial, financial sectors and other sectors of Ukrainian economy, the support to the development of security market in Ukraine, social sphere as well as the receipt of profits by carrying out the full range of banking operations.

2.3. In its activities, the Bank shall be governed by its own commercial interests and the interests of Shareholders.

2.4. The Bank carries out banking operations in accordance with the requirements of the banking laws of Ukraine.

2.5. The Bank shall have the right to purchase shares and participate with its own property in the establishment of legal entities in Ukraine and abroad, in accordance with the procedure provided for by the applicable laws of Ukraine.

2.6. The Bank shall have the right to sell the pledged property on which execution was imposed in the event of the non-performance of the obligations secured by such property in accordance with the procedure determined by the applicable laws of Ukraine.

2.7. The Bank shall have the right to carry out direct investments and operations with securities in accordance with the laws of Ukraine about capital markets, investment activities and in accordance with the laws and enactments of the National Bank of Ukraine.

2.8. Foreign business activity of the Bank is carried out in accordance with the Law of Ukraine "On Foreign Business Activity", other laws and enactments of Ukraine.

2.9. The Bank shall have no right to carry out business in the field of material production, trade (except from the sale of commemorative, anniversary and investment coins as well as other activity provided for by the applicable laws of Ukraine) and insurance, except from the performance of the function of an insurance broker.

2.10. The Bank is prohibited from carrying out any risk activities threatening the interests of depositors or other creditors of the Bank.

SECTION 3. SUBJECT MATTER OF THE BUSINESS AND OPERATIONS OF THE BANK

3.1. The subject matter of the Bank's business is carrying out banking and other operations in accordance with the license and permits granted by the National Bank of Ukraine.

3.2. The bank shall have the right to carry out banking activities by providing banking services on the basis of a banking license.

3.3. The Bank shall have the right to commence carrying out operations only upon condition of the compliance with the requirements of the applicable laws of Ukraine and the enactments of the National Bank of Ukraine determining the terms for the performance of appropriate operations.

3.4. The Bank shall have the right to provide banking and other financial services (except for insurance services), as well as carry out other activities in accordance with the applicable laws of Ukraine. The Bank shall have the right to provide payment services and services being ancillary to payment services, in

accordance with the Law of Ukraine "On Payment Services" taking into account the requirements of the Law of Ukraine "On Banks and Banking Activities" and the laws and regulations of the National Bank of Ukraine regulating the activities of the banks.

The Bank provides individuals and legal entities with services for trading in foreign exchange in cash and non-cash form with simultaneous crediting of foreign exchange values to their accounts in accordance with the Law of Ukraine "On Currency and Currency Transactions".

3.5. The Bank shall have the right to provide financial services to its clients (except from banks), in particular by concluding agency agreements with commercial agents. The list of financial services which the Bank is empowered to provide to its clients (except from banks) by concluding agency agreements shall be determined by the National Bank of Ukraine. The Bank shall be obliged to notify the National Bank of Ukraine of the agency agreements concluded by it in accordance with the procedure established by the laws of Ukraine. The National Bank of Ukraine shall keep the register of commercial banks and establishes the requirements to them. The commercial agent shall have the right to provide financial services on behalf of the bank after entering the information about such commercial agent to an appropriate register kept by the National Bank of Ukraine. The National Bank of Ukraine shall establish the requirements to commercial agents. The Bank shall have the right to conclude an agency agreement with a person corresponding to the requirements established by the National Bank of Ukraine.

3.6. Except from the provision of financial services, the Bank shall also have the right to carry out activities regarding:

3.6.1. safekeeping of valuables (including with regard to the accounting and safekeeping securities and other values seized (arrested) in favor of the state and/or recognized derelict) or lease out of an individual banking safe;

3.6.2. cash transactions, encashment of the funds and transportation of currency values;

3.6.3. provision of consulting and information services with regard to banking and other financial services;

3.6.4. provision of the administrator's services under the issue of debentures in accordance with the Law of Ukraine "On Capital Markets and Organized Commodity Markets".

3.7. The Bank shall carry out its professional business on capital markets based on the license issued by the National Securities and Stock Market Commission.

3.8. The Bank shall have the right to carry out any legal transactions necessary for its provision of banking and other financial services and carrying out of other activities.

3.9. The Bank shall have the right to commence a new activity or provide a new type of financial services (except from banking) upon condition of the provision of requirements established by the National Bank of Ukraine with regard to its type of activity of service.

3.10. No later than within a month prior to the commencement of a new activity or the provision of a new type of financial services (except from banking),

the Bank is obliged to notify the National Bank of Ukraine of it in accordance with the requirements and the procedure established by the National Bank of Ukraine.

3.11. The Bank shall individually establish interest rates and commission fee for the services provided.

3.12. To carry out its activity, the Bank has its own correspondent account with the National Bank of Ukraine, accounts with other banks of Ukraine and abroad as well as opens banking accounts for individuals and legal entities in terms of hryvnias and foreign currency.

3.13. Banking settlements shall be carried out in cash and cashless forms in accordance with the rules established by enactments of the National Bank of Ukraine.

SECTION 4. RIGHTS OF THE BANK

4.1. In accordance with the purpose and the subject matter of the Bank's activity determined by the present Charter, the Bank shall have the right to:

- enter into legal transactions, contracts (agreements) and carry out legal actions not prohibited for the banks by the laws of Ukraine;
- issue shares or any other securities in accordance with the applicable laws of Ukraine;
- individually select potential counterparties for the purpose of the conclusion of contracts (agreements);
- advertise its activity;
- organize and participate in seminars, symposia, conferences, meetings etc. related to the interests of the Bank in any field of social relations either in Ukraine or abroad;
- carry out by its own efforts the protection of premises, property and values owned by it, ensure pass and internal banking control;
- have other rights in accordance with the applicable laws of Ukraine and the present Charter.

4.2. When exercising its rights, the Bank shall have no right to violate the rights and legal interests of any other legal entities and shall be obliged to take into account any restrictions and prohibitions established by the applicable laws of Ukraine with regard to the unfair competition, monopolization of banking service market, restriction on competition on banking service market etc.

SECTION 5. BANK'S PROPERTY

5.1. The Bank owns:

- the funds transferred to the Bank by the Shareholders as their contributions to the Authorized Fund;
- the funds, any other property, property and non-property rights transferred to the Bank by the Shareholders;
- income received by the Bank as a result of its carrying out of the business in the territory of Ukraine and abroad;
- other property, property and non-property rights acquired on the grounds not prohibited by the laws of Ukraine (hereinafter referred to as the Bank's Property).

5.2. Any increase of the Bank's Property that took place as a result of the activities carried out by the Bank is its property.

5.3. The Bank shall have the right to carry out any actions with regard to the Bank's Property which do not contradict the laws of Ukraine, in particular the Bank may use it as a pledge for the security under all types of its obligations. The Bank owns, uses and disposes of the Bank's Property at its sole discretion without violation of rights and legal interests of other legal entities at the same time.

5.4. The Bank may own the immovable property of the value of no more than 25 per cent of the Bank's own capital. This restriction does not apply to:

- any premises ensuring the technological performance of banking functions;
- the property that passed to the Bank's ownership based on the implementation of the rights of the pledge holder in accordance with the terms of the pledge (mortgage) agreement;
- property acquired by the Bank in order to prevent losses, upon condition that such property shall be alienated by the Bank within a year from the date of the acquiring the ownership of it;
- the property belonging to the Bank as an affiliated property.

5.5. The Bank shall bear the risk of accidental loss or damage of the Bank's Property.

SECTION 6. AUTHORIZED FUND AND SHARES OF THE BANK

6.1. In order to ensure the activity of the Bank, its Authorized Fund is formed in the amount of UAH 284,540,000.00 (Two hundred and eighty-four million five hundred and forty thousand hryvnias 00 kopecks).

6.2. The Authorized Fund is created by means of the contributions of the Shareholders, on account of the payment of the shares being purchased. The Bank shall place the shares within the whole amount of its Authorized Fund and carry out the registration of the issue of the shares in electronic form in accordance with the procedure provided for by the applicable laws of Ukraine.

6.3. The Authorized Fund of the Bank shall be formed only by means of the own funds of Shareholders in monetary form, except from cases provided for by the laws. The funds referred for the formation of the Bank's Authorized Fund, shall be transferred from own current accounts of the Shareholders.

6.4. The Bank's Authorized Fund shall not be formed from non-confirmed sources or by means of the funds which use for the formation of the authorized fund was prohibited by the laws.

6.5. The Bank's Authorized Fund was divided into shares:

Shares of the Bank (by categories and types)	Number of shares (pieces)	Par value of shares (UAH)	Interest in the Authorized Fund (%)
Ordinary registered	277,600	1,025.00	100
Privileged registered	0	0	0

6.6. The Shareholders of the Bank shall be liable for the performance of all obligations following from the terms of the placement of shares and other securities. The Bank shall be liable for the non-performance of the obligations established by the laws of Ukraine to redeem shares by the payment of the penalty to the Shareholder in the amount of the double accounting rate of the National Bank of Ukraine from the par value of the shares subject to redemption, for each day of delay but no more than ten per cent from the total par value of shares subject to redemption.

6.7. The Bank may change (increase or decrease) the amount of the Authorized Fund in accordance with the procedure established by the applicable laws of Ukraine. The amount of the authorized capital of the Bank is reduced in accordance with the procedure established by the National Securities and Stock Market Commission, by reducing the nominal value of shares (hereinafter referred to as Shares) or by canceling shares previously purchased by the Bank and reducing the total value of their shares. A decision about the increase or decrease of the Authorized Fund of the Bank shall be made by the General Meeting of the Shareholders.

SECTION 7. RESERVE AND OTHER FUNDS OF THE BANK

7.1. In order to cover unforeseen losses on all asset items and out-of-balance obligations, the Bank forms the Reserve Fund. Deductions to the Reserve Fund from the profits of the accounting year shall be carried out after the approval of the financial report by the General Meeting and making the decision on profit distribution. The amount of annual deductions to the Reserve Fund may be not less than 5 per cent from the Bank's profit up to its attaining 25 per cent of the amount of the Bank's regulatory capital.

7.2. In the event that the Bank's activity may constitute threat to the interests of depositors and other creditors of the Bank, the National Bank of Ukraine shall have the right to demand from the Bank to increase the amount of the reserves of annual deductions to them.

7.3. The Bank forms other funds in accordance with the laws and regulations of the National Bank of Ukraine.

SECTION 8. SHAREHOLDERS, THEIR RIGHTS AND OBLIGATIONS

8.1. Any participants of civil relations may be the Shareholders of the Bank. The State of Ukraine may be the participant of the Bank as represented by the Cabinet of Ministers of Ukraine or bodies authorized by it.

8.2. Legal entities in which the Bank has major shareholding, public associations, political parties, religious and charity organizations cannot be the Shareholders. Other restrictions regarding the participation in the Bank shall be established by the laws of Ukraine.

8.3. The major shareholders of the Bank shall have impeccable business reputation and satisfactory financial / property status.

8.4. The requirements to the business reputation and financial / property status of the Shareholders, the Major shareholders of the Bank and the persons who acquire or increase the major shareholding in the Bank shall be established by the National Bank of Ukraine.

8.5. Each Shareholder has several votes corresponding to the number of Shares owned by him/her/it in the Authorized Fund. On ordinary Share of the Bank grants the Shareholder one vote for the resolution of each issue at the General Meeting of the Shareholders, except from the cases of cumulative voting.

8.6. The Shareholders shall have the rights, provided for by the legislation of Ukraine.

8.7. The obligations of the Bank's Shareholders are established exclusively by the legislation of Ukraine.

9. DIVIDENDS

9.1. The Bank shall pay the dividends in money only. The dividends shall be paid under the Shares the report about the emission result of which was registered in accordance with the procedure established by the laws.

9.2. A decision about the payment of the dividends and their amount under the Shares shall be made by the General Meeting in accordance with the applicable laws of Ukraine and the present Charter. Equal amount of the dividends shall be assigned to each ordinary Share. The dividends shall only be accrued to the fully paid Shares. The amount of the dividends paid to each Shareholder of the Bank shall be determined pro rata to the number of the Shares owned by him/her/it.

9.3. The payment of the dividends under the Shares shall be made from the net profit for reporting year and/or Reserve fund (capital) based on the decision of the General Meeting during six months of the date of making the decision about the payment of dividends by the General Meeting.

