

RATIFIED

Deputy Governor of the Central Bank of the
Russian Federation

(personal signature) (initials, surname)

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Amendment No. 02 to the Charter of CREDIT BANK OF MOSCOW (public joint-stock company), CREDIT BANK OF MOSCOW, credit institution's principal state registration number: 1027739555282, credit institution's state registration date: 18 November 2002, credit institution's registration number assigned to it by the Bank of Russia: 1978 of 18 August 1999.

1. Cl. 1.1 of article 1 "GENERAL PROVISIONS" shall be amended by adding paragraphs 8 and 9 as follows:

"By resolution of the Bank's General Shareholders' Meeting dated 09 July 2021 and by resolution of the sole member of Commercial Bank "KOLTSO URALA" Limited Liability Company dated 09 July 2021, the Bank was reorganised by way of the latter's accession to it.

The Bank succeeded to all rights and obligations of Commercial Bank "KOLTSO URALA" Limited Liability Company in respect of all its creditors and debtors, including any repudiated or contested obligations, or those undiscovered at the time of reorganisation."

2. Cl. 3.5 of article 3 "BANKING OPERATIONS AND OTHER TRANSACTIONS" shall be restated as follows:

"3.5. The Bank may not carry out any industrial, trading or insurance activities. Such restriction does not apply to the making of agreements constituting derivative financial instruments and requiring one party thereto to either deliver a commodity to the other party or, subject to the terms defined therein and if the other party so demands, buy or sell a commodity, if the obligation to deliver is discharged without in-kind performance, or the making of agreements in the capacity of a central counterparty or an operator of commodity deliveries under the Federal Law "On Clearing, Clearing Business and Central Counterparty". Neither does such restriction apply to sale of any property acquired by the Bank by way of procurement or foreclosed by it for non-performance of secured obligations or assigned to it in lieu of repayment. Neither does such restriction apply to purchase/sale of precious metals, in coins or otherwise, as specified in cl. 3.3, paragraph 2 hereof.

Non-account money transfers, other than electronic cash transfers, may only be made at request of individuals.

3. Cl. 12.25 of article 12 "GENERAL SHAREHOLDERS' MEETING" and the remainder of the Charter shall be amended by replacing the word "auditor" with the words "audit firm".

4. Cl. 13.2, subcl. 13.2.19 of article 13 "SUPERVISORY BOARD" shall be restated as follows:

"13.2.19. Ensuring internal control in the Bank (banking group): setting out principles of, and approaches to, organising risk management, internal control and internal audit; ensuring the creation and operation of an effective internal control system; reviewing and approving documents on the internal control system's organisation; approving the Bank's bylaws setting out its risk

management, internal control, and internal audit policies; analysing the effectiveness of internal control and discussing with the Bank's executive bodies internal control issues and measures to improve internal control; appointing, removing, and approving the amount and conditions of remuneration for, the Head of Internal Audit Department, approving the regulations on, considering and approving performance reports of, and approving work plans of, the Internal Audit Department, ensuring that the Bank's executive bodies act on recommendations and observations of the Internal Audit Department, audit organisation and supervising bodies; controlling the Internal Audit Department's performance; reviewing the Internal Audit Department's semi-annual or more frequent reports on actions taken to fulfil recommendations and remedy issues identified in the Bank's operations; assessing the internal control system's consistency with the nature, scale and conditions of the Bank's operations in case of any changes therein; approving the amount and conditions of remuneration for the head of the Internal Audit Department; approving the Internal Audit Department's work plans.”

5. Cl. 13.2, subcl. 13.2.31 of article 13 “SUPERVISORY BOARD” shall be amended by adding paragraph 2 as follows:

“For the purposes hereof, material transactions means those with value of at least 10 percent of the book value of the Bank’s or its material controlled company's assets as per its or such company's then most recent accounting (financial) statements.”

6. Cl. 13.2, subcl. 13.2.34 of article 13 “SUPERVISORY BOARD” shall be restated as follows:

“13.2.34. Approving the policy for preventing, detecting and obstructing insider information abuse and market manipulation.

Reviewing and approving the Bank’s bylaws in respect of insider information access procedure, its confidentiality rules and control over compliance with statutory insider information requirements.

