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10 August 2018

CBOM FINANCE P.L.C. ANNOUNCES AMENDMENTS TO THE TERMS OF THE TENDER OFFER

On 16 July 2018, CBOM Finance p.l.c. (“**CBOM**”) at the request of CREDIT BANK OF MOSCOW (public joint-stock company) (“**CBM**”) launched offers (the “**Offers**”) to holders (the “**Noteholders**”) to submit tenders to sell to CBOM for cash the U.S.\$600,000,000 7.500% Loan Participation Notes due 2027 (Regulation S ISIN: XS1589106910, Regulation S Common Code: 158910691; Rule 144A ISIN: US12504PAD24, CUSIP: 12504PAD2) (the “**2027 Notes**”) and the U.S.\$700,000,000 8.875% Perpetual Callable Loan Participation Notes (Regulation S ISIN: XS1601094755, Regulation S Common Code: 160109475; Rule 144A ISIN: US12504PAE07, CUSIP: 12504PAE0) (the “**Perpetual Notes**” and, together with the 2027 Notes, the “**Notes**”, and in respect of the Rule 144A Notes of both Series (as defined below), together the “**Rule 144A Notes**”, and in respect of the Regulation S Notes of both Series, together the “**Regulation S Notes**”) up to a maximum aggregate principal amount of U.S.\$100,000,000 across both Series of Notes combined, which CBOM increased to U.S.\$142,839,000 on 30 July 2018 (the “**New Maximum Tender Amount**”), upon the terms and subject to the conditions set forth in an offer to purchase dated 16 July 2018 (as it may be amended or supplemented from time to time, the “**Offer to Purchase**”) in accordance with a modified “Dutch Auction” procedure for each series of Notes (each, a “**Series**”).

Capitalised terms used in this announcement but not otherwise defined have the meanings given to them in the Offer to Purchase. Copies of the Offer to Purchase are available, subject to the offer and distribution restrictions, from the Tender Agent.

Due to current volatility on the Russian financial markets, CBOM hereby makes the following amendments to the Offers:

- CBOM decreases the New Maximum Tender Amount from U.S.\$142,839,000 to U.S.\$50,000,000.
- The Offers are extended so that (i) the Expiration Time will be 5:00 p.m. New York City time (10:00 p.m. London time), on 24 August 2018; (ii) the Final Announcement Date will be on 27 August 2018 (at or around 5:00 am New York City time (10:00 am London time) and (iii) the Settlement Date is expected to be on or about 29 August 2018. All other dates remain as per the expected timetable in the Offer to Purchase.
- As announced on 16 July 2018, Total Consideration (Acceptable Bid Price Range) for each Series is U.S.\$860 to U.S.\$910. The Clearing Premium will be determined at the Expiration Time based on the Bid Premiums of all Notes validly tendered at or prior to the Early Tender Time and not validly withdrawn following this announcement, according to the method described in the Offer to Purchase. The Total Consideration payable for each \$1,000 in principal amount of Notes will include the Early Tender Premium but will not include Accrued Interest, which will be paid on Notes accepted for purchase. The Tender Consideration payable for each \$1,000 in principal amount of Notes tendered after the Early Tender Time will be equal to the Total Consideration less the Early Tender Premium and will not include Accrued Interest, which will be paid on Notes accepted for purchase. CBOM will announce the Clearing Premium, Total Consideration, Tender Consideration and the principal amount of each Series of Notes accepted pursuant to the Offers on the Final Announcement Date.
- The Noteholders have the right to withdraw the tendered Notes by 6:00 p.m. New York City time (11:00 p.m. London time), on 14 August 2018.
- For the avoidance of doubt, the Notes tendered at or prior to the Early Tender Time and not validly withdrawn will be accepted for purchase in priority to Notes tendered after the Early Tender Time (subject to the New Maximum Tender Amount of U.S.\$50,000,000).

CBOM may, at its option and in its sole and absolute discretion, extend any date and time or terminate the Offers, at any time and not accept the relevant Notes tendered for purchase. CBOM also reserves the right at any time to amend, modify or waive any or all of the conditions of the Offers as set out in the Offer to Purchase.