In the event that the General Meeting makes the decision about the payment of dividends within the term less than the term provided for in the present paragraph the payment of the dividends shall be carried out within the term determined by the General Meeting.

In the event of the non-payment of the dividends within the term determined by the first paragraph of the present clause, or within the term determined by the General Meeting in accordance with the second paragraph of the present clause for the payment of the dividends, upon condition that it is less than the term provided by the first paragraph of the present clause, the Shareholder shall acquire the right to apply to the notary for the notarial writ of execution on the documents under which the recovery of the indebtedness shall be carried out without recourse to court in accordance with the list approved by the Cabinet of Ministers of Ukraine.

9.4. For each payment of the dividends, the Supervisory Board shall determine the date of drawing up the list of person having the right to receive dividends, and procedure for their payment. The date of drawing up the list of the persons having the right to receive dividends shall be determined by the decision of the Supervisory Board provided for by the first sentence of the present clause but no later than 10 working days after the Supervisory Board makes such a decision.

9.5. The list of the persons having the right to receive dividends shall be drawn up in accordance with the procedure established by the laws about the depositary system of Ukraine.

Persons being the Shareholders of the Bank as of the date established by the Supervisory Board for the drawing up of the list of persons having the right to receive dividends shall have the right to receive dividends.

In the event of the Shareholder's alienation of the Shares owned by him/her/it after the date of the drawing up of the list of persons having the right to receive dividends but to the date of the payment of the dividends, the right to receive the dividends shall remain with the person stated in such list.

9.6. The Bank shall in accordance with the procedure established by the Supervisory Board notify the persons having the right to receive the dividends, about the date, amount, procedure and term for their payment Within 10 days of the date of making the decision about the payment of the dividends, the Bank shall notify about the date, amount, procedure and term of the payment of the dividends on Shares to the operator of the organized capital market (operators of the organized capital markets) at which the Bank's Shares have been admitted to trading,.

9.7. When making the decisions about the payment of the dividends and paying the dividends, the Bank shall comply with the requirements and restrictions established by the laws of Ukraine.

9.8. The Bank shall in accordance with the procedure established by the National Securities and Stock Market Commission carry out the payment of the dividends via the depository system of Ukraine.

9.9. The General Meeting shall have the right to make a decision about the impracticability of the distribution of dividends under ordinary Shares by the results of the Bank's work for the year.

9.10. The Bank shall have no right to make a decision about the payment of dividends and pay dividends under the Shares in case that: the summary report on the results of the issue of Shares has not been registered in accordance with the procedure established by law, the Bank's equity is less or as a result of such payment will become less than the sum of the amount if its Authorized Fund, Reserve Fund (capital) and the amount of exceeding the liquidation cost of the privileged Shares over their par value, the assets of the Bank are not sufficient to meet the demands of creditors for obligations, the terms of which have expired, or as a result of such a decision, they become insufficient to meet such demands, in other cases established by the legislation of Ukraine.

The Bank is prohibited from paying dividends, distributing profits in any form, if such payment or distribution would lead to non-compliance with the level of capital necessary to meet the requirements established by law.

9.11. The Bank shall have no right to carry out the payment of dividends under the Shares if case that the Bank has the obligations regarding redeem Shares in accordance with Article 102 of the Law of Ukraine "On JOINT- STOCK Companies".

SECTION 10. BANK'S MANAGEMENT STRUCTURE, THE GOVERNING AND CONTROL BODIES OF THE BANK

10.1. The bank's management structure is two-level. The governing and control bodies of the Bank are as follows:

- General Meeting of the Shareholders (hereinafter referred to as the General Meeting);
- Supervisory Board of the Bank (hereinafter referred to as the Supervisory Board);
- Board of the Bank (collective executive body) (hereinafter referred to as the Board).

10.2. The composition of the bodies of the Bank stated in the present section may be changed by the decision of the General Meeting within the framework of the laws of Ukraine with making appropriate amendments to the present Charter.

SECTION 11. GENERAL MEETING

11.1. The General Meeting is the highest governing body of the Bank.

11.2. The Supervisory Board is obliged to annually convene the General Meeting (annual General Meeting) held no later than on April 30 of the year following the accounting year. Issues provided for by the laws of Ukraine must be included to the agenda of the annual General Meeting.

11.3. The General Meetings can be annual or extraordinary. All other General Meetings except from annual shall be deemed extraordinary.

11.4. The General Meeting may resolve any issues of the Bank's activity except from those referred to the competence of the Supervisory Board by the laws of Ukraine or the Charter of the Bank.

11.5. The exclusive competence of the General Meeting shall include:

11.5.1. determination of main directions of the Bank's business;

11.5.2. making a decision to amend to the Charter of the Bank, except for the cases provided for by the Law of Ukraine "ON JOINT STOCK Companies";

11.5.3. making a decision about the cancellation of redeemed or otherwise acquired Shares;

11.5.4. making a decision about the emission of Shares, except for the cases provided for by the Law of Ukraine "ON JOINT STOCK Companies";

11.5.5. making a decision about the emission of securities which may be converted into Shares, and also about the issue of securities for an amount exceeding 25 percent of the value of the Bank's assets;

11.5.6. making a decision about the increase of the amount Authorized Fund of the Bank, except for the cases provided of Articles 119, 121 and 133 of the Law of Ukraine "ON JOINT STOCK Companies";

11.5.7. making a decision about the reduction in the amount of Authorized Fund of the Bank;

11.5.8. making a decision about the division or consolidation of Shares;

11.5.9. approval of the provisions about the General Meeting, Supervisory Board as well as making amendments to them;

11.5.10. approval of the provision about the remuneration of the members of the Supervisory Board of the Bank the requirements to which shall be determined by the National Bank of Ukraine;

11.5.11. approval of the report on the remuneration of the members of the Supervisory Board of the Bank the requirements to which shall be determined by the National Bank of Ukraine;

11.5.12. consideration of the report of the Supervisory Board, making a decision based on the results of consideration of such a report;

11.5.13. consideration of the audit report of the business entity of audit activity and approval of the measures by the results of consideration such report;

11.5.14. approval of the results of financial and economic activity for the corresponding year and distribution of profit and the Bank or approval of the procedure for covering the losses of the Bank;

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11.5.15. making a decision about the Bank's redemption of the shares placed by it, except from the cases of obligatory redemption of the Shares determined by the Laws of Ukraine "On JOINT- STOCK Companies";

11.5.16. making a decision about the non-use of the preferred right by the Shareholders to purchase the additionally emitted Shares;

11.5.17. making a decision on the payment of dividends on ordinary Shares of the Bank, approval of the amount of annual dividends taking into account the requirements provided for by the law, and the method of their payment;

11.5.18. making decisions on the issues of the procedure for holding the General Meeting, approval of the regulations of the General Meeting;

11.5.19. election of the members of the Supervisory Board, approval of the terms of civil and legal agreements, labor agreements (contracts) concluded with members of the Supervisory Board, determination of the amount of their remuneration, , election of the person authorized to sign agreements (contracts) with the members of the Supervisory Board;

11.5.20. making a decision about the termination of the powers of the members of the Supervisory Board, except from the cases established by the Law of Ukraine "On JOINT- STOCK Companies";

11.5.21. election of the members of a tally commission, and also making a decision about the termination of powers of the counting commission;

11.5.22. making a decision about the spin-off and dissolution of the Bank, except for the cases provided for by the Law of Ukraine "ON JOINT STOCK Companies" about the liquidation of the Bank, the election of the dissolution commission (liquidation commission, reorganization commission), the approval of the procedure and terms for the liquidation, the procedure for the distribution between the Shareholders of the Bank of the property that remained after the satisfaction of the demands of creditors and the approval of the liquidation balance sheet;

11.5.23. making a decision to change the management structure;

11.5.24. making a decision on the application/approval of the principles (code) of corporate governance approved by the National Securities and Stock Market Commission, or the principles (code) of corporate governance of an organized capital market operator, association of legal entities, or other principles (code) corporate management;

11.5.25. making a decision about the change in the type of a JOINT-STOCK company;

11.5.26. making a decision about carry out a material transaction and making a transactions with an interest in it in the events provided for by the Law

of Ukraine "On JOINT- STOCK Companies" and unless the Supervisory Board makes a decision about entering into such a transaction.

11.5.27. making a decision on the Bank's sale of its own Shares, which were bought back from Shareholders or acquired in another way;

11.5.28. election of members of the commission for the termination of the Bank;

11.5.29. making a decision to buy back own Shares without further reducing the size of the Bank's Authorized Capital, provided that on the day of such buy-out the Bank will form a Reserve Fund (capital) in the amount of the total nominal value of the Shares to be bought back.

11.6. The powers to resolve issues belonging to the exclusive competence of the General Meeting cannot be transferred to other bodies of the Bank.

11.7. General Meetings can be held by:

1) in-person face-to-face voting (hereinafter - in-person General Meeting). In-person General Meetings provide for the joint presence of Shareholders (their representatives) on the day and time of the General Meeting at the venue for discussion and decision-making on the agenda. Each Shareholder has the right to participate in the in-person General Meeting by means of electronic absentee voting by means of an authorized electronic system in accordance with the procedure established by the Law of Ukraine "ON JOINT-STOCK Companies" and regulations of the National Securities and Stock Market Commission;

2) electronic voting (hereinafter - electronic General Meeting). Electronic General Meetings do not provide for the joint presence of Shareholders (their representatives) and are held exclusively by electronic absentee voting of Shareholders using an authorized electronic system in accordance with the procedure established by the Law of Ukraine "ON JOINT-STOCK Companies" and regulations of the National Commission on Securities and Stock Exchange the market;

3) survey (hereinafter - remote General Assembly). Remote General Meetings do not require the joint presence of Shareholders (their representatives) and are conducted by remote filling in of ballots by Shareholders and sending them to the Bank through the depository system of Ukraine in accordance with the procedure established by the National Securities and Stock Market Commission. Remote General Meetings can be held on any issues, the resolution of which falls within the competence of the General Meetings in accordance with the legislation and/or the Bank's Charter. General meetings are held in accordance with the procedure provided by the Law of Ukraine "On Joint-Stock Companies", regulations of the National Securities and Stock Market Commission, which determine the procedure for convening and holding General Meetings, as well as the Bank's Charter.

The person convening the General Meeting chooses one of the methods of holding the General Meeting provided for in this subsection of the Statute.

11.8. In the case when in the General Meeting participate Shareholders - owners of 100% of the Bank's voting shares, the General Meeting is held taking into account the specifics established by the Law of Ukraine "ON JOINT-STOCK Companies" and regulatory legal acts of the National Securities and Stock Market Commission.

11.9. Persons entered into the list of the Shareholders having right to such participation or their representatives may take part in the General Meeting. Other persons also may participate the General Meeting by the invitation of a person convening the General Meeting. The list of the Shareholders having the right to participate in the General Meeting shall be drawn up as at 23:00 p.m. on working day two working days prior to the date of holding of such meeting in accordance with the procedure established by the laws about the depository system of Ukraine. It is prohibited to make changes in the list of the Shareholders having the right to take part in the General Meeting after its drawing up. Restrictions on the Shareholder's right to take part in the General Meeting shall be established by the law.

11.10. An individual or an attorney of the legal entity as well as the authorized person of the state or a territorial community may be a Shareholder's representative at the General Meeting.

11.11. The representative of the Shareholder at the General Meeting, in case of participation in the General Meeting through an authorized electronic system, may be a depository institution servicing the securities account of such Shareholder, in which the shares of the Bank belonging to the Shareholder are recorded, if this is stipulated by the contract concluded between them. In such a case, the depository institution is the Shareholder's representative at the General Meeting in accordance with the Shareholder's written expression of will regarding voting on agenda items and is responsible for the authenticity of the information provided regarding such Shareholder's expression of will.

11.12. A Shareholder of the Bank shall have the right to appoint his/her/its representative indefinitely or for a certain period.

11.13. The transfer by the Shareholder of the Bank of his/her/its powers to any other person shall be carried out in accordance with the laws of Ukraine.

11.14. A power of attorney to participate and vote at the General Meeting issued by an individual shall be certified by a notary or other officials carrying out notarial actions and may also be certified by a depository institution in accordance with the procedure established by the National Securities and Stock Market Commission. The power of attorney to participate and vote at the General meeting on behalf of a legal entity shall be issued by its body or any other person authorized for it by its constituent documents such legal entity.

11.15. The issuance of the power of attorney to participate and vote at the General Meeting does not exclude the right of the Bank's Shareholder who issued the power of attorney to participate in this General Meeting in lieu of his/her/its representative.

