

EXPLANATORY NOTE ON AMENDMENTS TO THE BANK'S CHARTER

The Bank's Charter needs to be amended to reflect the accession of KOLTZO URALA and to be aligned with applicable Russian laws and regulations, including the Federal Law "On Banks and Banking Activities", Federal Law "On Combating Insider Information Abuse and Market Manipulation and on Amending Certain Statutes of the Russian Federation", the Bank of Russia's Ordinance No. 5222-U dated 01.08.2019, the Bank of Russia's Regulation No. 242-P dated 16.12.2003.

This explanatory note sets out key amendments to the Bank's Charter.

Key amendments to the Charter

The first article (General Provisions) is amended to specify that the Bank succeeds to all rights and obligations of KOLTZO URALA reorganised by accession to the Bank.

The third article (Banking Operations and Other Transactions): more transactions legally allowed for the Bank are listed.

The thirteenth article (Supervisory Board): the Supervisory Board is given competence to approve the procedure and deadlines for disclosure of insider information (specific kinds thereof) beyond the Bank of Russia's list of issuers' insider information, and determining the terms of trading in financial instruments for persons specified in insider trading laws, named in the Bank's list of insiders or related to the foregoing persons (subcl. 13.2.34).

The fifteenth article (Chairman of the Management Board): the Chairman of the Management Board is given competence to approve the Bank's own insider information lists and review and approve reports contemplated in the internal control rules for preventing, detecting and obstructing insider information abuse and/or market manipulation.

The seventeenth article (The Bank's Internal Control): the competence of the subdivision responsible for anti-money laundering, combating financing of terrorism and proliferation of weapons of mass destruction ("AML/CFT/PWMD") is adjusted, in particular as regards developing the Special-Purpose AML/CFT/PWMD Internal Control Regulation and controlling banking group members' compliance therewith; developing recommendations on minimisation of regulatory and other non-financial risks, reviewing bylaws, drafts of standard form agreements (deeds or other contractual documents), banking product and banking operation algorithms developed by the Bank's internal subdivisions. Clause 17.14 of the Charter is amended by adding that the AML/CFT/PWMD Compliance Officer shall be appointed and removed by the Chairman of the Management Board.