

## Memorandum for Acquirers of CREDIT BANK OF MOSCOW's Shares

In order to comply with applicable legal requirements (Art. 11 of the Federal Law 'On Banks and Banking Activities') and provisions of the Prospectus (cl. 8.8.3), CREDIT BANK OF MOSCOW (the "Bank") would like to remind you that the following documents and information have to be submitted to it.

### Financial condition evaluation documents

1. Any party acquiring more than RUB 20 million worth of, or more than 1% of, the Bank's shares (cumulatively with previously acquired ones) in the course of their placement have to submit financial condition evaluation documents to it.

2. Based on the documents you provide (as per the Annexes), the Bank will prepare an opinion on your financial condition in accordance with the Bank of Russia's Regulation No. 626-P dated 28.12.2017 "On Evaluation of, Requirements to, and Disqualifying Criteria for, the Financial Condition of Credit Institutions' Founders (Members) and Other Persons Listed in Federal Law No. 281-FZ dated 29 July 2017 "On Amending Certain Statutes of the Russian Federation to Improve Mandatory Requirements to Founders (Members), Governing Bodies and Officers of Financial Institutions" ("Regulation 626-P").

3. Such opinion shall be kept by the Bank and may be submitted to the Bank of Russia, on its request, together with the underlying documents.

4. The lists of required documents are as set out in Regulation 626-P and are attached hereto, namely:

- The list of documents required to verify the financial condition of a legal entity acquiring more than RUB 20 mln worth of, or more than 1% of, the Bank's shares (cumulatively with previously acquired ones) (Annex 1);
- The list of documents required to verify the financial condition of an individual acquiring more than RUB 20 mln worth of, or more than 1% of, the Bank's shares (cumulatively with previously acquired ones) (Annex 2).

### Share Acquisition Notice and Other Documents.

1. Any party acquiring more than 1% of shares in the course of their placement must give a **notice** thereof (the 'Notice') to the Bank.

2. The Notice should be drawn as required by Chapter 5 of the Bank of Russia's Instruction No. 135-I dated 02.04.2010 (the 'Instruction').

3. The Notice should be in the form of Annex 2 to the Instruction and must be received by the Bank within 30 calendar days after the shares were acquired.

The Notices must be given to the Bank by acquirers of more than 1% of its shares, whether acting individually or as a group of persons, as well as asset managers to whom they were given.

The 'group of persons' is understood as a totality of acquirers meeting the criteria set out in Article 9 of Federal Law No. 135-FZ 'On Protection of Competition' dated 26.07.2006.

4. The Notice should be signed by:

- the acquirer or an authorised person of the acquiring group of persons (*e.g., the sole executive body of a legal entity*); or
- the asset manager; or
- any other person acting on behalf of the acquirer/ asset manager by power of attorney.

*If made on behalf of a legal entity, the Notice should bear its seal.*

5. The Notice must be accompanied by documents evidencing the signatory's authority.

6. When giving the Notice, corporate acquirers should disclose to the Bank their ownership structure up to the ultimate owners (the '**Disclosure**') in the form of Annexes 3 – 4 and 7 – 8 to the Bank of Russia's Regulation No. 622-P dated 26.12.2017 or state that such details are posted by the Bank of Russia on its official website and provide supporting documents. These include, in particular:

- an extract from the shareholder register in respect of any joint-stock company in the ownership structure;

- duly executed (apostilled or legalised, and accompanied by a notarised Russian translation) constitutive documents of any non-resident companies in the ownership structure, listing their founders (shareholders), extracts from the trade or other register serving as the national register of legal entities in their country of domicile, trust deeds, agency or commission agreements; other documents establishing their relations (other than any letters of notaries, lawyers or auditors containing the same information).

7. **Any non-resident corporate** acquirer should submit to the Bank (for further filing, in the charter amendment document package, with the Bank of Russia):

a) documents evidencing its state registration or duly certified copies thereof or documents of state bodies or authorised officers containing the same information;

b) duly certified copies of its constitutive documents.

*Those documents should also be legalised or apostilled as provided for by applicable laws. Any documents made in a foreign language must be accompanied by their notarised translation into Russian.*

#### **Delivery of documents.**

1. Please submit the documents to the Bank **within 6 calendar days** of the placement ending date.
2. You can deliver them directly to CREDIT BANK OF MOSCOW at 2 (bldg. 1.) Lukov pereulok, Moscow.
3. If you have any questions about the preparation and submission of documents, please contact [ir@mkb.ru](mailto:ir@mkb.ru)

**ANNEX 1 TO THE MEMORANDUM**

**The list of documents required to verify the financial condition of a legal entity acquiring more than RUB 20 mln worth of, or more than 1% of, the Bank's shares (cumulatively with previously acquired ones).**