11.16. The Shareholder may at any time before the end of the period set aside for the registration of the participants of the General Meeting, to recall or replace his/her/its representative by notifying the registration commission, or to participate in the General Meeting in person.

11.17. The procedure for the convening of the General Meeting:

11.17.1. The General Meeting are convened by the Supervisory Board except in the case of extraordinary General Meetings convened by the Bank's Shareholders.

11.17.2. A notice about the holding of the General Meeting shall be sent to each Shareholder stated in the list of the Shareholders drawn up in accordance with the procedure established by the laws on the depository system of Ukraine, as of the date determined by the Supervisory Board and in the event of the convening of an extraordinary General Meeting at the request of the Shareholder in cases provided for by the laws of Ukraine, - by demanding Shareholders. Such a date may not precede the date of adoption of the decision to convene of the General Meeting There must be at least 30 days between this date and the date of the General Meeting (15 days in case of convening the General Meeting according to the shortened procedure)/ If the General Meeting is convened by the Supervisory Board, the notice about the convening of the General Meeting and the draft agenda shall be sent to the Bank's Shareholders in the manner determined by the Supervisory Board. If the person convening the General Meeting is the Shareholders (Shareholder) of the Bank, the notification of the General Meeting and the draft agenda are sent to the Shareholders through the depository system of Ukraine.

The Bank places on its website, and the Shareholders convening the General Meeting - on the website specified in the notice of the General Meeting, the information stipulated by the Law of Ukraine "ON JOINT-STOCK Companies".

The Bank or the Shareholders convening the General Meeting additionally send a notice of the General Meeting to the operator of the organized capital market (operators of organized capital markets) on which the Bank's shares are admitted to trading.

The Bank or the Shareholders convening the General Meeting shall post a notice of the General Meeting in the database of the a person carrying out the activity on the publication of the regulated information on behalf of the participants of capital markets and professional participants of organized commodity markets.

The notice on the holding of the General Meeting are sent and made public no later than 30 days before the date of their holding (in the case of convening the General Meeting according to the shortened procedure - no later than 15 days before the day of the General Meeting).

11.17.3. The notice of the General Meeting contains the information stipulated by the Law of Ukraine "ON JOINT-STOCK Companies".

In the case of electronic General Meetings, the date and time of the start and end of voting using an authorized electronic system are additionally specified in the notice.

In the case of remote General Meetings, the date and time of the start and end of sending voting ballots to the depository institution are additionally specified in the notice.

In the event of the inclusion of an issue about the decrease in the amount authorized fund of the Bank to the agenda, the notice of the holding of the General Meeting shall also contain the data about the purpose of the decrease in the amount authorized fund and the method by which such procedure shall be performed.

The draft agenda of the General Meeting and the agenda of the General Meeting are approved by the person convening the General Meeting.

No later than 30 days before the date of the General Meeting, and in the case of convening the General Meeting according to a shortened procedure, no later than 15 days before the date of its holding, the Bank must post and ensure the availability on its web- on the website (in the case of convening the General Meeting by the Shareholders - on the website designated by such Shareholders) of the information specified by the Law of Ukraine "ON JOINT-STOCK Companies".

In the case of holding electronic General Meetings, sending notices provided for by the Law of Ukraine "ON JOINT-STOCK Companies" regarding the holding of General Meetings, making changes to the draft agenda, sending proposals by Shareholders to the draft agenda, sending notices of refusal to include items in the draft agenda are carried out with taking into account the requirements and within the terms specified by the Law of Ukraine "On Joint-Stock Companies", through the depository system of Ukraine and/or an authorized electronic system in the manner established by the National Securities and Stock Market Commission.

11.18. The Extraordinary General Meeting shall be convened by the Supervisory Board:

11.18.1. on its own initiative;

11.18.2. at the request of the Board of the Bank in the event of the necessity to enter into the material transaction;

11.18.3. at the request of the Shareholders (Shareholder) of the Bank who, as of the date of filing the request, are (is) owners (an owner) of not less than 5 per cent of the voting Shares of the Bank;

11.18.4. at the request of the National Bank of Ukraine;

11.18.5. in other cases established by the laws of Ukraine or the present Charter.

11.19. The request for the holding of the extraordinary General Meeting shall be submitted in written form to the Bank at the address of the Bank's location with the specification of the body of the Bank or details of Shareholders requesting the holding of the extraordinary General Meeting, the grounds for their holding and draft of the agenda and draft decisions on issues included in the draft agenda (except cumulative voting). In the case of submission of a claim by the Shareholders, such a claim must also contain information on the number, type and class of Shares belonging to the Shareholders and, in the case of submission in paper form at the Bank's location, be signed by all the Shareholders who submit it.

In case that the draft of agenda of the extraordinary General Meeting provides for the issue of early termination of the powers of the Chairman of the Board, simultaneously the offer shall be submitted with regard to the candidacy for the election of the Chairman of the Board of the Bank or for the appointment of the person who will temporarily perform his/her powers.

11.20. Extraordinary General Meetings are convened by the Supervisory Board on its own initiative or within 10 days from the date of receipt of the request for their convening.

11.21. The decision about the rejection of the convening of the extraordinary General Meeting is accepted only in case:

11.21.1. as of the date of the submission of the request, the Shareholders of the Bank are not the owners of the number of the voting Shares of the Bank provided for by sub-paragraph 11.18.3 of the present Charter;

11.21.2. the request on the convening of the extraordinary General Meeting does not correspond to paragraph 11.19. of the present Charter.

11.22. The decision of the Supervisory Board on the convening of the extraordinary General Meeting or a substantiated decision about the rejection of the such a meeting is sent to the Board or the Shareholders of the Bank demanding its convening during three days from day to its making.

11.23. The Supervisory Board shall have no right to make changes to the draft agenda of the General Meeting contained in the request for the holding of the extraordinary General Meeting, except from the inclusion of new issues or draft decisions to the draft agenda.

11.24. Extraordinary General Meeting convened by the Supervisory Board shall be held within 45 days of the date of the Bank's receipt of the request for their convening.

11.25. In case of the failure of the Supervisory Board to make a decision on the convening of the extraordinary General Meeting at the request of the Shareholders (Shareholder) who as of the date of the submission of the request totally own(s) not less than 5 per cent of the voting Shares of the Bank, within 10 days from day the receipt of such request of the Bank or making such a decision about the rejection of such convening, the General Meeting may be held by the Shareholders (Shareholder) who submitted such request, within 90 days of the date of such sending by such Shareholders (Shareholder) of the Bank of the request for their convening. The decision of the Supervisory Board about the rejection of the convening of the extraordinary General Meeting may be appealed by the Shareholders of the Bank with the court.

In case that the Supervisory Board makes the decision on calling the extraordinary General Meeting at the request of the Shareholders (Shareholder) collectively holding 5 or more percent of the voting Shares of the Bank as of the date of the request, and the failure to hold it within 45 days of the date of the Bank's receipt of the request to call the General Meeting or the failure to include the issues identified in the request to the agenda, such extraordinary General Meeting may be called and held by the Shareholders (the Shareholder) who submitted such request in accordance with the Law of Ukraine "On Joint Stock Company", within 120 days of the date of sending the request to call the general meeting to the Bank.

The Shareholders convening the extraordinary General Meeting shall no later than 30 days prior to the holding of the extraordinary General Meeting place the notice about the holding of the extraordinary General Meeting of the Bank in the database of a person carrying out the activity on the publication of the regulated information on behalf of the participants of capital markets and the professional participants of organized commodity markets; send a notice of holding an extraordinary General Meeting to the operator of the organized capital market, on which the Bank's Shares are admitted to trading.

The notice on the holding of the extraordinary General Meeting at the request of the Shareholders shall contain the data stated in the second part of article 47 of the Law of Ukraine "On JOINT- STOCK Companies" and the

procedure for submission of offers to the draft agenda of the extraordinary General Meeting.

11.25.1. Shareholders convening an extraordinary General Meeting conclude an agreement with the Central Securities Depository that regulates relations regarding the use of the authorized electronic system

11.26. If the interests of the Bank so require, , the person convening the General Meeting, when making the decision on the convening of the extraordinary General Meeting may establish that the notice about the convening of the extraordinary General Meeting shall be sent no later than 15 days prior to its holding in accordance with the procedure established by article 47 of the Law of Ukraine "On JOINT- STOCK Companies". In such case, the person convening the General Meeting shall approve the agenda.

The person convening the extraordinary General Meeting cannot make the decision specified in the first paragraph of this clause, if the agenda of the extraordinary General Meeting includes the issue on the election of the members of the Supervisory Board.

11.27. Each Shareholder of the Bank shall have the right to propose items included to the draft agenda of the General Meeting as well as regarding any new candidates to the composition of the bodies of the Bank, whose number cannot exceed the number of the composition of each of the bodies. The Supervisory Board has the right to make proposals on issues included in the draft agenda of the General Meeting.

The proposals shall be made no later than 20 days prior to the date of the holding of the General Meeting and regarding the candidates to the composition of the bodies of the Bank – no later than seven days prior to the date of the holding of the General Meeting. The proposals regarding the inclusion of new issues to the draft agenda shall contain appropriate draft decisions on these items (except for cumulative voting). The proposals with regard to the candidates for the members of the Supervisory Board shall contain the information about the fact if the proposed candidate is the representative of the Shareholder (Shareholders) or about the fact that the candidate is proposed for the position of a member of the Supervisory Board – independent director.

Information defined in the proposals with regard to the regarding candidates for membership of the Supervisory Board in accordance with the second paragraph of this clause shall be mandatory indicated in the ballot paper for voting, including the cumulative one, opposite the surname of the corresponding candidate.

11.27.1. The proposal to the draft agenda of the General Meeting shall be sent in writing with the specification of a surname (name) of the Shareholder of the Bank who makes it, the number, type and/or class of Shares owned by him/her/it, the contents of the proposed issue which may include new draft agenda items and/or a draft decision as well as the number, type and/or class of shares owned by the candidate offered by such Shareholder for the composition of the bodies of the Bank.

11.27.2. The person who convenes the General meeting makes the decision on the inclusion of proposals (new issues of the agenda and/or new draft decisions to the agenda) to the agenda of the General Meeting and shall approve the agenda of the General Meeting no later than 15 days prior to the

date of holding the General Meeting as with regard to the candidates to the composition of the bodies of the Bank – no later than four days prior to the date of the holding of the General Meeting.

11.27.3. Proposals of the Shareholders (Shareholder) of the Bank totally owning not less than 5 per cent voting Shares and proposals of the Supervisory Board shall be subject to mandatory inclusion to the draft agenda of the General Meeting. In such case, the decision of the person who convenes the General meeting about the inclusion of the issue to the draft agenda is not required and the proposal shall be deemed included to the draft agenda if it was submitted in accordance with paragraph 11.27. hereof.

In case that the Shareholder submits a proposal to the draft agenda of the General Meeting regarding the early termination of the powers of the Chairman of the Board of the Bank, it is necessary to submit a simultaneous proposal as to the candidate for the Chairman of the Board of the Bank or to appoint a person who will temporarily execute his/her powers.

11.27.4. A decision on the refusal to include the proposals from the Shareholders (Shareholder) totally owning not less than 5 per cent voting Shares, proposals of the Committee on Appointments and Remuneration of the Supervisory Board can be accepted only be made in case that:

11.27.4.1. do not comply with the term established by paragraph 11.27 hereof;

11.27.4.2. the data provided for by subparagraph 11.27.1 hereof are incomplete.

11.27.5. A decision about the refusal to include the proposals of the Shareholders (Shareholder) holding less than 5 per cent voting Shares to the draft agenda of the General Meeting may be made on the grounds provided for by sub-paragraphs 11.27.5.1 and/or 11.27.5.2 hereof, in the event that the shareholders do not file any draft decision from the issues of the agenda proposed, or on any other grounds determined by the present Charter and/or the Provision on the General Meeting.

11.27.6. The Shareholder's proposal to the draft agenda of the General Meeting and the substantiated decision on the refusal to include the proposal to the draft agenda of the General Meeting shall be sent by the Supervisory Board to the Shareholder.

11.27.7. In the event of entering changes to the agenda of the General Meeting, the person who convenes the General meeting shall no later than 10 days prior to the date of the holding of the General Meeting inform the Shareholders about such changes in the same way and to the same persons to whom notice of the General Meeting was sent. The Bank shall also send the notice with the draft agenda together and the draft of decisions on each issue included to the draft agenda of the General Meeting to the operator of the organized capital market at which the Bank's shares have been admitted to trading, no later than 10 days prior to the date of the holding of the General Meeting shall place appropriate information about the changes in the agenda of the General Meeting on its web-site.

