

Approved by
by resolution of the sole member
of KOLTZO URALA KB OOO
No. _____ dated _____.____.2021

Approved by
the General Shareholders' Meeting
of CREDIT BANK OF MOSCOW
Minutes No. _____ dated _____.____.2021

Agreement on the Accession of KOLTZO URALA KB OOO to CREDIT BANK OF MOSCOW

Moscow

_____ 2021

CREDIT BANK OF MOSCOW (public joint-stock company), abbreviated name: CREDIT BANK OF MOSCOW (registration No. 1978), OGRN 1027739555282, TIN 7734202860, KPP 770801001, registered office: 107045, 2 (bldg. 1) Lukov pereulok, Moscow, hereinafter referred to as "MKB", represented by V.A. Chubar, Chairman of the Management Board, acting under the Charter,

and **Commercial Bank "KOLTZO URALA" Limited Liability Company**, abbreviated name: KOLTZO URALA KB OOO (registration No. 65), OGRN 1026600001955, TIN 6608001425, KPP 667001001, registered office: 7 Gorkogo str., Ekaterinburg, Sverdlovsk Region, Russian Federation 620075, hereinafter referred to as "Koltso Urala", represented by A.E. Filyakin, Chairman of the Management Board, acting under the Charter, collectively referred to as the "Parties", and each a "Party", have made this Agreement as follows:

1. SUBJECT MATTER

1.1. The Parties have agreed, for the purposes of amalgamating their assets, to carry out a reorganisation by accession of Koltso Urala to MKB pursuant to resolution No. _____ dated _____.____.2021 of the sole member of KOLTZO URALA KB OOO and a resolution of CREDIT BANK OF MOSCOW's General Shareholders' Meeting set out in Minutes No. _____ dated _____.____.2021.

1.2. In implementation hereof, the Parties shall jointly carry out all actions and procedures required by Russian laws and their constitutive documents to effect a reorganisation by accession.

2. PROCEDURE AND TERMS OF ACCESSION

2.1. The Parties have agreed and determined the following procedure and terms of accession:

2.1.1. MKB shall hold its extraordinary General Shareholders' Meeting to transact matters related to its reorganisation by accession of Koltso Urala and to approve a new version of its charter.

MKB's resolution on reorganisation shall:

- approve this Agreement;
- determine that MKB shall notify the Parties' creditors of the resolution by publishing an announcement thereon in the State Registration Bulletin, and on Oblastnaya Gazeta, the print medium for publishing decrees of Sverdlovsk Region state authorities;
- determine that MKB shall notify the registering authority on launching the reorganisation procedure.

2.1.2. The sole member of KOLTZO URALA KB OOO shall adopt a resolution on its reorganisation by accession to MKB.

Such resolution shall:

- approve this Agreement;

- approve the transfer deed;
- determine that MKB shall notify the Parties' creditors of the resolution by publishing an announcement thereon in the State Registration Bulletin, and on Oblastnaya Gazeta, the print medium for publishing decrees of Sverdlovsk Region state authorities;
- determine that MKB shall notify the registering authority on launching the reorganisation procedure.

2.1.3. Pursuant to art. 13.1, cl. 1 of Federal Law No. 129-FZ dated 08.08.2001 (version dated 27.10.2020) "On State Registration of Legal Entities and Sole Proprietors", MKB shall, within 3 business days of adopting the resolution on reorganisation, notify the Bank of Russia in writing on launching the reorganisation procedure, attaching the relevant resolutions of its General Shareholders' Meeting and KOLTSO URALA's sole member;

2.1.4. Each of the Parties shall, within 30 calendar days of the General Shareholders' Meeting adopting the resolution on reorganisation, announce the same on its official website. MKB shall, on behalf of both Parties, notify their creditors of such resolution by publishing an announcement thereon in the State Registration Bulletin, and on Oblastnaya Gazeta, the print medium for publishing decrees of Sverdlovsk Region state authorities;

2.1.5. MKB shall, within 45 calendar days of the General Shareholders' Meeting adopting the resolution on reorganisation, review any written demands from its shareholders for buyback of their shares pursuant to articles 75 and 76 of Federal Law No. 208-FZ dated 26.12.1995 "On Joint-Stock Companies" ("Buyback Demands");