	<b>Document</b>	<b>Form of submission</b>	<b>Qty</b>	<b>Comment</b>
<b>1</b>	<b>For legal entities registered in Russia</b>			
	acquiring shares in excess of 50% of their adjusted net assets (equity (capital)) <b>as at the latest reporting date</b> preceding the date of payment for the shares			
1.1	balance sheet as of such reporting date	certified copy	1	Evidencing acceptance by the tax authority
1.2	balance sheet as of the date of payment for the shares	original	1	
1.3	adjusted net assets (equity (capital)) calculation <b>as of such reporting date</b>	original	1	See chapter 3 of the Bank of Russia's Regulation No. 626-P.
1.4	calculated adjusted net assets (equity (capital)) value as of the <b>date of payment for the shares</b>	original	1	See chapter 3 of the Bank of Russia's Regulation No. 626-P.
1.5	breakdown of receivables overdue by more than 90 days as of <b>such reporting date</b>	original	1	For each type of debt exceeding 5% of the legal entity's assets, specifying: - full names of corporate debtors, - their taxpayer identification numbers (TIN), - registration purpose code (KPP), - underlying transactions (contract, its number and date, bill of exchange, etc.), - date incurred and maturity (expiry date), - amount of receivables, including those overdue, - bad debt reserve created for receivables, - causes of the failure to repay when due.
1.6	breakdown of receivables overdue by more than 90 days as of the <b>date of payment for the shares</b>	original	1	
1.7	breakdown of receivables due from companies that were liquidated, are in liquidation or are adjudicated insolvent (bankrupt) <b>as of such reporting date</b>	original	1	For each type of debt <b>regardless of its share</b> in the legal entity's assets, specifying - full names of corporate debtors, - their taxpayer identification numbers (TIN), - registration purpose code (KPP), - underlying transactions (contract, its number and date, bill of exchange, etc.), - date incurred and maturity (expiry date), - amount of receivables, including those overdue, - bad debt reserve created for receivables, - causes of the failure to repay when due - liquidation stage, the date of liquidation entry in the Unified State Register of Legal Entities, the date adjudicated bankrupt or other indication of the legal entity's status
1.8	breakdown of receivables due from companies that were liquidated, are in liquidation or are adjudicated insolvent (bankrupt) as of the <b>date of payment for the shares</b>	original	1	
1.9	if none of receivables listed in items 1.7 – 1.8 and/or 1.9 – 1.10 above exist, a letter stating that	original	1	
1.10	breakdown of equity investments in financial institutions as of <b>such reporting date</b>	original	1	specifying: - the type of investment (type of securities (shares, bonds, promissory notes, other), charter capital contributions, loans granted, receivables assigned, deposits with credit institutions); - investees (subsidiaries or controlled companies, credit institutions, companies that were liquidated, are in liquidation or are adjudicated insolvent (bankrupt)); - full corporate names of securities issuers, recipients of charter capital contributions or
1.11	breakdown of equity investments in financial institutions as of the <b>date of payment for the shares</b>	original	1	

				loans, debtors, their TIN and KPP; - investment amounts and impairment provisions created for them.
1.12	if no financial investments referred to in items 1.12.-1.13 above exist, a letter stating that	original	1	
1.13	data for evaluation of cross shareholdings or a statement of their absence as of <b>such reporting date</b> .	original	1	To be prepared in accordance with the fourth paragraph of clause 3.6 of the Bank of Russia's Regulation No. 626-P.
1.14	data for evaluation of cross shareholdings or a statement of their absence as of the <b>date of payment for the shares</b>	original	1	Cross shareholding is understood as mutual equity participation.
1.15	copy of obtained but not yet utilised preliminary consent of the Bank of Russia to the acquisition of equity interests in, and/or the obtaining of control over shareholders (members) of, financial institutions or a letter stating that no such consent has been obtained.	certified copy/original	1	If such consent is still valid and has been utilised in part, specify the value of equity interests acquired thereunder attaching supporting documents.
1.16	copy of consent to the lifting of tax secrecy showing that it was filed with the tax authority	certified copy/original	1	Or other documentary evidence of having given such consent to the tax authority (also applies to foreign legal entities registered with a tax authority).
1.17	details of any loans raised in the latest complete financial year preceding the date of payment for the shares and in the current year, including the lenders, amounts, origination dates and maturities, purposes and actual utilisation, repayment dates and amounts, and a breakdown of borrowings reported in the latest accounting (financial) statements or a letter stating that there is nothing to disclose	original		
<b>2</b>	<b>For legal entities registered in Russia</b> acquiring shares for 50% or less of their adjusted net assets (equity (capital)) as at the latest reporting date preceding the date of payment for the shares, and for <b>foreign legal entities regardless of that ratio</b>			
2.1	balance sheet as of such reporting date	certified copy	1	
2.2	financial reports underlying the adjusted net assets (equity) calculation as of such reporting date	certified copy	1	to be submitted by foreign legal entities only
2.3	adjusted net assets (equity (capital)) calculation <b>as of such reporting date</b>	original	1	See chapter 3 of the Bank of Russia's Regulation No. 626-P.
2.4	breakdown of receivables overdue by more than 90 days as of <b>such reporting date</b>	original	1	For each type of debt exceeding 5% of the legal entity's assets, specifying: - full names of corporate debtors, - their taxpayer identification numbers (TIN), - registration purpose code (KPP), - underlying transactions (contract, its number and date, bill of exchange, etc.), - date incurred and maturity (expiry date), - amount of receivables, including those overdue, - bad debt reserve created for receivables, - causes of the failure to repay when due.
2.5	breakdown of receivables due from companies that were liquidated, are in liquidation or are adjudicated insolvent (bankrupt) <b>as of such reporting date</b>	original	1	For each type of debt <b>regardless of its share</b> in the legal entity's assets, specifying - full names of corporate debtors, - their taxpayer identification numbers (TIN), - registration purpose code (KPP),