11.28. Acquaintance of the Shareholders with the documents provided to the Shareholders and the documents with which the Shareholders can familiarize themselves during the preparation for the General Meeting is carried out by a

responsible official of the Bank or by the Shareholders convening the General Meeting, in accordance with the Law of Ukraine "ON JOINT-STOCK Companies". 11.29. The Bank's officer responsible for the procedure for the familiarization of the Shareholders of the Bank with the documents with which the Shareholders can familiarize themselves during the preparation for the General Meeting, provides before the beginning of the General Meeting provide written answers to the written questions of the Shareholders with regard to the issues included to the agenda of the General Meeting and the agenda of the General Meeting received by the Bank no later than one working day before the date of the holding of the General Meeting. At the same time, one general answer may be given to all similar questions.

11.30. The procedure for the holding of the General Meeting shall be established by the laws of Ukraine, the present Charter, the Provision on the General Meeting and the decision of the General Meeting.

11.31. The registration of the Shareholders of the Bank (their representatives) shall be carried out based on the list of the Shareholders having the right to participate in the General Meeting drawn up in accordance with the procedure provided for by the laws on the depository system of Ukraine. The registration of the Shareholders of the Bank (their representatives) shall be carried out by the registration commission appointed by person who convenes the General meeting..

11.32. The registration commission refuses to register the Shareholder of the Bank in case of failure to present documents determining the identity of the his person and to the Shareholder's representative - in case of failure to present documents identifying his person and/or documents confirming his authority to participate in the General Meeting. The substantiated decision of the registration commission on the refusal to register the Shareholder or his/her/its representative for the participation in the General Meeting signed by the Chairman of the registration commission shall be annexed to the minutes of the General Meeting

11.33., Based on the list of the Shareholders (their representatives) who have registered for the participation in the General Meeting an authorized electronic system creates a protocol on the results of registration, which is certified by the Central Depository of Securities in accordance with the procedure established by the National Commission for Securities and the Stock Market, and is signed by a person who authorized by the Bank to interact with the authorized electronic system during the General Meeting.

11.34. The powers of the registration commission for the duration of the General Meeting under the agreement may be delegated to the Central Depository of Securities цк depository institution. In such case, the head of the registration commission is, respectively, a representative of the Central Securities Depository or a depository institution.

11.35. In the event that several representatives of the Shareholder of the Bank appeared for the participation in the General Meeting, identification and registration of the representative is carried out, whose power of attorney was issued later.

11.36. In the event that a Share is jointly owned by several persons, the powers regarding voting at the General Meeting shall be exercised on their consent by one of the co-owners or their common representative.

11.37. The Shareholders (Shareholder) who, as of the date of drawing up the list of the Shareholders of the Bank, have (has) the right to take part in the General Meeting, own(s) totally not less than 5 per cent voting Shares and the National Securities and Stock Market Commission may appoint their representatives for the providing supervision over the registration of the Shareholder of the Bank, the holding of the General Meeting, voting and summarizing. The appointment of such representative shall be notified to the Bank by the National Securities and Stock Market Commission in writing before the start of the registration of the Bank's Shareholders through official communication channels.

11.38. The General Meeting has the quorum (is deemed to be duly constituted) upon condition of the registration for the participation in it of the Shareholder of the Bank (or their representatives) totally owning more than 50 per cent voting Shares.

The presence of the quorum of the General Meeting shall be determined upon the end of the registration of the Shareholders for their participation in the General Meeting on the basis of the list of Shareholders (their representatives) who have registered to participate in the General Meeting, formed by an authorized electronic system.

11.39. The General Meeting cannot commence its work earlier than it was stated in the notice of their holding.

The General Meeting during their holding may change the priority of the consideration of the issues of the agenda upon condition that not less than three fourths of the Shareholders registered for the participation in the General Meeting cast their votes in favor of the decision.

11.40. The Chairman of in-person or remote General Meetings is the Chairman of the Supervisory Board or a member of the Supervisory Board or another person elected by the Supervisory Board, the corporate secretary performs the functions of secretary at in-person or remote General Meetings. The chairman and secretary at the electronic General Meeting are the persons designated by the person convening the General Meeting.

11.41. The minutes of the General Meeting are drawn up by the corporate secretary.

11.42. The in-person General Meeting elects a counting commission, which must provide clarification on the voting procedure, vote counting and other issues related to ensuring voting at the face-to-face General Meeting. The powers of the counting commission under the contract may be transferred to the Central Depository of Securities or a depository institution that provides additional services to the Bank, in particular regarding the performance of the functions of the counting commission. Prior to the election of the counting commission, the counting of votes at the General Meeting, the provision of explanations regarding the voting procedure, the counting of votes and other issues related to the provision of voting at the General Meeting are carried out by a temporary counting commission, whose functions are performed by the registration commission elected by a person, which convenes the General

Assembly. The head of the temporary counting commission is elected by the members of the temporary counting commission.

The person convening the General Meeting is obliged to determine the election of the counting commission as the first item on the agenda of the General Meeting.

11.43. One voting share grants the Shareholder of the Bank one vote for the resolution of each of the issues included in the agenda and put to the vote at the General Meeting except from the holding of the cumulative voting.

11.44. The Shareholder cannot be deprived of the right to vote, except from cases established by the laws of Ukraine.

11.45. A decision of the General Meeting on an issue set to vote shall be made by the simple majority of the votes of the Shareholders registered for the participation in the General Meeting and owning Shares voting on this issue, except from cases when the laws of Ukraine and the present Charter establish otherwise.

11.46. Decisions of the General Meeting on issues provided for by subparagraphs 11.5.2 – 11.5.7, 11.5.15., 11.5.22., 11.5.23., 11.5.25. and 11.5.27 hereof shall be passed by more than three fourths votes of the Shareholder registered for the participation in the General Meeting and owning the Shares voting on the appropriate issue.

Decision of the General Assembly on the issue provided for in clause 11.5.16. of this Charter, is adopted by more than 95 percent of the votes of the Shareholders from their total number, who have registered to participate in the General Meeting and are the owners of the votes on the relevant issue of the Shares.

A decision of the General Meeting on any issues regarding granting the consent to enter into the material legal transaction if the market value of the subject matter of such legal transaction amounts to not less than 50 per cent of the value of the assets under the data of the last financial statements of the Bank, shall be passed by more than 50 per cent of the votes of the Shareholders from their total number.

11.47. The election of the members of the Supervisory Board is only perform by the cumulative voting.

When electing the members of the body of the Bank by cumulative vote, the vote shall be held regarding all candidates simultaneously. The candidates who received the highest number of votes of the Shareholders comparing to other candidates shall be deemed elected.

The members of the Bank shall be deemed elected and the body of the Bank shall be deemed formed only upon condition of the election of the full quantitative composition of the body of the Bank by cumulative vote.

11.48. The General Meeting shall have no right to make decisions on any issues not included to the agenda, except from the issues of the change in the priority of the consideration of the issues of the agenda and the announcement of a break in the course of the General Meeting till the next day.

11.49. The vote at the General Meeting on the issues of the agenda shall only be conducted using voting bulletins, except from voting on the issue of the change in the priority of the consideration of the issues of the agenda.

Voting on issues on the agenda of the General Meeting held by electronic voting is carried out by Shareholders (their representatives) by filling in a voting ballot recorded by an authorized electronic system within the time limit set by the person convening the General Meeting. The counting of voting results on issues on the agenda of electronic General Meetings is carried out by an authorized electronic system.

The voting using the voting ballots shall be held in accordance with the laws of Ukraine.

The cumulative vote on the issue of the election of the members of the body of the Bank shall only be held using the cumulative voting ballots.

The form and the text of the voting bulletin shall be approved by the person convening the General Meeting no later than 15 days prior to the date of the holding of the General Meeting, – and the form and text of ballots for cumulative voting - no later than four days prior to the date of the holding of the General Meeting. The Shareholders shall have the right to familiarize themselves with the form of a voting bulletin before starting the holding of the General Meeting in accordance with the procedure established by the laws of Ukraine. The bulletins for voting at in-person General Meetings (including for cumulative voting) issued by the registration commission must contain the information provided for by law and be certified by the signature of an authorized person determined by the decision of the Supervisory Board, and in the case of convening an extraordinary General Meeting at the request of the Shareholders - by the Shareholders , which convenes the General Assembly.

The voting bulletins at the in-person General Meeting (including for cumulative voting) of the Shareholder who participates remotely through an authorized electronic system is certified by a qualified electronic signature of the Shareholder and/or another means of electronic identification that meets the requirements determined by the National Securities Commission and stock market.

The voting bulletins at electronic or remote General Meetings is certified by a qualified electronic signature of the Shareholder (his representative) and/or another means of electronic identification that meets the requirements determined by the National Securities and Stock Market Commission.

The voting bulletins recognized invalid on the grounds established by the laws of Ukraine shall not be taken into account during the count of votes.

11.50. When conducting remote General Meetings, the will of Shareholders is recorded by means of a survey conducted through the depository system of Ukraine. The procedure for conducting remote General Meetings is established by the National Securities and Stock Market Commission.

11.51. By the results of each vote at the General Meeting, the minutes shall be drawn up signed by all members of the tally commission of the Bank who took part in the count of the votes. The minutes on the results of the vote must correspond to the requirements established by the laws of Ukraine. In the event of the delegation of the powers of the tally commission to the Central Securities Depository or the depository institution with which a service agreement was concluded (in particular regarding the performance of the functions of a tally

commission), the minutes on the results of the vote shall be signed by the representative of the Central Securities Depository or depository institution.

In the case of electronic General Meetings, based on information about voting results, an authorized electronic system creates a protocol on the results of voting, which is certified by the Central Securities Depository in accordance with the procedure established by the National Commission for Securities and the Stock Market, and signed by a person authorized to interact with the authorized electronic system in connection with the holding of the General Meeting.

11.52. A decision of the General Meeting shall be deemed passed upon the drawing up of the minutes on the results of the vote. The results of the vote shall be announced at the General Meeting on which the vote conducted.

11.53. The minutes on the results of voting shall be annexed to the minutes of the General Meeting.

11.54. Within ten days upon the closure of the General Meeting, the minutes of the General Meeting shall be drawn up which shall be signed by the Chairman and the Secretary of the General Meeting on each sheet of the minutes and stitched, and in the event of drawing up the Minutes of the General Meeting as an electronic document by applying qualified electronic signatures of the Chairman and the Secretary of the General Meeting. The minutes of the General Meeting shall correspond to the requirements established by the laws of Ukraine.

11.55. In the course of the General Meeting, a break may be announced till the next day. A decision on the announcement of the break till the next day shall be made by not less than three-quarters of the votes of the Shareholders of the Bank registered for the participation in the General Meeting and own shares voting at least on one issue that will be considered on the next day. The repeated registration of the Shareholders of the Bank (their representatives) is not carried out on the next day. The number of the votes of the Shareholders of the Bank who registered for the participation in the General Meeting shall be determined based on the registration data of the first day.

11.55.1. After the break the in-person General Meeting shall be held at the same place as it was stated in the notice of the holding of the General Meeting.

11.55.2. The number of the breaks in the course of the General Meeting cannot exceed three.

11.56. The course of the General Meeting or the consideration of a separate issue may by the decision of the person convening the General Meeting or the General Meeting itself be fixed by technical means appropriate records of which shall be annexed to the minutes of the General Meeting.

11.57. General Meeting are held at the expense of the Bank. In the case of holding an extraordinary General Meeting at the initiative of the Shareholder(s), the expenses for the organization, preparation and holding of such General Meeting shall be paid by such Shareholder(s), except in cases where, by decision of the General Meeting, such expenses are compensated by the Bank itself.

SECTION 12. SUPERVISORY BOARD

12.1. The Supervisory Board is a collective body exercising control over the activity of the Board of the Bank, the protection of the rights of the depositors, other creditors and Shareholders of the Bank. The procedure for the work of the Supervisory Board, the rights and obligations of its members, and the procedure for paying them remuneration are determined by legislation, this Charter, the Regulation on the Supervisory Board, as well as a civil law or labor agreement (contract) concluded with each member of the Supervisory Board.

The Supervisory Board does not participate in the current management of the Bank.

12.2. The Members of the Supervisory Board are elected by the General Meeting of the Bank from among the Shareholders of the Bank, their representatives and independent directors in the number of six (6) persons (members).

