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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 2019 annual report<sup>i</sup>.**

DRAFT RESOLUTION:

To approve the Bank's 2019 annual report.

SECOND ITEM PUT TO VOTE:

**Approval of the Bank's annual accounting (financial) statements for 2019<sup>ii</sup>.**

DRAFT RESOLUTION:

To approve the Bank's annual accounting (financial) statements for 2019.

THIRD ITEM PUT TO VOTE:

**Distribution of the Bank's income for 2019, including payment (declaration) of dividends.**

DRAFT RESOLUTION:

Not to pay (not to declare) to the Bank's shareholders any dividends for 2019.

To approve the income for 2019 in the amount of 40,999,752,697.86 (forty billion nine hundred ninety nine million seven hundred fifty two thousand six hundred ninety seven and 86/100) roubles to be left at the Bank's disposal.

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 2020, and interim review for 9 months of 2020, 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 2020, and interim reviews for 6 and 9 months of 2020, and 1Q2021 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 2021 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 395,000 (three hundred ninety five 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 a new version of the Bank's Charter<sup>iii</sup>.**

DRAFT RESOLUTION:

To approve the new version of the Bank's Charter and to authorise V.A. Chubar, Chairman of the Management Board, or any person acting in his capacity to sign the same and the request to the Bank of Russia for its state registration.

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 of the Regulation on the Management Board and Chairman of the Management Board of the Bank<sup>vi</sup>.**

DRAFT RESOLUTION:

To approve the Regulation on the Management Board and Chairman of the Management Board of the Bank.

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*i The proposed Bank's 2019 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-2019> (in Russian) / <https://mkb.ru/en/doc/annual-report-en-2019> (in English).*

*ii The proposed Bank's annual accounting (financial) statements for 2019 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-2019> (in Russian) / <https://mkb.ru/en/doc/annual-accounting-en-2019> (in English).*

*iii The proposed restated Bank's Charter 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/charter-changes-2020> (in Russian) / <https://mkb.ru/en/doc/charter-changes-en-2020> (in English).*

*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-2020> (in Russian) / <https://mkb.ru/en/doc/shareholders-meeting-en-2020> (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-2020> (in Russian) / <https://mkb.ru/en/doc/supervisory-board-en-2020> (in English).*

*vi The proposed Regulation on the Management Board and Chairman of the Management 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/management-board-2020> (in Russian) / <https://mkb.ru/en/doc/management-board-en-2020> (in English).*