				<ul style="list-style-type: none"> <li>- underlying transactions (contract, its number and date, bill of exchange, etc.),</li> <li>- the origination and maturity dates,</li> <li>- the amounts, including those overdue,</li> <li>- bad debt reserve created for receivables,</li> <li>- causes of the failure to repay when due</li> <li>- liquidation stage, the date of liquidation entry in the Unified State Register of Legal Entities, the date adjudicated bankrupt or other indication of the legal entity's status</li> </ul>
2.6	breakdown of equity investments in financial institutions as of <b>such reporting date</b>	original	1	specifying: <ul style="list-style-type: none"> <li>- their type (security type (shares, bonds, promissory notes, other), other equity interests, loans, receivables acquired by assignment, deposits with credit institutions);</li> <li>- the investees (subsidiaries or controlled companies, credit institutions, companies liquidated, in liquidation or adjudicated insolvent (bankrupt));</li> <li>- the full corporate names of the issuers, other equity investees, borrowers, debtors, their TIN and KPP;</li> <li>- the invested amounts and impairment provisions created for them;</li> <li>- or that there are no such investments.</li> </ul>
2.7	if there is nothing to report under items 2.5 and/or 2.6 and/or 2.7 above, a letter stating that	original	1	
2.8	data for evaluation of cross shareholdings or a statement of their absence as of <b>such reporting date</b> .	original	1	To be prepared in accordance with the fourth paragraph of clause 3.6 of the Bank of Russia's Regulation No. 626-P. Cross shareholding is understood as mutual equity participation.
2.9	copy of obtained but not yet utilised preliminary consent of the Bank of Russia to the acquisition of equity interests in, and/or the obtaining of control over shareholders (members) of, financial institutions or a letter stating that no such consent has been obtained.	certified copy/original	1	If such consent is still valid and has been utilised in part, specify the value of equity interests in financial institutions acquired pursuant to thereto attaching supporting documents.
2.10	information about events subsequent to such reporting date and precedent to the date of payment for the shares which resulted in a more than 10% one-time decrease in the assets value as compared to such reporting date or in the net profit as compared to the period ending on such reporting date specifying the nature and monetary value of each such event, or a letter certifying that no such event took place	original	1	specifying the nature and monetary value of each such event. If no such event took place, this should be stated in the financial condition evaluation documents
2.11	copy of consent to the lifting of tax secrecy showing that it was filed with the tax authority	certified copy	1	For shareholder registered under Russian laws. Or other documentary evidence of having given such consent to the tax authority (also applies to foreign legal entities registered with a tax authority).
2.12	a letter confirming the periods for which and deadlines by which accounting (financial) reports is to be prepared/filed in accordance with the personal law of the foreign legal entity	original	1	To be submitted by foreign legal entities only
2.13	details of any loans raised in the latest complete financial year preceding the date of payment for the shares and in the current year, including the lenders, amounts, origination dates and maturities, purposes and actual utilisation, repayment dates and amounts, and a breakdown of borrowings reported in the latest accounting (financial) statements or a letter	original		

	stating that there is nothing to disclose			
<b>3</b>	<b>For legal entities with qualifying ratings under clause 2.5 of Regulation 626-P</b>			
3.1	balance sheet as at the latest reporting date preceding the date of payment for the shares	certified copy	1	
3.2	financial reports underlying the adjusted net assets (equity) calculation as of such reporting date	certified copy	1	To be submitted by foreign legal entities only
3.3	adjusted net assets (equity (capital) calculation <b>as of such reporting date</b>	original	1	See chapter 3 of Regulation 626-P.
3.4	copy of obtained but not yet utilised preliminary consent of the Bank of Russia to the acquisition of equity interests in, and/or the obtaining of control over shareholders (members) of, financial institutions or a letter stating that no such consent has been obtained.	certified copy/original	1	If such consent is still valid and has been utilised in part, specify the value of equity interests in financial institutions acquired pursuant to thereto attaching supporting documents.
3.5	a) announcement of the credit rating assigned to the foreign legal entity; or b) notice on the credit rating assigned to the legal entity registered under Russian laws.	a) certified copy b) original letter	1	b) also specify the web site of the credit rating agency disclosing the same.
<b>4</b>	<b>For all entities listed in items 1 – 3 above</b>			
4.1	A letter listing any loans taken in 2018 and 2019, specifying the lenders, amounts, origination dates and maturities, purposes and actual utilisation, repayment dates and amounts, and a breakdown of borrowings reported in the latest accounting (financial) statements.	original	1	
4.2	a letter confirming compliance with cl. 5.10.1-5.10.6 of Regulation 626-P, namely: - no insolvency (bankruptcy) proceedings or liquidation procedures instituted; - no due and outstanding taxes, charges, insurance contributions, fines, penalties or interest; - no cases of default on financial obligations due to lack of funds on bank accounts; - execution of court orders in any cases where the legal entity is involved will not result in its insolvency or financial instability causing its financial condition to qualify as unsatisfactory (under the criteria of Regulation 626-P); - the legal entity duly performs its declared operations, and the submitted documents do not suggest it has no real assets or real revenues; - no transaction made at a price that does not meet the definition of market price set forth in art.40 of the Tax Code of Russia for the purpose of maintaining a satisfactory (stable) financial condition.	original	1	
4.3	evidence of authority of the officer signing the documents	original	1	or of the substitute
4.4	evidence of authority of the chief accountant	original	1	where applicable
<b>5</b>	<b>For credit institutions and non-credit financial organisations</b>			
5.1	a certificate on performance of the taxpayer's (charge payer's, insurance contribution payer's, tax agent's) liability to pay taxes, charges, insurance contributions, penalties, fines and interest issued by the tax authority within 90	original	1	For credit institutions and non-credit financial organisations