12.3. The exclusive competence of the Supervisory Board includes the resolution of the issues provided for by the applicable laws of Ukraine, the present Charter.

The competence of the Supervisory Board may be changed by the decision of the General Meeting within the laws of Ukraine with making appropriate changes to the present Charter.

12.4. The exclusive competence of the Supervisory Board includes:

12.4.1. the preparation and approval of the draft of agenda of the General Meeting, making a decision on the date of their holding and the inclusion of the proposals to the draft of agenda, except for the cases from the convening the extraordinary General Meeting by the Shareholders;

12.4.2. approval of the Bank's annual report (issuer's annual information);;

12.4.3. approval of the form and text of the voting bulletin;

12.4.4. making a decision on the holding of annual or extraordinary General Meeting in accordance with the present Charter and in cases established by the laws of Ukraine;

12.4.5. making a decision on placement by the Bank of securities other than Shares;;

12.4.6. making a decision on the redemption of other securities other than Shares placed by the Bank,;

12.4.7. approval of the market value of the property in cases provided for by the laws of Ukraine; 12.4.8. making a decision about the suspension of the Chairman or the member of the Board from the exercise of his/her powers on the election of a person who will temporarily exercise the powers of the Chairman of the Board;

12.4.9. making a decision to increase the size of the authorized capital of the Bank in the cases provided for by Part 4 of Article 119 and Article 121 of the Law of Ukraine "ON JOINT- STOCK Companies"; 12.4.10. election of the members of the registration commission, except from cases established by the laws of Ukraine;

12.4.11. determination of the date of drawing up the list of the persons having the right to receive dividends, the procedure and terms for the payment of the dividends within the limit time determined by the laws of Ukraine and clause 9.3. of the present Charter;

12.4.12. determination of the date of drawing up the list of the Shareholders which shall be notified of the holding of the General Meeting in accordance with the laws of Ukraine and sub-clause 11.17.2 hereof and shall have the right to take part in the General Meeting in accordance with the laws of Ukraine and clause 11.9 hereof;

12.4.13. resolution of issues about the creation, reorganization and/or liquidation of structural and/or separate divisions of the Bank, except for cases when, by decision of the Supervisory Board, resolution of said questions is delegated to the Management Board;

12.4.14. resolution of issues referred to the competence of the Supervisory Board in accordance with the laws of Ukraine in the event of a merger, amalgamation, division, spin-off or reorganization of the Bank;

12.4.15. making a decision to commit significant material legal transaction and/or a legal transaction with an interest in cases provided for by the laws of Ukraine;

12.4.16. determination of the possibility of the recognition of the Bank insolvent as a result of its undertaking of any obligations or their performance, including as a result of the payment of the dividend or the redemption of the Shares;

12.4.17. making a decision on the election of the appraiser of the property of the Bank and approval of the terms of the agreement that concluded with him/her/it, determination of the amount of the remuneration for his/her/its services;

12.4.18. making a decision on the election (replacement) of a depository institution, approval of the terms of the agreement that will be concluded with it, determination of the amount of the payment of its services;

12.4. 19. sending an offer to the Shareholders in accordance with the laws of Ukraine;

12.4.20. making a decision on making changes to the Bank's Charter in cases provided for by the laws of Ukraine;

12.4.21. preparation of the report on the activity of the Supervisory Board;

12.4.22. ensuring the maintenance of efficient relations with the National Bank of Ukraine;

12.4.23. notification of the National Bank of Ukraine of the conflicts of interests arising in the Bank;

12.4.24. establishment of permanent or temporary committees from among the members of the Supervisory Board in accordance with the procedure established by the laws of Ukraine;

12.4.25. approval of and control over the implementation of the strategy of the Bank, business plan, plan of the recovery of the Bank's business, financing the Bank in crisis situations, ensuring continuous activity of the Bank;

12.4.26. ensuring the organization of the effective corporate management in accordance with the principles (code) of corporate management approved by the General Meeting of the participants of the Bank;

12.4.27. approval of and control over the performance of the budget of the Bank, including the financing of the units on risk management, control over the compliance and internal audit;

12.4.28. approval of and control over the implementation of the strategy and operative plan of the management of the Bank's problem assets;

12.4.29. ensuring the operation and control over the effectiveness of the complex and adequate system of the internal control of the Bank, including the risk management system, internal audit;

12.4.30. approval of and control over the compliance with the strategies and policies of risk management, declaration of risk tolerance, the list of limits (restrictions) with regard to the Bank risks;

12.4.31. approval of and control over the compliance with the code of conduct (ethics), policy for the prevention, revelation and management of interest conflict in the Bank;

12.4.32. implementation of and control over the operation of the mechanism of the confidential notice about the unacceptable conduct in the Bank and response to such notices;

12.4.33. determination of the sources of capitalization and other financing of the Bank;

12.4.34. determination of the credit policy of the Bank;

12.4.35. approval of the organization structure of the Bank as well as the structure of the units on risk management, control over compliance, internal audit;

12.4.36. approval of internal provisions on the Board of the Bank, committees of the Supervisory Board, on the units on risk management, control over the compliance, internal audit, other units subordinated directly to the Supervisory Board, which in particular shall include the procedure for the reporting before the Supervisory Board;

12.4.37. appointment and termination of the powers of the Chairman and the members of the Board of the Bank, appointment and dismissal of a Chief Risk Manager, a Chief Compliance Manager, a Head of the Internal Audit Unit;

12.4.38. control over the activity of the Board of the Bank, units of risk management, control over compliance, internal audit and filing recommendations regarding its improvement;

12.4.39. annual assessment of the effectiveness of the activity of the Board of the Bank in general and each member of the Board of the Bank, in particular units of risk management, control over compliance, internal audit, assessment of the compliance of the members of the Board of the Bank, the Chief Risk Manager, the Chief Compliance Manager, the Head of the Internal Audit Unit with the qualification requirements, the assessment of the collective compliance of the Board of the Bank with the size of the Bank, the complexity, types, nature of the operations carried out by the Bank, organizational structure and risk profile of the Bank taking into account the peculiarities of the Bank activity as a systematically important bank (if there is such status) and/or the activity of the bank group participated by the Bank, as well as taking measures to improve the mechanisms of the activity of the Board of the Bank and the units of risk management, control over compliance, internal audit by the results of such assessment;

12.4.40. determination of the procedure for the work and plans of the work of the internal audit unit;

12.4.41. determination of an audit form to carry out the external audit, including for the conduction of the annual audit of the financial statements, the

approval of the terms of the agreement concluded with the audit firm, determination of the amount of the payment for services;

12.4.42. consideration of the opinion of the external audit of the Bank and the preparation of the recommendations to the General Meeting to make a decision regarding the opinion of the external audit;

12.4.43. control over the elimination of the defects revealed by the National Bank of Ukraine and other public regulatory and administrative authorities carrying out control over the activity of the Bank, the unit of the internal audit and the audit firm by the results of the external audit, within their competence;

12.4.44. making decisions regarding the establishment, reorganization and liquidation of legal entities, establishment of branches and representative offices of the Bank in the territory of other countries, the approval of their charters and provisions as well as the participation of the Bank in legal entities that amounts to not less than 10 per cent of their authorized fund.

12.4.45. approval of the terms of employment agreements (contracts) concluded with the members of the Board of the Bank, the head and employees of the unit of internal audit, the Chief Risk Manager, the Chief Compliance Manager, determination of the amount of their remuneration;

12.4.46. control over the timeliness of the Bank's provision (publication) of reliable information regarding its activities in accordance with the laws of Ukraine, including the laws and regulations of the National Bank of Ukraine;

12.4.47. approval of and control over the compliance with the procedure for the performance of operations with persons associated with the Bank, which shall contain the requirements regarding the revelation of and control over the operations with the persons associated with the Bank;

12.4.48. determination of the policy of remuneration in the Bank in accordance with the requirements established by the National Bank of Ukraine, as well as the control over its implementation;

12.4.49. annual assessment of the effectiveness of the activity of the Supervisory Board in general and of each member of the Supervisory Board, in particular the committees of the Supervisory Board, the assessment of the compliance of collective suitability of the Supervisory Board to the size of the Bank, the complexity, scope, types, nature of operations performed by the Bank, organizational structure and the risk profile of the Bank taking into account the peculiarities of the Bank's activity as a systematically important bank (if there is such status) and/or the activity of the bank group participated by the Bank, as well as taking measures to improve the mechanisms of the activity of the Board of the Bank and the units of risk management, control over compliance, internal audit by the results of such assessment;

12.4.50. making decisions with regard to the Bank's participation in charity and sponsorship in case of exceeding the limit(s), approved by a separate decision(s) of the Supervisory Board;

12.4.51. approval of the decisions of the Board with regard to the uncollectable and/or problem indebtedness by means of valuation reserves under financial assets and business operations when exceeding the limit(s) approved by separate decisions of the Supervisory Board;

12.4.52. passing the decision made by the Board or any other collective body of the Board about granting the credit to a person associated with the Bank,

the total amount of debt to the Bank exceeds/will exceed 1% of the Bank's regulatory capital for an individual or 3% of the Bank's regulatory capital for a legal entity;

12.4.53. appointment and termination of the powers of a corporate secretary, the approval of the Provision on the corporate secretary, the terms of a contract or a civil and legal agreement, which will be concluded with the corporate secretary and is signed on behalf of the Bank by the Chairman of the Supervisory Board or a person authorized to it by the Supervisory Board, consideration of the report of the corporate secretary;

12.4.54. making decisions on issues delegated to the Supervisory Board by the General Meeting;

12.4.55. determination of the powers of the Board and/or a credit committee of the Bank regarding making decisions on the settlement of the indebtedness of debtors / counterparties and the management of the recovered property as well as passing the decisions with regard to the settlement of the indebtedness of debtors / counterparties and the management of the recovered property exceeding the powers of the Board and/or a credit committee of the Bank;

12.4.56. passing a decision on the settlement of the indebtedness of debtors / counterparties – persons associated with the Bank in the amount exceeding one per cent from the regulative capital of the Bank for a debtor / counterparty – individual, three per cent – for a debtor / counterparty – legal entity;

12.4.57. agreement upon the decisions of the credit committee of the Bank regarding the Bank's performance of separate banking operations when exceeding the limit(s) approved by separate decisions of the Supervisory Board.

12.4.58. making a decision on the appointment of a responsible employee of the Bank and on the dismissal of a responsible employee of the Bank not on his initiative;

12.4.59. approval of the regulation on the remuneration of the members of the Management Board and influential persons of the Bank, the requirements for which are established by the National Bank of Ukraine;

12.4.60. approval of the report on the remuneration of the members of the Bank's Management Board, the requirements for which are established by the National Bank of Ukraine;

12.4.61. exercise of other powers referred to the competence of the Supervisory Board by the Law of Ukraine "On Joint- Stock Companies".

12.5. Issues within the exclusive competence of the Supervisory Board cannot be resolved by any other bodies of the Bank, except for the General Assembly in cases expressly provided by the laws of Ukraine.

12.6. By the decision of the General Meeting the Supervisory Board may be assigned of separate powers within the competence of the General Meeting except from the issues that belong to the exclusive competence of the General Meeting.

12.7. Officers of the bodies of the Bank shall provide the members of the Supervisory Board with the access to the information to the extent provided for by the laws of Ukraine and the present Charter.

12.8. The members of the Supervisory Board shall be elected by the General Meeting for the term not exceeding three years.

In the event that decisions provided for by sub-paragraphs 11.5.19 and 11.5.20 hereof have not been made within the term established by the laws of Ukraine, the powers of the members of the Supervisory Board shall terminate, except from the powers to prepare, convene and hold the General Meeting of the Bank.

Shareholders or persons representing their interests (hereinafter referred to as the representatives of the Shareholders) and independent directors (independent members) may be elected as the members of the Supervisory Board.

At least one third of the members of the Supervisory Board shall be its independent members, and their number shall amount to at least three persons.

Independent members shall meet the requirements regarding the independence established by the laws of Ukraine and the National Bank of Ukraine. The Bank shall be obliged to ensure the control over the compliance of the independent members with the requirements of the laws as well as the laws and regulations of the National Bank of Ukraine and in the event of the revelation of incompliance it shall ensure the replacement of such independent members.

12.9. The election of the members of the Supervisory Board shall only be carried out by the cumulative vote.

12.10. Only an individual may be a member of the Supervisory Board.

Persons elected as the members of the Supervisory Board may be reelected an infinite number of times.