Approving the procedure and deadlines for disclosure of insider information (specific kinds thereof) beyond the Bank of Russia's list of issuers' insider information.

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.”

7. Cl. 13.2 of article 13 “SUPERVISORY BOARD” shall be amended by adding subcl. 13.2.47-13.2.50 as follows:

“13.2.47. Approving the Bank’s sustainability report.

13.2.48. Approving reports on the creation of an effective IT management system and information security risk management system, on investments in information technologies and information security, on achieved results, and on evaluation of new technologies' impact on the Bank's operations.

13.2.49. Giving consent to Supervisory Board members' parallel engagements in other organisations' governing bodies.

13.2.50. Approving the engagement of an independent consultant to find candidates for the Supervisory Board and evaluate the internal audit function.”

8. Cl. 13.12, subcl. 13.2.47 of article 13 “SUPERVISORY BOARD” shall become subcl. 13.2.51 of the same clause, accordingly.

9. Cl. 13.4, paragraph 10 of article 13 “SUPERVISORY BOARD” shall be restated as follows:

“Supervisory Board members must notify the Chairman of the Supervisory Board and the Corporate Secretary of (a) their intention to serve in governing bodies of any other entities (save for

the Bank's controlled and dependent entities) in writing at least two weeks before they consent thereto and the process of making corporate documents starts in such entities, and (b) any such appointment within three business days of the appointment date."

10. Cl. 13.4 of article 13 "SUPERVISORY BOARD" shall be amended by adding paragraphs 11 and 12 as follows:

"Supervisory Board members must decline any engagement offers that the Compensation, Corporate Governance and Nominations Committee ("CCGN") determines not to be appropriate.

For the purposes of this clause, the CCGNC will consider as part of its determination the appropriate parameters relevant at that period as defined by Russian law, the Bank of Russia's promulgations and/or regulations, and Moscow Exchange's listing rules which may then be applicable."

11. Cl. 13.4, paragraphs 11-24 of article 13 "SUPERVISORY BOARD" shall become paragraphs 13-26 of the same clause, accordingly.

12. Cl. 13.4 of article 13 "SUPERVISORY BOARD" shall be amended by adding paragraph 27 as follows:

"Any independent director must refrain from joining other entities' governing bodies if this may disqualify him under the independence criteria set forth in the Bank's bylaws and Moscow Exchange's listing rules."

13. Article 13 "SUPERVISORY BOARD" shall be amended by adding cl. 13.11 as follows:

"13.11. The Supervisory Board shall play a key role in making decisions or recommendations relating to material corporate actions, which should be carried out on fair terms and conditions, ensuring that the rights and interests of the shareholders and other stakeholders are observed.

Material corporate actions are defined as actions that affect or may affect, to a significant extent, the Bank's equity structure and financial condition and, accordingly, its shareholders' interests. Material corporate actions are deemed to include the Bank's reorganisation, its entry into any material transactions, increasing or decreasing its charter capital, listing and delisting of its shares, as well as other actions that may be expected to materially change the rights of its shareholders or infringe on their interests."

14. Cl. 15.2 of article 15 "CHAIRMAN OF THE MANAGEMENT BOARD" shall be amended by adding paragraphs 19-21 as follows:

"– approve the Bank's own insider information lists;
– review and approve reports contemplated in the internal control rules for preventing, detecting and obstructing insider information abuse and/or market manipulation;
– review and approve reports and other documents contemplated in the stock market professional participant internal control rules;"

15. Cl.15.2, paragraph 19 of article 15 "CHAIRMAN OF THE MANAGEMENT BOARD" shall become paragraph 22 of the same clause.

16. Cl. 17.5 of article 17 "THE BANK'S INTERNAL CONTROL" and the remainder of the Charter shall be amended by replacing the words "AML/CFT Compliance Officer" with the words "AML/CFT/PWMD Compliance Officer".