	calendar days before the date of payment for the shares, or a similar certificate on good standing in respect of taxes and other mandatory payments issued by the competent body of the foreign state.			
5.2	documents confirming the fact (and date) of payment under the share purchase transaction	original	1	For credit institutions and non-credit financial organisations
5.3	<p>a letter confirming compliance with cl. 8.1.1-8.1.2 of Regulation 626-P:</p> <ul style="list-style-type: none"> <li>- the equity (capital) must meet the requirements of chapter 4 thereof;</li> <li>- at least three years of banking activity since state registration;</li> <li>- compliance with the capital adequacy ratios set forth by the Bank of Russia's Instruction No. 199-I dated 29 November 2019 "On Universal License Banks' Mandatory Ratios and Surcharges to Their Capital Adequacy Ratios" or Instruction No. 183-I dated 6 December 2017 "On Basic License Banks' Mandatory Ratios" within the current year;</li> <li>- group 1 or 2 classification under the Bank of Russia's Ordinance No. 4336-U dated 3 April 2017 "On Evaluation of Banks' Economic Condition" as at the document submission date;</li> <li>- no overdue monetary obligations to the Bank of Russia, whether in respect of loans or interest thereon, as at the document submission date;</li> <li>- no prohibitions or restrictions under article 74 of the Federal Law "On the Central Bank of the Russian Federation (the Bank of Russia)" as at the document submission date or within the last 12 months;</li> <li>- no unpaid short contributions to obligatory reserves under the Bank of Russia's Regulation No. 507-P dated 1 December 2015 "On Obligatory Reserves of Credit Institutions", non-performed obligatory reserve averaging, fines for breaching obligatory reserve requirements or unfiled obligatory reserve estimation as at the document submission date;</li> <li>- no enforcement actions by the Central Bank of the Russian Federation for breaching mandatory ratios as at the document submission date and within the last six months;</li> <li>- no overdue taxes, charges, insurance contributions, penalties or fines payable to public budgets of all levels or state off-budget funds.</li> </ul>	original	1	For banks
5.4	<p>a letter confirming compliance with cl. 8.1.1 and 8.1.3 of Regulation 626-P:</p> <ul style="list-style-type: none"> <li>- the equity (capital) must meet the requirements of chapter 4 thereof;</li> <li>- at least three years of activity as a non-bank credit institution since state registration;</li> <li>- compliance with the capital adequacy ratios set forth by the Bank of Russia's Instruction No. 137-I dated 15 September 2011 "On Mandatory Ratios of Non-Bank Credit Institutions Entitled to execute non-account money transfers and related banking operations, and on the Bank of Russia's supervision over compliance therewith", the Bank of Russia's Instruction No. 129-I dated 26 April 2006 "On Banking Operations and Other Transactions and Mandatory Ratios of Clearing Non-Bank Credit Institutions, and on the Bank of Russia's Supervision over Compliance Therewith", within the current year;</li> <li>- group 1 or 2 classification as per the credit institution economic condition evaluation method set forth by the Bank of Russia under <a href="#">article 72</a> of the Federal Law "On the Central Bank of the Russian Federation (the Bank of</li> </ul>	original	1	For non-bank credit institution