A members of the Supervisory Board may not be a member of the Management Board or hold any other positions in the Bank in accordance with the terms of the labor agreement (contract) or provide the services to the Bank in accordance with the civil and legal agreement.

During the election of the members of the Supervisory Board, together with the information about each candidate details of the Shareholder, the size of his/her/its Shareholding), the information shall be stated in the cumulative voting bulletin if such candidate is a Shareholder, a representative of the Shareholder or of the group of the Shareholders (with the specification of the information about such Shareholder or Shareholders) or is he/she/it is a candidate on independent director position.

The members of the Supervisory Board shall exercise his/her obligations personally and cannot delegate his/her powers to any other person.

12.11. The member of the Supervisory Board exercise his/her powers based on the contract (civil and legal or employment agreement) which is concluded with each member of the Supervisory Board. On behalf of the Bank, the such contract or agreement shall be signed by a person authorized to it by the General Meeting under the conditions approved by the decision of the General Meeting.

The members of the Supervisory Board may be paid the fee for their activity. The procedure for the payment of the fee to the members of the Supervisory Board shall be established by the Provision on the fee for the members of the Supervisory Board. The contract (civil legal agreement or employment contract) with the members of the Supervisory Board may provide

for any forms of compensation, including in particular the fixed fee, fee under the results of the activity, pension arrangements, dismissal compensation etc. The contract with the member of the Supervisory Board shall be terminated in case that his/her powers have been terminated.

12.12. The Chairman of the Supervisory Board shall be elected by the members of the Supervisory Board from among their members by the simple majority of votes from the total composition of the Supervisory Board. The Supervisory Board shall have the right to elect a new the Chairman of the Supervisory Board at any time.

12.13. The Chairman of the Supervisory Board shall organize its work, convene and holds the meetings of the Supervisory Board and chair on them, exercise any other powers provided for by the present Charter and the Provision on the Supervisory Board. 12.14. In the event of the temporary absence of the Chairman of the Supervisory Board or his inability to perform his powers, his/her powers, his/her powers/functions are performed by one of the members of the Supervisory Board.

In the event of the temporary absence of the Chairman of the Supervisory Board, the Deputy Chairman of the Supervisory Board shall have all rights and obligations of the Chairman of the Supervisory Board to hold the meeting of the Supervisory Board and certify the documents.

12.15. The meetings of the Supervisory Board shall be held as deemed necessary, but not less than once a quarter.

12.16. The meetings of the Supervisory Board shall be convened at the initiative of the Chairman of the Supervisory Board or at the request of the member of the Supervisory Board.

The meeting of the Supervisory Board shall also be convened at the request of the Board or its member taking part in the meeting of the Supervisory Board.

An extraordinary meeting of the Supervisory Board shall be convened at the request of the National Bank of Ukraine.

12.17. At the request of the Supervisory Board, the members of the Board and other officers take part in its meeting or in the consideration of separate issues of the agenda, in accordance with the procedure established by the Provision on the Supervisory Board.

12.18. The representatives of a trade union body or any other body authorized by the labor collective that signed the collective agreement on behalf of the labor collective may take part in the work of the Supervisory Board on its invitation with the right an advisory vote.

12.19. The meeting of the Supervisory Board shall be duly constituted if more than a half of its members take part in it.

In the event of the early termination of the powers of one or several members of the Supervisory Board and before the election of the whole composition of the Supervisory Board, the meeting of the Supervisory Board shall be deemed duly constituted to resolve issues in accordance with its competence upon condition that the number of the members of the Supervisory Board with the valid powers amount to more than a half of its total composition.

If the number of the members of the Supervisory Board with valid powers amounts to less than a half of its total composition determined in accordance with

the requirements of the laws of Ukraine, the Bank shall convene the General Meeting within three months to elect the remaining members of the of the Supervisory Board, and in the case of election of members of the Supervisory Board by cumulative voting - to elect the full composition of the Bank's Supervisory Board.

At the meeting of the Supervisory Board, each member of the Supervisory Board shall have one vote. Decisions of the Supervisory Board shall be made by the simple majority of the votes of the members of the Supervisory Board from their total number, that have the right to vote.

If the number of the members of the Supervisory Board with valid powers amounts to not more than a half of its total composition, determined in accordance with the requirements of the laws of Ukraine, the Supervisory Board cannot make any decisions except from the decisions on the holding of the General Meeting of the Bank for the election the composition of the remaining members of the Supervisory Board, and in case of election of members of the Supervisory Board by cumulative voting - for the election of all the members of the Supervisory Board.,

If the member of the Supervisory Board is deemed interested in the entering into a legal transaction, he/she have no right voting on such issue. The decision to to commit a transaction with the interest is made by the majority of the votes of the members of the Supervisory Board who present at the meeting who are not interested in the transaction.. If only one non-interested member of the Supervisory Board is present at such meeting, a decision on enter into the legal transaction with the interest shall be made by such member individually.

12.20. Decisions made by the Supervisory Board on its meetings, shall be executed by the minutes which shall be executed in accordance with the requirements of the laws of Ukraine within five working days after the meeting. The minutes of the meeting of the Supervisory Board can be drawn up in the form of an electronic document, on which the qualified electronic signatures of the Chairman of the Supervisory Board and the secretary of such meeting are superimposed.

The Supervisory Board may hold meetings and/or make decisions by polling, in particular by using a software and technical complex, or by audio or video conference in the manner provided by the Regulation on the Supervisory Board of the Bank.

The minutes of the meetings of the Supervisory Board are stored in the Bank at its location or in another place determined by the Management Board during the entire term of the Bank's activity, unless another term of storage of such documents is determined by legislation. 12.21. The meeting of the Supervisory Board or the consideration of a separate issue under its decision may be fixed by technical means.

12.22. In accordance with the laws of Ukraine, the Supervisory Board shall establish permanent or temporary committees. Decisions on the formation of the committee and on the list of issues that will belong to the subject of the committee are made by a simple majority of votes of the members of the Supervisory Board present at the meeting. Funding of the activities of the Supervisory Board committees, involvement of lawyers, financial and other experts for professional consultations is determined by the decision of the

Supervisory Board based on the proposal of the relevant committee in the manner prescribed by the Regulation on the Supervisory Board.

The procedure for the activity of the committees shall be determined by the Provision on the Supervisory Board of the Bank as well as the provisions on the committees of the Supervisory Board as approved by the Supervisory Board.

12.23. The powers of the member of the Supervisory Board elected by the cumulative voting may be early terminated by the decision of the General Meeting only upon condition of the simultaneous termination of the powers of all members of the Supervisory Board. In such case, the decision about the termination of the powers of the members of the Supervisory Board shall be made by the General Meeting by a simple majority of the votes of the Shareholders registered for the participation in the General Meeting and own the shares voting on an appropriate issue. The stated provision shall not apply to the right of the Shareholder (Shareholders) whose representative was elected to the composition of the Supervisory Board to replace such representative – members of the Supervisory Board.

The member of the Supervisory Board elected as a representative of the Shareholder or the group of the Shareholders may be replaced by such Shareholder or the group of the Shareholders at any time.

The member of the Supervisory Board shall assume office after the agreement by the National Bank of Ukraine. In the event of the replacement of the member of the Supervisory Board – representative of the Shareholder, the powers of the withdrawn member of the Supervisory Board shall terminate.

A notice about the replacement of the members of the Supervisory Board – representative of the Shareholder shall contain the information about the new member of the Supervisory Board appointed to replace the Shareholder (Shareholders) withdrawn earlier (given name, patronymic, details of the Shareholder (Shareholders), the amount of the Shareholding owned or jointly owned by him / her / it).

A notice about the replacement of the member of the Supervisory Board – representative of the Shareholders signed by the Shareholder (Shareholders) shall be filed in writing with the Chairman of the Supervisory Board. Such written notice shall be placed by the Bank on its own web-site within one working day after its receipt by the Bank.

The Shareholder (Shareholders) whose representative was elected by the member of the Supervisory Board, may restrict the powers of his/her/its representative as a member of the Supervisory Board.

12.24. Without the decision of the General Meeting, the powers of the members of the Supervisory Board with the simultaneous termination of the contract (civil legal agreement or employment contract) are terminated in cases established by law /

12.25. Corporate secretary.

12.25.1. The Bank has introduced the position of corporate secretary, who is appointed by the Supervisory Board and is an official who is responsible for effective ongoing interaction of the Bank with Shareholders, other investors, coordination of the Bank's actions to protect the rights and interests of Shareholders, maintaining the effective work of the Supervisory Board, and also

performs other functions, defined by the Law of Ukraine "On Joint Stock Companies" and this Charter.

The work procedure, rights and duties of the corporate secretary, as well as the procedure for paying him remuneration are determined by the Law of Ukraine "ON JOINT-STOCK Companies", this Charter, the Regulations on the Corporate Secretary, as well as an employment contract (contract) or a civil law contract concluded with corporate secretary.

12.25.2. An employment agreement (contract) or a civil legal agreement is concluded with the corporate secretary, which can be exclusively paid. The terms of such an agreement are approved by the Supervisory Board. The contract is signed on behalf of the Bank by a person authorized by the Supervisory Board. The term of office of the corporate secretary is established by the decision of the Supervisory Board.

12.25.3. The competence of the corporate secretary includes:

1) provision of information to Shareholders and/or investors, other interested parties about the Bank's activities;

2) provision of the Bank's charter and its internal provisions, including amendments to them, for perusal to persons who have the right to do so;

3) performing the functions of the head of the counting commission in accordance with Article 55 of the Law of Ukraine "ON JOINT-STOCK Companies";

4) ensuring the preparation, convening and holding of the General Meeting, performing the functions of the secretary of the General Meeting and drawing up the minutes of the General Meeting;

5) preparation and holding of meetings of the Supervisory Board, committees of the Supervisory Board, performance of the functions of the secretary of the Supervisory Board, drafting of minutes of meetings of the Supervisory Board;

6) participation in the preparation or preparation of explanatory drafts for Shareholders or investors regarding the exercise of their rights, providing answers to the requests of Shareholders or investors;

7) preparation of extracts from the minutes of meetings of the Bank's management bodies and their certification;

8) performance of other functions provided for by legislation and this Statute.

SECTION 13. BOARD

13.1. The Board of the Bank shall act based on the Provision on the Board and is a collective executive body performing the management of the current activities of the Bank, the formation of the funds necessary for the statutory activity of the Bank and shall be liable for the effectiveness of its work in accordance with the principles and procedure established by the Charter of the Bank, the decisions of the General Meeting and the Supervisory Board.

13.2. The competence of the Board includes the resolution of all issues related to the management of the current activity of the Bank, excluding the issues referred to the exclusive competence of the General Meeting and the Supervisory Board.

13.3. The Board is accountable to the General Meeting and to the Supervisory Board, it organizes the implementation of the decisions of the General Meeting and the Supervisory Board.

13.4. The Board shall act on behalf of the Bank within the framework established by the present Charter and the laws of Ukraine;

13.5. Any individual with full civil competence, higher education, work experience in banking and/or financial sector of not less than three years, is not a member of the Supervisory Board and meets the requirements established by the laws of Ukraine and laws and regulations of the National Bank of Ukraine may be the member of the Board of the Bank.

The Chairman, the members of the Board and the Chief Accountant shall be prohibited from the occupation of the positions in other legal entities (except from the controller of the Bank, the legal entities having a common controller with the Bank, bank unions and associations). 13.6. The work's order, rights and obligations of the members of the Board shall be determined by the laws of Ukraine, the present Charter, the Provisions about the Board as well as the contract (or agreement) concluded with each member of the Board. The contract (or agreement) shall be signed on behalf of the Bank by the Chairman of the Supervisory Board or a person authorized to such signature by the Supervisory Board.

13.7. At the request of the Bank bodies and officers, the Board shall be obliged to grant the opportunity to familiarize with the information about the activity of the Bank within the framework established by the laws of Ukraine, the present Charter and internal provisions of the Bank. The persons who received the access to the restricted information shall be liable for its unlawful use.

13.8. The Board of the Bank shall be elected in the composition of not less than five (5) and not more than ten (10) persons (members) for 3 years.

The Chairman of the Management Board heads the Management Board. The Deputy Chairman of the Management Board is part of the Management Board ex officio. 13.9. The procedure for the convening and holding the meetings of the Board shall be established by the Provision on the Board.

13.10. Each member of the Board shall have the right to demand for the holding of the meeting of the Board and enter the issues to the agenda of the meeting.