17. Cl. 17.5 of article 17 "THE BANK'S INTERNAL CONTROL" shall be amended by adding paragraph 16 as follows:

“– Insider Trading and Market Manipulation Compliance Officer;”

18. Cl. 17.5, paragraph 16 of article 17 “THE BANK’S INTERNAL CONTROL” shall become paragraph 17 of the same clause.

19. Cl. 17.10 of article 17 “THE BANK’S INTERNAL CONTROL” shall be restated as follows:

“17.10. The Stock Market Professional Participant Comptroller shall identify, analyse, assess, monitor and manage the risk of the Bank incurring any expenses (losses) and/or other adverse effects as a professional participant as a result of its or its operations' non-compliance with any securities market laws and regulations of the Russian Federation, basic and internal standards of any self-regulatory financial market organisation of which it is a member as a stock market professional participant, its constitutive documents or bylaws related to the professional stock market activity, and/or the risk of any enforcement action against it as a professional participant from the Bank of Russia and/or the self-regulatory organisation (regulatory risk of professional stock market activity), and carry out other functions within responsibilities set out in the Bank's bylaws.

The Stock Market Professional Participant Comptroller is subordinate and reports to the Chairman of the Management Board.”

20. Cl. 17.13 of article 17 “THE BANK’S INTERNAL CONTROL” shall be restated as follows:

“17.13. The Internal Control Section (Compliance Section) is the Bank's subdivision created to conduct internal control and assist the Bank’s governing bodies in ensuring its efficient operation, growth and development. The Internal Control Section (Compliance Section) reports to the Chairman of the Management Board. If the Head of Internal Control Section (Compliance Section) is not a Management Board member, then the Chairman of the Management Board may decide that it shall report to a Deputy Chairman and member of the Management Board who is not involved in making any decisions related to the Bank’s banking operations and other transactions.

The Regulation on the Internal Control Service shall be approved by the Chairman of the Management Board.

The Head of Internal Control Section is an employee of the Bank’s and shall be appointed and removed by the Chairman of the Management Board. The Head of the Internal Control Section shall not be involved in any banking operations or other transactions.

The Internal Control Service carries out the following functions:

– identifying compliance risk, i.e. the Bank’s exposure to losses due to non-compliance with Russian laws, the Bank’s bylaws, standards of self-regulatory organisations (if mandatory for it), as well as due to sanctions and/or other enforcement actions imposed by supervisory bodies (the “regulatory risk”);

– registering regulatory risk events, assessing their probability and quantifying possible impact;

– monitoring regulatory risk, in particular analysing the Bank’s new banking products, services and their intended delivery methods for regulatory risk;

– giving, where necessary, regulatory risk recommendations to the heads of the Bank’s subdivisions and the executive body designated by the Bank’s bylaws;

– coordinating and promoting development of regulatory risk mitigation efforts in the Bank;

– monitoring efficiency of regulatory risk management;

– promoting development of regulatory risk management bylaws;

– informing the Bank’s staff on regulatory risk management matters;

– identifying conflicts of interest at the level of the Bank as a whole and at the level of its individual employees, promoting development of related bylaws;

- analysing customer grievance indicators and the Bank’s observance of customers’ rights;
- analysing economic suitability of contracting legal entities and sole proprietors to render services and/or perform works required for the Bank to ensure banking operations (outsourcing);
- promoting development of bylaws intended to combat commercial bribery and corruption;
- promoting development of bylaws and arranging actions to ensure compliance with rules of corporate conduct and standards of professional ethics;
- participating, within its competence, in the Bank’s communications with supervisory bodies, self-regulatory organisations, associations and participants of financial markets;
- developing, arranging the implementation and control of the operational risk management system, including development of the operational risk management procedures;
- organising, co-ordinating and participating in the development of the Bank’s business continuity/disaster recovery plans;
- performing other regulatory risk management functions as set forth in the Bank’s bylaws. »

21. Cl. 17.14 of article 17 “THE BANK’S INTERNAL CONTROL” shall be restated as follows:

“17.14. The subdivision responsible for anti-money laundering, combating financing of terrorism and proliferation of weapons of mass destruction (“AML/CFT/PWMD”) carries out the following functions:

- ensuring the Bank’s compliance with Russian AML/CFT/PWMD laws;
- organising the AML/CFT/PWMD internal control system and ensuring the development of the AML/CFT/PWMD Internal Control Rules (the "AML/CFT/PWMD Rules"), the Special-Purpose AML/CFT/PWMD Internal Control Rules (the "Special-Purpose Rules"), and AML/CFT/PWMD internal control programmes;
- ensuring management of AML/CFT risks in order to mitigate them;
- ensuring assessment of AML/CFT risks;
- ensuring the fulfilment of AML/CFT risk mitigation measures pursuant to the AML/CFT/PWMD Rules with measures and procedures set out in the AML/CFT/PWMD internal control programmes;
- co-ordinating and controlling the banking group members' compliance with the Special-Purpose Rules;
- controlling the compliance by the Bank's employees with the AML/CFT/PWMD Rules and the fulfilment by it and its employees of the AML/CFT/PWMD Rules programmes;
- coordinating the Bank's subdivisions in fulfilling the AML/CFT/PWMD Rules;
- exercising mandatory AML/CFT/PWMD control;
- controlling the compliance with legal requirements concerning identification of customers, their representatives, beneficiaries, and beneficial owners, and promptly detecting customers' reportable and suspicious operations (transactions) as defined in Federal Law No. 115-FZ dated 07.08.2001 "On Anti-Money Laundering and Combating Financing of Terrorism" ("Federal Law 115-FZ") and in accordance with the AML/CFT/PWMD Rules;
- controlling the compliance with legal requirements concerning record keeping and reporting to the financial intelligence unit;
- organising and controlling the reporting to the financial intelligence unit of reportable operations and operations prompting the Bank to take measures under the AML/CFT/PWMD Rules;
- controlling the Bank's and its employees' compliance with Russian AML/CFT/PWMD laws;
- 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 from the viewpoint of their compliance with banking laws and the Bank of Russia’s regulations, other bylaws, rules and standards;

– developing (independently and/or jointly with other subdivisions of the Bank) recommendations on remediation of any identified non-compliance with AML/CFT/PWMD laws, on minimisation of regulatory and other non-financial risks in technologies of banking operations, banking products and/or in related bylaws involving AML/CFT/PWMD compliance risks;

– assisting authorised representatives of regulatory bodies and audit firms in making comprehensive and focused audits of the Bank, and liaising with regulatory bodies on AML/CFT/PWMD matters;

– deploying the AML/CFT/PWMD preparation and training programme for the Bank's staff.

The statutory duty to control the Bank's AML/CFT/PWMD processes and compliance of its AML/CFT/PWMD Internal Control Rules with Russian AML/CFT/PWMD laws shall be borne by the Chairman of the Management Board or, if so provided for in a bylaw, his deputy or a Management Board member. The fulfilment of AML/CFT/PWMD internal control functions shall be organised by the AML/CFT/PWMD Compliance Officer, as authorised by the Bank's internal regulations and executive documents.

The AML/CFT/PWMD Compliance Officer shall be appointed and removed by the Chairman of the Management Board.”

22. Chapter 17 “THE BANK’S INTERNAL CONTROL” shall be amended by adding cl. 17.16 as follows:

“17.16. The Insider Trading and Market Manipulation Compliance Officer shall be appointed and removed by the Chairman of the Management Board.

The Insider Trading and Market Manipulation Compliance Officer shall:

– identify, analyse, assess and monitor the risk of the Bank incurring any expenses (losses) and/or other adverse effects as a result of its or its operations' non-compliance with any insider trading and market manipulation requirements or its bylaws, and/or as a result of any enforcement action against it from the Bank of Russia and/or any self-regulatory financial market organisation (the "regulatory risk of insider trading and market manipulation");

– organise processes to manage the regulatory risk of insider trading and market manipulation, in particular design and control actions to avoid and prevent the consequences of such risk materialising.

The Insider Trading and Market Manipulation Compliance Officer is subordinate and reports to the Chairman of the Management Board.”

23. Cl. 17.16 and 17.17 of article 17 “THE BANK’S INTERNAL CONTROL” shall be deemed to be cl. 17.17 and 17.18 of article 17 “THE BANK’S INTERNAL CONTROL” respectively.

This amendment is made by the General Shareholders’ Meeting, minutes No. ___ dated ___
_____ 20__.

Chairman of the Management Board
CREDIT BANK OF MOSCOW

V.A. Chubar

Bank’s seal