	<p>Russia)", as at the document submission date;</p> <ul style="list-style-type: none"> <li>- no overdue monetary obligations to the Bank of Russia as at the document submission date;</li> <li>- no unpaid short contributions to obligatory reserves under the Bank of Russia's Regulation No. 507-P, non-performed obligatory reserve averaging, fines for breaching obligatory reserve requirements or unfiled obligatory reserve estimation as at the document submission date;</li> <li>- no enforcement actions by the Central Bank of the Russian Federation for breaching mandatory ratios under its <a href="#">Instructions</a> No. 137-I and No. 129-I as at the document submission date and within the last six months;</li> <li>- no overdue taxes, charges, insurance contributions, penalties, fines or interest payable to public budgets of all levels or state off-budget funds.</li> </ul>			
5.5	<p>a letter confirming compliance with cl. 8.2.1-8.2.2 of Regulation 626-P:</p> <ul style="list-style-type: none"> <li>- the equity (capital) must meet the requirements of chapter 4 thereof;</li> <li>- at least three years of activity as a non-credit financial organisation;</li> <li>- compliance with the capital adequacy requirements, mandatory (financial, economic) ratios and other applicable requirements of the Bank of Russia under <a href="#">article 76.4</a> of the Federal Law "On the Central Bank of the Russian Federation (the Bank of Russia)", in the latest reporting year and the current year;</li> <li>- no overdue monetary obligations to the Bank of Russia as at the document submission date;</li> <li>- no overdue taxes, charges, insurance contributions, penalties, fines or interest payable to public budgets of all levels or state off-budget funds.</li> </ul>	original	1	For financial organisations
<b>6</b>	<b>For a legal entity stated in reporting forms 0409051 "List of Affiliates" and 0409052 "List of Affiliates Belonging to the Same Group of Persons as the Credit Institution" set out in annex 1 to the Bank of Russia's Ordinance No. 4212-U dated 24 November 2016 "On the List, Forms and Procedure for Preparing and Filing Credit Institutions' Reporting Forms to the Central Bank of the Russian Federation" and registered by the Ministry of Justice of the Russian Federation on 14 December 2016 under No. 44718, on 29 March 2017 under No. 46155, and on 25 December 2017 under No. 49421</b>			
6.1	annual accounting (financial) statements	certified copy	1	for the latest reporting year preceding the date of payment for the shares
6.2	interim accounting (financial) statements	certified copy	1	for the latest reporting period preceding the date of payment for the shares – if required under article 13, clause 4 of Federal Law No. 402-FZ dated 6 December 2011 "On Accounting" (applicable foreign law)
6.3	balance sheet as at the date of payment for the shares	certified copy	1	
6.4	an extract from the annual and interim accounting (financial) statements referred to in paragraphs second and third of this item certified as true by an authorised signatory	original	1	may be provided by a foreign legal entity rated on the international rating scale at least "BBB-" by S&P Global Ratings or Fitch Ratings or at least "Baa3" by Moody's Investors Service
6.5	breakdown of each class of receivables representing more than five percent of the assets (receivables of companies liquidated, in liquidation or adjudicated insolvent (bankrupt), regardless of their percentage), and each class of accounts payable representing more than five percent of the long- and short-term liabilities	original	1	<p>for the latest reporting date preceding the date of payment for the shares and as at the latter date. Specifying:</p> <ul style="list-style-type: none"> <li>- the full corporate name of the debtor or lender, its TIN, KPP;</li> <li>- underlying transactions (contract, its number and date, bill of exchange, etc.);</li> <li>- the origination and maturity dates;</li> <li>- the amounts, including those overdue;</li> <li>- bad debt reserves for receivables;</li> <li>- causes of any receivables or payables falling overdue;</li> <li>- receivables of companies liquidated, in liquidation or adjudicated insolvent (bankrupt).</li> <li>- or that there are no such receivables or payables;</li> </ul>



6.6	breakdown of financial investments as at the latest annual reporting date, latest reporting date preceding the date of payment for the shares and as at the latter date	original	1	specifying: - their type (security type (shares, bonds, promissory notes, other), other equity interests, loans, receivables acquired by assignment, deposits with credit institutions); - the investees (subsidiary or controlled companies, financial organisations, companies liquidated, in liquidation or adjudicated insolvent (bankrupt)); - the full corporate name of the issuers, other equity investees, borrowers, debtors, their TIN and KPP; - the invested amounts and impairment provisions created for them; - or that there are no such investments.
6.7	breakdown of each of fixed assets whose book value exceeds 500,000 roubles	original	1	for the latest reporting period preceding the date of payment for the shares specifying the fixed asset, its book value and accumulated depreciation
6.8	data for evaluation of cross shareholdings as per the fourth paragraph of clause 3.6 of Regulation 626-P as at latest reporting date preceding the payment date under the share purchase transaction	original	1	
6.9	statement of no cross shareholdings	original	1	absent the data referred to in item 6.8
6.10	obtained but not utilised, as at the date of payment for the shares, preliminary consent of the Bank of Russia to the acquisition of equity interests in, and/or the obtaining of control over shareholders (members) of, financial institutions	certified copy	1	if such consent is still valid and has been utilised in part, specify the value of equity interests acquired thereunder attaching supporting documents. If no such consent is available, a statement to this effect should accompany the financial condition evaluation documents.
6.11	evaluation of the adjusted net assets (equity (capital) as at the latest reporting date preceding the date of payment for the shares and as at the latter date	original	1	
6.12	information about events subsequent to the latest reporting date preceding the date of payment for the shares and precedent to the latter date which resulted in a more than 10% one-time decrease in the assets value as compared to, or in the net profit as compared to the period ending on, such reporting date, specifying the nature and monetary value of each such event.	original	1	to be provided by a foreign legal entity instead of the evaluation of its adjusted net assets (equity (capital), balance sheet (financial condition report), and breakdown and data referred to in items 6.5 and 6.6 above
	statement that there were no such events as set out in item 6.12 above	original	1	to be provided if there were no such events as set out in item 6.12 above
6.13	information about events (transactions, occurrences, operations) subsequent to the latest reporting date preceding the document submission date which have resulted in: a more than 10% one-time decrease in the assets value as compared to, or in the net profit as compared to the period ending on, such reporting date.	original	1	specifying the nature and monetary value of each such event
6.14	statement that there were no such events as set out in item 6.13 above	original	1	to be provided if there were no such events as set out in item 6.13 above
6.15	self-certification of (not) being subject to any bankruptcy proceedings or liquidation procedures under Federal Law No. 127-FZ dated 26 October 2002 "On Insolvency (Bankruptcy)" as at the date of payment for the shares	original	1	
6.16	self-certification of (not) being involved in any litigation threatening the entity's solvency and financial stability as at the date of payment for the shares	original	1	detailing the essentials of each litigation
6.17	self-certification of (not) having defaulted on any financial obligations due to lack of funds on bank accounts as at the date of payment for the shares	original	1	
6.18	a certificate on performance of the taxpayer's (charge payer's, insurance contribution payer's, tax agent's) liability to pay taxes, charges,	original	1	or, if no such certificate may be issued under the law of the relevant foreign state, a self-certification to be