13.11. The members of the Supervisory Board as well as the representative of the trade union or any other body authorized by the labor collective that signed the collective agreement on behalf of the labor collective shall have the right to be present on the meetings of the Board.

13.12. The Chairman of the Management Board and members of the Management Board are elected by the Supervisory Board.

13.13. The Chairman of the Management Board cannot simultaneously act as a Chairman of the General Meeting.

13.14. The Chairman of the Management Board and the Chief Accountant shall assume their offices after their agreement by the National Bank of Ukraine.

13.15. The Chairman of the Management Board shall organize the work of the Board, convene the meetings, ensure the maintenance of the minutes of the meetings.

13.16. The Chairman of the Management Board shall have the right to act on behalf of the Bank without a power of attorney, in particular to represent the interests of the Bank, enter into transactions on behalf of the Bank, issue orders and give instructions binding for all employees of the Bank.

13.17. The employees of the Bank and other persons may be provided with the powers of representation and the right to sign to perform certain functions on behalf of the Bank or certain operations based on powers of attorney issued in accordance with the applicable laws of Ukraine and internal regulative documents of the Bank.

13.18. The Board shall carry out its activity by convening the meetings. The meetings of the Board shall be convened by the Chairman of the Board regularly enough to ensure operative resolution of issues referred to its competence but not less than once per every two months. The procedure for the payment of remuneration to members of the Management Board is determined by the Provision on remuneration of members of the Management Board and influential persons of the Bank. The meeting of the Board is considered valid if more than half of its members participate in it. The meeting of the Board of the Bank shall be deemed unduly constituted anyway, if the Chairman of the Board of the Bank and one of his/her deputies are simultaneously absent from such meeting. 13.19. At the meeting of the Board, the secretary shall maintain the minutes by which the decisions of the Board shall be executed. The minutes of the meeting of the Management Board shall be signed by the Chairman and shall be provided at the request for the familiarization to the member of the Management Board, the member of the Supervisory Board, the representative of the trade union or any other body authorized by the labor collective of the body that signed the collective agreement on behalf of the labor collective. The minutes may be signed by all members of the Board who took part in the meeting.

13.20. The decision of the Management Board shall be passed by simple majority of the votes of the members of the Management Board present at the meeting.

13.21. The members of the Management Board shall be obliged to personally take part in the meetings of the Board of the Bank.

13.22. The procedure for organizing and conducting meetings of the Management Board is established by the Regulation on the Management Board.g.

13.23. The Chairman of the Management Board shall be personally liable for the work of the Management Board and the activity of the Bank in general.

13.24. The powers of the Chairman of the Management Board shall cease under the decision of the Supervisory Board with the simultaneous deciding on the appointment of a new Chairman of the Management Board or a person who will temporary perform his/her powers.

13.25. The powers of the member of the Board shall be terminated at the decision of the Supervisory Board.

13.26. The powers of the Chairman and/or the members of the Management Board shall be terminated on the grounds established by the laws of Ukraine, the present Charter and the contract (or agreement) concluded with

the stated persons. The powers of a member of the Management Board shall also be terminated:

1) at his request, subject to written notification of this to the Bank two weeks in advance;

2) at his request in case of impossibility of performing the duties of a member of the Board due to his health;

3) in the event that a sentence or a court decision comes into force by which he is sentenced to a punishment, which excludes the possibility of performing the duties of a member of the Management Board;

4) in the event of the entry into force of a court decision, according to which a member of the Management Board was found guilty of violating Article 89 of the Law of Ukraine "On Joint Stock Companies";

5) in case of death, recognition of him as incapable, limitedly capable, missing, deceased;

6) at the request of the National Bank of Ukraine;

7) in case of non-compliance with the qualification requirements established by the National Bank of Ukraine.

SECTION 14. INTERNAL AUDIT

14.1. The Bank shall create a permanent unit for internal audit that shall act based on the Provision approved by the Supervisory Board. The head of the unit for internal audit shall be subject and accountable to the Supervisory Board.

14.2. The unit for internal audit shall carry out its activity in accordance with the International Standards for the Professional Practice of Internal Auditing including Global Internal Auditing Standards passed by the International Internal Audit Standards Board – IIASB) and published on January 9, 2024 by the International Institute of Internal Auditors.

14.3. The unit for internal audit performs the following functions:

- evaluates the effectiveness of the organization of the corporate governance at the Bank, the internal control system, including the risk management system, and their correspondence to the size of the Bank, the complexity, scope, types, nature of the operations performed by the Bank, the organizational structure and the risk profile of the Bank taking into account the peculiarities of the activity of the Bank as a systematically important bank (if there is such status) and/or the activity of the bank group participated by the Bank;
- verifies the Bank management processes, in particular regarding the capital sufficiency evaluation and the liquidity sufficiency;
- verifies the compliance with the requirements of the laws and internal provisions of the Bank by the executives and employees of the Bank;
- assesses the information and technical support of management and operation performance;
- verifies the correctness of the maintenance and the reliability of the accounting and financial statements;
- verifies the financial and business activities of the Bank;
- verifies the compliance with qualification requirements and the performance of the professional duties by the employees of the Bank;

- reveals and checks the cases of abuse by the officers of the Bank and the conflict of interests in the Bank;
- verifies the reliability and timeliness of the provision of the information to the state regulatory and administrative authorities performing the supervision over the activity of the Bank within their competence;
- other functions related to the supervision over the activity of the Bank.

14.4. The unit for internal audit shall carry out the evaluation of the types of the Bank's activities, which performance shall be ensured by the involvement of legal entities and individuals on a contract basis (outsourcing).

14.5. The unit for internal audit shall prepare by the results of the performed checks and file with the Supervisory Board the reports and proposals regarding the elimination of the revealed violations.

14.6. The Bank shall be obliged, in accordance with the procedure established by the laws and regulations of the National Bank of Ukraine, file the report on the work of the unit for internal audit and other documents by the results of internal audit with the National Bank of Ukraine.

14.7. The National Bank of Ukraine shall agree upon the candidacy of the head of the unit for internal audit. Qualification requirements to the professional aptitude and business reputation of the unit for internal audit shall be established by the National Bank of Ukraine.

The head of the unit for internal audit is prohibited from the occupation of the position in other banks.

14.8. A decision on the dismissal of the head of the unit for internal audit shall be made by the Supervisory Board. A decision on the dismissal of the head of the unit for internal audit shall be necessarily agreed upon with the National Bank of Ukraine, except from the cases of the dismissal of such person of his/her own will, under the agreement of the parties or in connection with the expiration of the term of the labor agreement (contract).

14.9. The head of the unit for internal audit shall have the right to demand for the extraordinary convening of the meeting of the Supervisory Board.

14.10. The employees of the unit for internal audit shall have the right during the performance of their functional duties to familiarize with the documents, information, written explanations on the issues of the activities of the Bank, including all units of the Bank notwithstanding the country of their location, and the affiliated companies of the Bank, the right to the access to the banking operation automation system and to obtain written explanations from the executives and employees of the Bank on any issues arising during the verification and by its results.

14.11. The unit for internal audit shall not be liable for and has no authorities regarding the operations under which it carried out the audit.

14.12. The unit for internal audit shall be liable for the scope and reliability of the reports filed with the Supervisory Board regarding the issues referred to its competence, determined by the Law of Ukraine "On Banks and Banking".

14.13. When being appointed to office, the employees of the unit for internal audit shall give a written undertaking on the non-disclosure of the information about the activity of the Bank and keeping the bank secrecy in accordance with the requirements of the Law of Ukraine "On Banks and banking".

SECTION 15. ORGANIZATION OF ACCOUNTING

15.1. The Bank shall be obliged to keep accounting and draw up the financial statements in accordance with the Law of Ukraine "On Accounting and Financial Statements in Ukraine" and international standards of financial statements.

The financial year of the Bank is the calendar year that begins on January 1 and ends on December 31 of the same year.

15.2. The Bank shall use the unified accounting rules in banks based on integral automation and computerization in accordance with the applicable laws of Ukraine, submits the reporting and information to the National Bank of Ukraine in the scope and forms established by it.

15.3. In accordance with the procedure and within the terms determined by the applicable laws of Ukraine, the Bank shall file the financial and statistical statements with the National Bank of Ukraine regarding the work of the Bank, its operations, liquidity, solvency, profitability as well as the information about the affiliated persons of the Bank for the valuation of the financial condition of the Bank. The financial statements of the Bank filed with the National Bank of Ukraine shall be annually verified by the audit firm.

15.4. In cases determined by the applicable laws of Ukraine, the Bank shall also file other forms of statements with the public authorities of Ukraine.

15.5. The Bank shall be obliged to publish no later than on 30 April of the month following the reporting year, its annual financial statements and annual consolidated financial statements together with the auditor's report, as well as other information in the amount determined by the National Bank of Ukraine by placing it on its own website and in another way in cases determined by the legislation of Ukraine.

15.6. In accordance with the requirements, principles and procedure established by the Charter, the decisions of the General Meeting and the Supervisory Board, the Chief Accountant of the Bank shall be liable against the Board, the Supervisory Board and the General Meeting for:

15.6.1. the organization of the accounting at the Bank, drawing up of financial and statistical statements in accordance with the requirements of the laws and regulations of the National Bank of Ukraine, the preparation of the proposals regarding the financial performance of the Bank's performance plan and ensuring all levels of accounting control;;

15.6.2. resolution of other issues referred to the competence of the Chief Accountant of the Bank by the General Meeting, the Supervisory Board or the Board.

15.7. The Chief Accountant of the Bank shall organize the accounting at the Bank in accordance with the general principles determined by the laws of Ukraine.

SECTION 16. EXTERNAL AUDIT OF THE BANK

16.1. The Bank shall be obliged to ensure the annual audit of the financial statements, consolidated financial statements and other information with regard to the financial and business activity by the audit firm in accordance with the laws of Ukraine, including the laws and regulations of the National Bank of Ukraine,

audit rules and standards approved by the Chamber of Auditors of Ukraine in accordance with the international standards of audit and ethics.

16.2. The right to hold the audit examination of the Bank shall rest on the audit firm entered to the Register of Auditors and Auditing Entities maintained in accordance with the law, to the sections of the audit firms having the right to hold the mandatory audit of the financial statements of the companies of public concern (hereinafter referred to as the Register of Audit Firms and Auditing Entities).

16.3. The Bank and the audit firm shall be obliged to provide the National Bank of Ukraine the explanations at its request, including written explanations, on the issues of the external audit of the Bank.

16.4. The National Bank of Ukraine shall have the right to demand from the Bank the extension of the subject of the audit in accordance with the procedure and within the scope determined by laws and regulations of the National Bank of Ukraine.

16.5. The Bank shall have the right to conclude agreements for the holding of the annual audit of the annual financial statements, consolidated financial statements and other information with regard to its financial and business activities with one audit firm for not more than seven years in a row.

16.6. The Bank shall be obliged to provide the auditor's report and other documents by the results of the audit to the National Bank of Ukraine, in accordance with the procedure and the requirements determined by the laws and regulations of the National Bank of Ukraine.

16.7. The audit firm shall be obliged to notify in writing the National Bank of Ukraine no later than on the next working day after the revelation about any violations of the banking laws by the Bank, a material threat or doubts with regard to the Bank's opportunity to continue its activity on a permanent basis, as found during the audit examination and/or the provision of other audit services.

16.8. The executives of the bank shall be obliged to ensure the terms to carry out the external audit of the Bank in accordance with the requirements of the laws of Ukraine and to provide at the request of the audit firm the reports on the audits of the Bank carried out by the National Bank of Ukraine and the reports about the external and internal audit of the Bank.

16.9. At the request of the National Bank of Ukraine, the audit firm shall be obliged to provide the National Bank of Ukraine and the persons authorized by it any working documents of the audit firm on the issues of the audit of the Bank in accordance with the procedure established by the laws and regulations of the National Bank of Ukraine.

16.10. The audit firm shall not be liable for the disclosure of the information to the National Bank in the cases determined in the present section.

SECTION 17. PROFITS, LOSSES AND FUNDS OF THE BANK

17.1. The profits of the Bank are made up of the proceeds from banking operations and other business activity not prohibited by the applicable laws of Ukraine, after the coverage of material and other similar expenses, expenses for the labor remuneration and other expenses provided for by the applicable laws of Ukraine.