For Further Information

Further details about the Offers can be obtained from:

The Joint Dealer Managers

Société Générale

10 Bishops Square

London E1 6EG

United Kingdom

For information by telephone:

U.S. Toll Free: +1 855 881 2108

U.S. Collect: +1 212 278 6964

London: +44 20 7676 7680

Email: liability.management@sgcib.com

Sova Capital Limited

12 Floor 88 Wood Street

London EC2V 7RS

United Kingdom

Tel: +44 (0) 20 7826 8200

Email: cmo@sovacapital.com

The Tender Agent

Lucid Issuer Services Limited

Tankerton Works

12 Argyle Walk

London WC1H 8HA

United Kingdom

Attention: Alexander Yangaev / Arlind Bytyqi

Telephone: +44 (0) 20 7704 0880

Email: mkb@lucid-is.com

Website: www.lucid-is.com/cbom

DISCLAIMER

This announcement must be read in conjunction with the Offer to Purchase. No offer or invitation to acquire or exchange any notes is being made pursuant to this announcement. This announcement and the Offer to Purchase contain important information, which must be read carefully before any decision is made with respect to the Offers. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own legal, tax and financial advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Offers. None of CBOM, CBM, the Joint Dealer Managers, the Tender Agent, or any person who controls, or is a director, officer, employee or agent of such persons, or any affiliate of such persons, makes any recommendation as to whether Noteholders should participate in the Offers.

Nothing in this announcement constitutes an offer of securities in the United States of America. The securities referred to above have not been and will not be registered under the U.S. Securities Act of 1933 (the “**Securities Act**”) or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

United Kingdom

The communication of this announcement, the Offer to Purchase and any other documents or materials relating to the Offers is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) those persons who are existing members or creditors of CBOM or other persons within Article 43 of the FSMA (Financial Promotion) Order 2005, as amended, and (2) to any other persons to whom these documents and/or materials may lawfully be communicated.

Italy

None of the Offers, this announcement, the Offer to Purchase or any other documents or materials relating to the Offers have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa (“**CONSOB**”).

The Offers are being carried out in the Republic of Italy as exempted offers pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999.

Noteholders, or beneficial owners of the Notes, can tender some or all of their Notes pursuant to the Offers through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes or the Offers.

Belgium

None of this announcement, the Offer to Purchase and any other offering material or information relating to the Offers is addressed to, and may be accepted by, any holder who is resident in Belgium and is not a qualified investor (*investisseur qualifié/gekwalificeerde belegger*) as defined pursuant to Article 10 of the Belgian law of 16 June 2006 on public offerings of investment instruments and the admission of investment instruments to trading on regulated markets.

France

None of this announcement, the Offer to Purchase and any other offering material or information relating to the Offers has been submitted for clearance to the *Autorité des Marchés Financiers* and they may not be released, issued, or distributed or caused to be released, issued, or distributed, directly or indirectly, to the public in the French Republic, except to (i) providers of investment services relating to portfolio management for the account of third parties and/or (ii) qualified investors (*investisseurs qualifiés*), other than individuals, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French Code *Monétaire et Financier*.

Switzerland

This announcement, the Offer to Purchase and any other documents or materials relating to the Offers do not constitute a public offering of securities pursuant to article 652a or article 1156 of the Swiss Federal Code of Obligations. The information presented in these documents does not necessarily comply with the information standards set out in the SIX Swiss Exchange listing rules.

Russian Federation

None of this announcement, the Offer to Purchase and any other documents or materials relating to the Offers have been, or will be, submitted to, or registered with, the Central Bank of Russia. The Offers may not be made in Russia to the public. Accordingly, the Offers may not be advertised and the Offers will not be extended, and neither of this announcement, the Offer to Purchase or any other documents or materials relating to the Offer have been or will be distributed or made available, directly or indirectly, to any persons in Russia other than persons who are qualified investors within the meaning of Article 51.2 of the Federal Law No. 39-FZ “On the Securities Market” dated 22 April 1996, as amended, unless and to the extent they are otherwise permitted to access such information under Russian law.

Ireland

This announcement and the Offer to Purchase will only be distributed in Ireland in conformity with the provisions of the Companies Act 2014 (as amended), the Central Bank Acts 1942 – 2015 (as amended) and the European Union (Markets in Financial Instruments) Regulations 2017 or any applicable provisions of Irish law.

General

This announcement, the Offer to Purchase and any other documents or materials relating to the Offers do not constitute an offer to buy or a solicitation of an offer to sell the Notes, and Offers will not be accepted from holders of Notes, in any jurisdiction in which such offer or solicitation is unlawful. In any jurisdiction in which the Offers are required to be made by a licensed broker or dealer and in which the Joint Dealer Managers or any of its affiliates is so licensed, the Offers shall be deemed to be made by the Joint Dealer Managers or such affiliates on behalf of CBOM.

In addition to the representations referred to above in respect of the United States, Belgium, France, Ireland, Italy, the United Kingdom and the Russian Federation, each Noteholder participating in the Offers will also be deemed to give certain representations in respect of the other jurisdictions referred to above and generally as set out in “*Procedures for Participating in the Offers*” in the Offer to Purchase. Any tender of Notes for purchase pursuant to the Offers from a Noteholder that is unable to make these representations will not be accepted. Each of CBOM, CBM, the Joint Dealer Managers and the Tender Agent reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Offers, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result CBOM determines (for any reason) that such representation is not correct, such tender of Notes shall not be accepted.