	insurance contributions, penalties, fines and interest issued by the tax authority within 90 calendar days before the date of payment for the shares, or a similar certificate on good standing in respect of taxes and other mandatory payments issued by the competent body of the foreign state (also applicable to foreign banks)			confirmed by the auditor
6.19	the foreign credit rating agency's notice of having assigned (affirmed or revised) the credit rating on the international rating scale	certified copy	1	if an extract from accounting (financial) statements is provided as allowed by item 6.4 above
6.20	evidence of having given consent to the lifting of tax secrecy to the tax authority (also applicable to foreign legal entity registered therewith)	original/certified copy	1	a copy of such consent showing that it was filed with the tax authority may serve as such evidence
6.21	evidence of payment (showing the payment date) under the share purchase transaction	original/certified copy	1	
6.22	details of any loans raised in the latest complete financial year preceding the date of payment for the shares and in the current year, including the lenders, amounts, origination dates and maturities, purposes and actual utilisation, repayment dates and amounts, and a breakdown of borrowings reported in the latest accounting (financial) statements	original/certified copy	1	
<b>7</b>	<b>For an entity covered by cl. 6 above which is a foreign legal entity rated on the international rating scale at least "B+" by S&amp;P Global Ratings or Fitch Ratings or at least "B2" by Moody's Investors Service or a Russian-law entity rated on the Russian national rating scale at or above the level set in a resolution of the Bank of Russia's Board of Directors by any of the credit rating agencies designated therein out of those included by the Bank of Russia in the register of credit rating agencies under Federal Law No. 222-FZ dated 13 July 2015 "On Credit Rating Agencies' Activities in the Russian Federation, on Amending Article 76.1 of the Federal Law "On the Central Bank of the Russian Federation (the Bank of Russia)" and Abrogating Certain Statutory Provisions of the Russian Federation" (Corpus of Statutory Acts of the Russian Federation, 2015, N 29, art. 4348)</b>			
7.1	annual and interim accounting (financial) statements as set out in item 6.1-6.2 above	certified copy	1	
7.2	evaluation of the adjusted net assets (equity (capital) as at the latest reporting date preceding the date of payment for the shares	original	1	
7.3	obtained but not utilised, as at the date of payment for the shares, preliminary consent of the Bank of Russia to the acquisition of equity interests in, and/or the obtaining of control over shareholders (members) of, financial institutions	certified copy	1	if such consent is still valid and has been utilised in part, specify the value of equity interests acquired thereunder attaching supporting documents. If no such consent is available, a statement to this effect should accompany the financial condition evaluation documents.
7.4	evidence of payment (showing the payment date) under the share purchase transaction	original/certified copy	1	
7.5	notice of credit rating assignment for a foreign legal entity, or information about the national scale rating assigned by any of Russian credit rating agencies, with the address of its official website where such information is disclosed	certified copy	1	

#### **General Requirements to the Documents.**

The documents and information must be true, complete and signed (certified) by the chief officer (or a substitute) and the person designated or acting as the chief accountant (where applicable) (the 'Authorised Persons'). Their authority should be confirmed by a copy of a relevant document submitted as a part of the financial condition evaluation package.

Any copy documents and their binding (where applicable) must be certified by the Authorised Persons and bear the official seal.

All documents must state the dates of their execution, and all copy documents the dates of their certification.

#### **Further Guidance:**

1. Documents submitted by a foreign legal entity must be in the state (official) language as per its personal law or a language used in common business practice, be legalised as required by federal laws, unless otherwise provided for by international treaties, and accompanied by their duly certified Russian translations.

2. Accounting (financial) reports of a foreign legal entity must be prepared in accordance with the standards provided for by its personal law.

3. The documents listed in item 3 should be submitted by a foreign legal entity if it is rated, on an international scale, at least B+ by S&P Global Ratings or Fitch Ratings or at least B2 by Moody's Investors Service, or by a legal entity created under Russian laws and rated, on a national rating scale for the Russian Federation, at least at the level determined by resolution of the Bank of Russia's Board of Governors by any one of the credit rating agencies listed in such resolution and registered by the Bank of Russia under Federal Law No. 222-FZ dated 13 July 2015.

