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## Draft resolutions for the items of agenda of the annual General Shareholders' Meeting

FIRST ITEM PUT TO VOTE:

**Approval of the Bank's 2018 annual report<sup>i</sup>.**

DRAFT RESOLUTION:

To approve the Bank's 2018 annual report.

SECOND ITEM PUT TO VOTE:

**Approval of the Bank's annual accounting (financial) statements for 2018<sup>ii</sup>.**

DRAFT RESOLUTION:

To approve the Bank's annual accounting (financial) statements for 2018.

THIRD ITEM PUT TO VOTE:

**Distribution of the Bank's income for 2018, including payment (declaration) of dividends.**

DRAFT RESOLUTION:

To distribute the income for 2018 as follows:

- apply 2 978 768 085.26 roubles to dividends on the Bank's ordinary registered shares;
- leave the net income for 2018, less the amount applied to dividends, in the amount of 9 146 145 260.39 roubles at the Bank's disposal.

To pay dividends for the year 2018 in the amount of 0.11 roubles per one ordinary registered share of the Bank.

To specify that the dividends shall be paid in cash.

To specify that the dividends shall be paid to:

- a nominee or asset manager – stock market professional participant, who are named in the shareholder register, within 10 business days;
  - other persons named therein, within 25 business days,
- of the record date for entitlement to dividends.

Approve 07.06.2019 as the record date for entitlement to dividends for 2018.

FOURTH ITEM PUT TO VOTE:

**Approval of the Bank's auditors.**

DRAFT RESOLUTION:

To approve:

- JSC "Audit-Consulting Group "Business Systems Development (RBS)" for the audit of the Bank's financial and economic performance for financial year ending 31 December 2019, and interim review for 9 months of 2019, in accordance with the Russian Accounting Standards;
- JSC "KPMG" for the audit of the Bank's financial and economic performance for financial year ending 31 December 2019, and interim reviews for 6 and 9 months of 2019, and 1Q2020 in accordance with the International Financial Reporting Standards.

FIFTH ITEM PUT TO VOTE:

**Determination of the number of members of the Supervisory Board of the Bank.**

DRAFT RESOLUTION:

To determine that the number of the Supervisory Board members be ten.

SIXTH ITEM PUT TO VOTE:

**Election of the Supervisory Board members of the Bank.**

DRAFT RESOLUTION:

To elect the following members of the Supervisory Board:

1. Roman I. Avdeev;
2. Andrew Sergio Gazitua (Independent);
3. Thomas Gunther Grasse;
4. Lord Daresbury (Peter) (Independent);
5. Andreas Klingen (Independent);
6. Sergei Yu. Menzhinskiy;
7. William Forrester Owens (Independent);
8. Ilkka Seppo Salonen (Independent);
9. Alexey A. Stepanenko;
10. Vladimir A. Chubar.

SEVENTH ITEM PUT TO VOTE:

**Determination of the amounts of remuneration and reimbursement of expenses for the Bank's Supervisory Board members.**

DRAFT RESOLUTION:

To approve the payment of remuneration to Supervisory Board members from their election date up to the next annual General Shareholders' Meeting in 2020 for their service in such capacity in the total amount of up to 1,542,860 (One million five hundred forty two thousand eight hundred sixty) US dollars (before personal income tax) in accordance with the Regulation on Remunerations and Compensations Payable to CREDIT BANK OF MOSCOW's Supervisory Board Members.

To approve the payment of up to 300,000 (three hundred thousand) US dollars to the insurance company as the insurance premium under the D&O insurance agreement to be made with the Bank as policyholder.

To approve compensation of all reasonable expenses to be incurred in the course of and in connection with their service in such capacity in accordance with the Regulation on Remunerations and Compensations Payable to CREDIT BANK OF MOSCOW's Supervisory Board Members.

EIGHTH ITEM PUT TO VOTE:

**Election of the Audit Panel members of the Bank.**

DRAFT RESOLUTION:

To elect the following members of the Audit Panel of the Bank:

1. Evgeny O. Gudkov;
2. Aleksandra A. Vastyanova;
3. Vyacheslav Yu. Osipov.

NINTH ITEM PUT TO VOTE:

**Approval of amendments and additions to the Bank's Charter<sup>iii</sup>.**

DRAFT RESOLUTION:

To approve amendments and additions to the Bank's Charter and to authorise V.A. Chubar, Chairman of the Management Board, or any person acting in his capacity to sign amendments and additions to the Bank's Charter and the request to the Central Bank of the Russian Federation for state registration of the amendments and additions to the Bank's Charter.

TENTH ITEM PUT TO VOTE:

**Approval of the Regulation on the General Shareholders' Meeting of the Bank<sup>iv</sup>.**

DRAFT RESOLUTION:

To approve the Regulation on the General Shareholders' Meeting of the Bank.

ELEVENTH ITEM PUT TO VOTE:

**Approval of the Regulation on the Supervisory Board of the Bank<sup>v</sup>.**

DRAFT RESOLUTION:

To approve the Regulation on the Supervisory Board of the Bank.

TWELFTH ITEM PUT TO VOTE:

**Approval joining Factors Chain International (FCI).**

DRAFT RESOLUTION:

To approve joining Factors Chain International (FCI).

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*i The proposed Bank's 2018 annual report is included in the information (materials) deliverable to the persons entitled to participate in the annual general meeting, in the course of preparations thereto, and is available on the Bank's website at: <https://mkb.ru/doc/annual-report-2018> (in Russian) / <https://mkb.ru/en/doc/annual-report-en-2018> (in English).*

*ii The proposed Bank's annual accounting (financial) statements for 2018 is included in the information (materials) deliverable to the persons entitled to participate in the annual general meeting, in the course of preparations thereto, and is available on the Bank's website at: <https://mkb.ru/doc/annual-accounting-2018> (in Russian) / <https://mkb.ru/en/doc/annual-accounting-en-2018> (in English).*

*iii The proposed amendments to the Bank's Charter are included in the information (materials) deliverable to the persons entitled to participate in the annual general meeting, in the course of preparations thereto, and are available on the Bank's website at: <https://mkb.ru/doc/charter-changes-2019> (in Russian) / <https://mkb.ru/en/doc/charter-changes-en-2019> (in English).*

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*iv The proposed Regulation on the General Shareholders' Meeting of the Bank is included in the information (materials) deliverable to the persons entitled to participate in the annual general meeting, in the course of preparations thereto, and is available on the Bank's website at: <https://mkb.ru/doc/shareholders-meeting-2019> (in Russian) / <https://mkb.ru/en/doc/shareholders-meeting-en-2019> (in English).*

*v The proposed Regulation on the Supervisory Board of the Bank is included in the information (materials) deliverable to the persons entitled to participate in the annual general meeting, in the course of preparations thereto, and is available on the Bank's website at: <https://mkb.ru/doc/supervisory-board-2019> (in Russian) / <https://mkb.ru/en/doc/supervisory-board-en-2019> (in English).*