2.1.6. MKB's Supervisory Board shall, within 50 calendar days of the General Shareholders' Meeting adopting the resolution on reorganisation, approve the report on submitted Buyback Demands;

2.1.7. MKB shall, within 30 calendar days of the expiry of the period specified in clause 2.1.5 hereof, buy back shares from the shareholders who have submitted Buyback Demands;

2.1.8. within 30 calendar days of announcing the resolution on reorganisation in the State Registration Bulletin, each of the Parties shall accept written demands from their creditors for acceleration or termination of obligations and indemnity for losses;

2.1.9. after adopting the resolution on reorganisation and until the reorganisation is completed, each Party shall disclose material facts (events, actions) concerning its business operations under article 23.5 of Federal Law No. 395-1 dated 02.12.1990 "On Banks and Banking Activities" by publishing them in the print medium specified in its announcement of such resolution within 5 calendar days of their occurrence and by posting the same on its official website within 3 calendar days of their occurrence.

2.2. The Parties have agreed and determined that their reorganisation by accession shall be completed within 1 (one) year of the last of them adopting the resolution thereon.

2.3. On the date as at which Koltso Urala's final accounting (financial) statements should be drawn pursuant to the Bank of Russia's regulations, the balances of personal accounts opened within its internal accounts No. 706, No. 707 and No. 708 (if any) shall be transferred to a personal account opened within its internal account No. 10801810500000000003.

2.4. The reorganisation of Koltso Urala and MKB by accession shall be deemed completed once a record is entered into the Unified State Register of Legal Entities on Koltso Urala's unwinding (the "Reorganisation Date").

3. PROPERTY-RELATED TERMS OF ACCESSION

3.1. The Parties shall make a Transfer Deed stating that MKB succeeds to all of Koltso Urala's obligations owed to or by all its creditors and debtors, including any contested obligations, and the terms of succession for any change in the type, composition or value of any assets, or the incurring or cessation of, or any change in rights and obligations, of Koltso Urala that may take place after the date thereof.

3.2. Koltso Urala's assets shall be accepted at their book value as at the date of transfer:

1. Fixed assets:
 - immovables as revaluated net of depreciation;
 - movables at initial cost net of depreciation.
2. Intangible assets at initial cost net of depreciation.
3. Temporarily idle property at fair value.
4. Long-term assets held for sale, tools and objects of work, obtained under in-kind repayment deeds and pledges and having no specific purpose, at initial cost / fair value.
5. Stock at cost net of reserves for their impairment.

3.3. Effective from the Reorganisation Date, MKB shall succeed to all of Koltso Urala's obligations owed to or by all its creditors and debtors, including any contested obligations. On the Reorganisation Date, Koltso Urala shall transfer, and MKB shall accept, all assets and liabilities of the former, together with all its rights and obligations.

3.4. MKB's 100 (one hundred) percent equity interest in Koltso Urala shall be cancelled upon reorganisation pursuant to article 53 of Federal Law No. 14-FZ dated 08.02.1998 "On Limited Liability Companies" without any exchange or conversion.

4. MISCELLANEOUS

4.1. This Agreement is made in six original equally valid counterparts, two for Koltso Urala, two for MKB and two for the Bank of Russia.

5. ADDRESSES, DETAILS AND SIGNATURES OF THE PARTIES

5.1. CREDIT BANK OF MOSCOW (public joint-stock company)

OGRN 1027739555282 TIN 7734202860 KPP 770801001

Address: 2 (bldg. 1) Lukov pereulok, Moscow 107045

Bank account details:

Correspondent account: No. 30101810745250000659 with the Central Bank of the Russian Federation Main Branch for the Central Federal District (Moscow) BIC 044525659

_____/V.A. Chubar/

5.2. Commercial Bank "KOLTZO URALA" Limited Liability Company

OGRN: 1026600001955 TIN 6608001425 KPP 667001001

Address: 7 Gorkogo str., Ekaterinburg, Sverdlovsk Region, Russian Federation 620075

Bank account details:

Correspondent account: No. 30101810500000000768 with Ural Main Branch of the Bank

of Russia Ekaterinburg BIC 046577768

_____/A.E. Filyakin/