4. For further details, please refer to the Bank of Russia's Regulation No. 626-P dated 28.12.2017 "On Evaluation of, Requirements to, and Disqualifying Criteria for, the Financial Condition of Credit Institutions' Founders (Members) and Other Persons Listed in Federal Law No. 281-FZ dated 29 July 2017 "On Amending Certain Statutes of the Russian Federation to Improve Mandatory Requirements to Founders (Members), Governing Bodies and Officers of Financial Institutions".

**ANNEX 2 TO THE MEMORANDUM**

**The list of documents required to verify the financial condition of an individual acquiring more than RUB 20 mln worth of, or more than 1% of, the Bank's shares (cumulatively with previously acquired ones).**

	<b>Document</b>	<b>Form of submission</b>	<b>Qty</b>	<b>Comment</b>
<b>1</b>	<b>Documents to be provided regardless of the source of funds</b>			
1.1	financial condition evaluation information in the form set out in the Bank of Russia's regulation (the "Information")	original	1	In the form of annex 2 to the Bank of Russia's Regulation No. 626-P dated 28.12.2017. To be completed and signed personally, specifying the full name and the signing date. To be also provided by any grantor of cash (see item 4.1 below)
1.2	copy of consent to the lifting of tax secrecy showing that it was filed with the tax authority or, if not provided earlier, specific consent for the bank	certified copy/original	1	To be made in free form. To be signed personally specifying the full name and the signing date. To be also provided by the spouse, any grantor or third parties where so required herein.
1.3	marriage certificate or any other marriage confirmation issued by an authorised body	certified copy	1	If it is stated in the Information that the shares were bought using the spouse's property or income or any marital property.
1.4	certificate issued by the relevant tax authority within 90 calendar days before the date of payment for the shares and confirming the payment of taxes, charges, insurance contributions, fines, penalties or interest	original	1	
<b>2</b>	<b>If the source of funds is unrelated to any business activity (provide as applicable)</b>			
2.1	personal income statement issued by a tax agent (form 2-NDFL)	original	1	Form approved by the federal executive body authorised to control and supervise taxes and charges
2.2	personal income tax return (form 3-NDFL) attaching the supporting documents, and bearing the tax authority's registration stamp and filing date.	certified copies	1	Where required to be filed under Russian laws.
2.2.1.	receipts of registered mail listing enclosures confirming the mailing of the documents specified in item 2.2 above.	certified copies	1	If mailed.
2.2.2.	receipts of acceptance of the tax return, copies of the tax return incoming control protocol and copies of dispatch confirmation (confirmation by the specialised telecommunication operator) as printouts.	certified copies		If sent electronically or through taxpayer's online account.
2.3	letter of exemption from the duty to submit tax returns imposed by Russian laws on taxes and charges	original	1	If no tax return was filed because of exemption. To be completed and signed personally, specifying the full name and the signing date.
2.4	documents confirming the sources of wealth (income, property) <sup>(1)</sup> , including:	certified copies	1	
2.4.1	any gift, sale and purchase, engagement, works or services, deposit and/or other agreements	certified copies	1	If applicable.  In case of a gift agreement, see also item 4 hereof.
2.4.2	documents of title to the property obtained under such agreements	certified copies	1	
2.4.3	evidence of payment for the property	certified copies	1	
2.4.4	evidence of receipt of such payments	certified copies	1	To be provided to confirm any payment data stated in the Information

2.4.5	accounting (financial) statements of the legal entity who paid the dividend, distribution or other participatory income for the reporting period(s) in which the distributed income is booked	certified copies	1	If applicable
2.4.6	other documents confirming the sources of wealth (income, property)	certified copies	1	
2.5	documents disclosing equity investments in companies and other financial investments referred to in <a href="#">chapter 2 of section III</a> of the Information.	certified copies	1	specifying the type of investment (shares, bonds, promissory notes, other securities, equity interests and other participation in companies, loans granted, financial aid), securities identifiers, full corporate name of the relevant securities issuers or companies, recipients of loans, their TIN and KPP, and amounts of financial investments
2.6	documents confirming actual expenses mentioned in chapter 2 of section III of the Information:	certified copies	1	In respect of the property, obligations, etc. stated in the Information (item 1.1 above). Also in respect of the spouse's expenses, if his/her income is declared for the purpose of acquiring the shares.
2.6.1	cost of acquisition of the property specified in section IV of the Information		1	Whenever acquired.
2.6.2	cost of acquisition of the property (real estate) sold as stated in chapter 1 of section III of the Information		1	
2.6.3	cost of acquisition of the property if sold with the benefit of a tax deduction, and documented actual expenses associated with such sale, as stated in his/her personal income tax return		1	
2.6.4	repayments (including the principal and interest) under any loan agreements for the period covered in chapter 1 of section III of the Information		1	
2.6.5	cost of acquisition of the Bank's shares		1	
2.6.6	similar expenses of the spouse		1	If the Bank's shares were bought using the spouse's income.
2.6.7	other expenses stated in the Information		1	
2.7	letter about any loans obtained specifying: - the lenders (corporate name, registered office, TIN or surname, name, patronym); - loan amounts; - disbursement dates; - maturities; - purposes and actual utilisation; - dates and amounts of repayment.	original	1	For the latest complete calendar year preceding the date of payment for the shares and for the current year. To be completed and signed personally, specifying the full name and the signing date.
2.8	letter detailing overdue loan indebtedness	original	1	If applicable
2.9	free form letter confirming he/she faces no bankruptcy proceedings and is not adjudicated bankrupt under the Federal <a href="#">Law "On Insolvency (Bankruptcy)"</a> or the applicable foreign personal law	original	1	
2.10	free form disclosure on any litigations involving him/her and jeopardising his/her solvency (detailing the nature of each litigation) or letter stating there are none	original	1	
2.11	documents evidencing any amounts recoverable by virtue of writs of execution.	certified copies	1	If applicable.