17.2. The procedure for the distribution of the profits of the Bank shall be determined by the decision of the General Meeting in accordance with the applicable laws of Ukraine and the Charter of the Bank. The profit that remains after the payment of taxes, fees (statutory fees) shall be used for the creation of the funds of the Bank, the payment of the dividends and other purposes in accordance with the procedure determined and established by the General Meeting.

17.3. By means of the net profit that remains with the Bank's disposal:

17.3.1. the dividends are paid;

17.3.2. the Reserve Fund shall be created and replenished;

17.3.3. the undistributed profit shall be accumulated (losses covered).

17.4. The directions of the use of the additional financial resources of the Bank received by means of the accumulation of the undistributed profit shall be approved by the General Meeting.

17.5. Based on the profit received as a result of its statutory activity, the Bank may establish the following funds, including but not limited to: dividend fund, bank development fund, the financial incentive fund. The procedure for the establishment and use of these funds, the amount of the deductions to them shall be established by the Supervisory Board, upon condition of the approval by the General Meeting.

17.6. The procedure for the formation of the Reserve Fund of the Bank is determined by section 7 of the present Charter.

17.7. The Bank shall cover the losses in accordance with the requirements of the applicable laws of Ukraine. The Bank's losses shall be covered by means of the Reserve Fund. In the event that the funds of the Reserve Fund are not enough to cover the losses of the Bank, the losses shall be covered by means of other own funds of the Bank or by means of the sale of the property of the Bank in accordance with the laws of Ukraine.

SECTION 18. BANKING SECRECY, PREVENTING THE LEGALIZATION (LAUNDERING) OF PROCEEDS OF CRIME, THE FINANCING OF TERRORISM, AND THE FINANCING OF THE PROLIFERATION OF WEAPONS OF MASS DESTRUCTION

18.1. The information with regard to the activity and the financial condition of the client that became known to the Bank in the process of the servicing of the client and the relations with him/her or became known to any third parties during the provision of the services of the Bank or the performance of the functions determined by the law as well as the information about the Bank determined by the laws of Ukraine shall constitute the banking secrecy.

The Bank shall ensure the preservation of the banking secrecy in accordance with the requirements of the applicable laws of Ukraine, the laws and regulations of the National Bank of Ukraine and the internal documents of the Bank.

18.2. The information containing the banking secrecy shall be disclosed by the Bank in accordance with the applicable laws of Ukraine.

18.3. When assuming the office, the executives and officers of the Bank shall sign the undertaking with regard to the preservation of the banking secrecy. The executives and the officers of the Bank shall be obliged not to disclose or

use for their own benefit or for the benefit of any third parties any information including any information constituting the banking secrecy that became known to them in connection with the performance of their official duties.

18.4. The proper organization of the internal banking system in the field of the preventing and counteracting the legalization (laundering) of proceeds of crime, the financing of terrorism and the financing of the proliferation of weapons of mass destruction (hereinafter referred to as the PLF / FT) and the performance of the primary financial monitoring shall be ensured by the Chairman of the Board as well as the designated employee of the Bank.

18.5..

The designated employee of the Bank shall be appointed and dismissed by the Supervisory Board, it shall be directly subordinated to the Supervisory Board and is accountable to it. The designated employee of the Bank shall inform the Chairman of the Management Board in accordance with the requirements of the Law of Ukraine "On the preventing and counteracting the legalization (laundering) of proceeds of crime, the financing of terrorism and the financing of the proliferation of weapons of mass destruction".

The designated employee of the Bank shall assume the office after his/her approval by the National Bank of Ukraine.

18.6. The Bank shall develop, implement and renew the rules of financial monitoring, the programs of primary financial monitoring and other internal documents on financial monitoring taking into account the requirements of the laws of Ukraine, the results of the national risk evaluation and the evaluation of the risks inherent to its business. The internal documents of the Bank on financial monitoring shall contain the procedures sufficient for the ensuring the efficient risk management as well as for the prevention of the use of the services and products of the Bank for the legalization (laundering) of proceeds of crime, the financing of the terrorism and the financing of the proliferation of weapons of mass destruction.

SECTION 19. REPRESENTATION AND THE RIGHT TO SIGN DOCUMENTS ON BEHALF OF THE BANK

19.1. In the event that the Chairman of the Board cannot temporarily perform his/her powers, in particular during his/her temporary absence, the deputy Chairman of the Board (and in his/her absence, any other member of the Board by order of the Deputy Chairman of the Board or by the decision of the Supervisory Board shall perform all powers of the Chairman of the Board within the scope determined by the present Charter and the laws of Ukraine for the Chairman of the Board.

19.2. The Bank may be represented against the third parties in the relations aimed at the creation, change, termination of the rights and obligations of the Bank with the right to conclude / sign legal transactions and other documents on behalf of the Bank (in particular in the form of electronic documents using an electronic signature) by the following authorized persons:

- Deputy Chairman of the Board;
- Director of the Department of Treasury Operations;
- Director of the Financial and Economic Department;
- Director of the Department of Information Technology;

- Director of the Department of Internal Banking Operations, Tax Accounting and Reporting – Deputy Chief Accountant;
- Director of the Department of Banking Operations Accounting and Control – Deputy Chief Accountant;
- Director of the Operation Department acting on behalf of the Bank based on the power of attorney and the information about each of which was entered into the Unified State Register of Legal Entities, Individual Entrepreneurs and Non-Governmental Formations.

19.3. The scope and/or the limits of the persons stated in the present section of the Charter as well as other persons having the right to represent (right to sign documents / agreements / carry out other actions) on behalf of the Bank, the procedure for the issue of powers of attorney to them shall be determined by the applicable laws of Ukraine and the internal regulatory documents of the Bank.

19.4. The Chief Accountant of the Bank shall have the right to sign all financial documents on behalf of the Bank without a power of attorney.

19.5. The powers to represent the interests of the Bank in accordance with the procedure of self-representation in the courts of all specializations and instances with all procedural rights granted to the parties to a case by the applicable procedural laws of Ukraine are vested in the employees of the Legal Department of the Bank, the executive and the deputy executive of the unit for PLT / FT of the Bank as well as other employees of the Bank, whose official duties include the representation of the interests of the Bank in courts and the information about each of whom was entered to the Unified State Register of Legal Entities, Individual Entrepreneurs and Non-Government Formations.

SECTION 20.

ACTIVITIES OF THE BANK RELATED TO STATE SECRETS

20.1. State secrets shall be protected in accordance with the requirements of the Law of Ukraine "On State Secrets", other laws and regulations, as well as internal regulatory and administrative documents of the Bank on this issue.

20.2. The Bank shall have the right to carry out the activities related to state secrets if it has a special permit for carrying out the activities related to state secrets issued by the authorized body.

20.3. In order to develop and implement measures to ensure the secrecy regime, constant control over their observance in the Bank in accordance with the procedure established by the laws, by order of the Chairman of the Board (the person acting for him/her) or the Deputy Chairman of the Board (the person acting for him/her) a separate employee is appointed, who is entrusted with the duties of ensuring the secrecy regime and is granted the rights and obligations of employees of a regime-secret body, which is directly subordinate to the Chairman of the Board or the Deputy Chairman of the Board, which ensures the protection of state secrets in the Bank in accordance with the secrecy regime. The issue of the order on the entrusting of the special employee with the duties on ensuring the secrecy regime at the Bank shall be carried out subject to the agreement with the authorized body in accordance with the laws. The duties and powers of such an employee shall be determined by the relevant job description.

20.4. The Chairman of the Board or the Deputy Chairman of the Board ensuring the protection of state secrets at the Bank in accordance with the

secrecy regime and the special employee entrusted with the duties to ensure the secrecy regime shall be the citizens of Ukraine and have access to state secrets.

20.5. A decision on granting access to secret information (categories of secret information) and its tangible media shall be made by the Chairman of the Board or the Deputy Chairman of the Board, which shall ensure the protection of state secrets at the Bank in accordance with the secrecy regime.

20.6. It shall be prohibited to acquire the ownership of the property of the Bank (in particular tangible media of secret information), which will be obtained or manufactured in the process of the Bank's activities related to state secrets, foreign and/or Ukrainian legal entities or individuals who do not have any right to it as established by the laws of Ukraine.

20.7. In the event of the reorganization, liquidation, or sale of the shares of the Bank, tangible media of secret information shall be destroyed in accordance with the established procedure or transferred to their owners in accordance with the requirements of the laws on the protection of state secrets of Ukraine.

20.8. Access to state secrets during the application of bankruptcy court procedures to the Bank, as a debtor, in accordance with the procedure established by the laws shall be granted by the Security Service of Ukraine to the arbitration manager (property administrator, rehabilitation manager, liquidator) after conducting his/her inspection as requested by the Deposit Guarantee Fund for Individuals.

SECTION 21. PROCEDURE FOR THE REORGANIZATION AND LIQUIDATION OF THE BANK

21.1. The Bank may be reorganized by the decision of the bank owners as well as by merger, amalgamation, division, spin-off, transformation. In the event of the reorganization of the Bank by its transformation, the rules of the laws about the dissolution of the legal entity shall not be applied to such legal relations. During the reorganization of the Bank by its transformation, the creditors shall have no right to demand from the Bank its dissolution or early performance of its obligations.

21.2. The terms of the reorganization of the Bank shall be established by the laws of Ukraine.

21.3. The procedure for the liquidation of the Bank shall be established by the Law of Ukraine "On Banks and Banking" and the laws and regulations of the National Bank of Ukraine.

21.4. The Bank may be liquidated.

- by the decision of the owners of the Bank;
- in case that the National Bank of Ukraine withdraws the banking license on its own initiative or by the proposal of the Deposit Insurance Fund.

21.5. The liquidation of the Bank on the initiative of the owners shall be carried out in accordance with the procedure provided for by the Law of Ukraine "On Banks and Banking", taking into account the peculiarities provided for by the Law of Ukraine "On JOINT- STOCK Companies" and subject to the consent of the National Bank of Ukraine.

21.6. The liquidation of the Bank on the initiative of the National Bank of Ukraine shall be carried out in accordance with the Law of Ukraine "On Banks and Banking" and the laws and regulations of the National Bank of Ukraine.

21.7. The Bank shall be deemed liquidated upon the date of entering the record on its liquidation to the Unified State Register of Legal Entities, Individual Entrepreneurs and Non-Government Formations, in accordance with the requirements of the applicable laws of Ukraine.

SECTION 22. PROCEDURE FOR MAKING CHANGES TO THE CHARTER OF THE BANK

22.1. Making changes to the present Charter shall fall under the responsibility of the General Meeting. A decision on this issue shall be made in accordance with the procedure provided for by the applicable laws of Ukraine, the Provision on the General Meeting and the present Charter.

22.2. The termination or invalidity of any provision of the present Charter does not mean the termination or invalidity of its other provisions and does not cause their termination.

22.3. The changes to the present Charter shall be obligatory filed to the National Bank of Ukraine for its approval.

22.4. The procedure for the state registration of the changes to the present charter shall be carried out in accordance with the procedure determined by the applicable laws of Ukraine.

22.5. The changes to the present Charter shall be entered by the restatement of the present Charter.

22.6. The changes to the present Charter shall come into effect upon their entering to the Unified State Register of Legal Entities, Individual Entrepreneurs and Non-Governmental Formations in accordance with the procedure provided for by the applicable laws of Ukraine.

Chairman of the Board

/signature/

Oleksii RUDNIEV

/seal/:

Ukraine * Kyiv * Public Joint- Stock Company

Commercial Bank ACCORDBANK*Identification code 35960913*

Київ, Україна. Двадцятого березня дві тисячі двадцять шостого року.

Я, Лівінська Н.С., приватний нотаріус Київського міського нотаріального округу засвідчую справжність підпису перекладача **Захаренко-Марійчук Євгенії Олександрівни**, який зроблено у моїй присутності.

Особу перекладача встановлено, його дієздатність та кваліфікацію перевірено.

Зареєстровано в реєстрі за №

Приватний нотаріус



Н.С. Лівінська



Всього прошито
(або прошитуровано),
профмережовано і скріплено нечіткою
підписом

Kyiv city, Ukraine. **March 20, 2026.**

I, N.S. Livinska, a private notary of Kyiv City Notarial Circuit, certify the authenticity of the signature of the translator Yevheniia Oleksandrivna Zakharenko-Mariichuk, which was made before me.

The identity of the translator is verified, its capacity and qualification is checked.

Entered into the Register under No.

Private Notary

/signature/

N.S. Livinska

Seal: Private Notary, Livinska Nataliia Serhiivna, Kyiv City Notarial Circuit