2.12	Solvency confirming document from a bank rated on the international rating scale at least "BB+" by S&P Global Ratings or Fitch Ratings or at least "Ba2" by Moody's Investors Service or a Russian-law credit institution rated on the national rating scale by any of Russian credit rating agencies	original	1	To be provided by a foreign individual
<b>3</b>	<b>If the source of funds is related to business activities</b>			
3.1.	document confirming the state registration as a sole proprietor	certified copy	1	
3.2.	sole proprietor tax return bearing the tax authority's registration stamp and filing date.	certified copy	1	In respect of the income stated in the Information.
3.2.1	receipts of registered mail listing enclosures confirming the mailing of the document specified in item 3.2.	certified copies	1	If mailed.
3.2.2.	receipts of acceptance of the tax return, copies of the tax return incoming control protocol and copies of dispatch confirmation (confirmation by the specialised telecommunication operator) as printouts.	certified copies	1	If sent electronically.
3.3	ledger of revenues and expenses	certified copy	1	If available.
3.4	other documents confirming the sources of wealth (income, property) as sole proprietor stated in the Information	certified copies	1	
3.5	disclosure of costs incurred to derive business income and taxes paid in connection therewith, <b>with supporting documents</b>	certified copies	1	If income is stated in chapter 1 of section III of the Information.
3.6	documents listed in items 2.4-2.11 above	certified copies	1	
<b>4</b>	<b>If funds originate from a deed of gift and/or work (services) under other civil law contracts with third parties</b>			
4.1	financial condition evaluation information in the form set out in the Bank of Russia's regulation	original	2	In the form of annex 2 to the Bank of Russia's Regulation No. 626-P dated 28.12.2017. To be completed and signed personally by the grantor or the counterparty, specifying the full name and the signing date.
4.2	<b>The grantor's or counterparty's</b> consent to the tax authority to disclose any tax secrets to the Bank of Russia	original	1	Free form. To be signed personally specifying the full name and the signing date.
4.3	gift, works or services, and/or other agreements	certified copies	1	If not provided for item 2.4
4.4	documents of title to the property received thereunder	certified copies	1	If not provided for item 2.4
4.5	evidence of receipt of such property	certified copies	1	If not provided for item 2.4
4.6	evidence of full payment of taxes due and payable <u>by the shareholder</u>	certified copies	1	Tax information to be given in chapter 2 of section III of the Information.
4.7	evidence of full (pre-)payment of taxes <u>by the grantor</u>	certified copies	1	To be provided if the grantor is not a family member of the <u>shareholder</u> if the latter's income exceeds RUB 20 mln or is a family member of the <u>shareholder</u> if the latter's income exceeds RUB 50 mln.
4.8	the grantor's written consent to the Bank of Russia reporting the grantor's income to the tax authority.	original	1	If no evidence required in item 4.6 is provided.  To be completed and signed personally by the grantor, specifying the full name and the signing date.

4.9	documents disclosing the grantor's and the counterparties' sources of funds (property) <sup>(1)</sup>	certified copies	1	If their sources remain unclear, such information may be requested from their business (transaction) counterparties. Such disclosure must be sufficient for identification of the parties from whom the funds (property) were obtained under the said instruments and of their lawful sources of funds (property).
4.10	statement of the personal account held with a credit institution (foreign bank) to which the money gift was credited.	Original	1	If the funds were gifted and stated in the Information (must be credited at least 2 months before the payment date). Such statement must cover the period from their credit date to the date of payment for the shares.

**ADDITIONAL INFORMATION.**

1. Shareholders may choose any period for which to declare income (chapter 1 of section III of the Information).
2. Shareholders may choose which income (property) and in which amounts to list in the Information and, once the equity (property) adequacy requirement set by Regulation No. 626-P is met, need not disclose any further income (property).
3. The documents and information must be true, complete and signed by the relevant person.
4. All documents must state the dates of their execution, and all copy documents the dates of their certification.
5. Documents on more than 1 sheet must be bound, certified and signed by the individual specifying the number of bound pages, his/her surname, name, patronym and the date of signing.

**NOTE:**

<sup>(1)</sup>If such source is a deed of gift and/or another civil law contract for works (services), such documents must:

- confirm all taxes stated in chapter 2 of section III of the Information that became due and payable under Russian laws on taxes and charges were fully paid;
- disclose the sources of funds (property) of the grantor and the counterparties and, if their sources remain unclear, of their business (transaction) counterparties. Such disclosure must be sufficient for identification of the parties from whom the funds (property) were obtained under the said instruments and of their lawful sources of funds (property).