

Draft amendment No. 02 to the Charter of CREDIT BANK OF MOSCOW

RATIFIED

(personal signature) (initials, surname)

Seal 2021

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 restated as follows:

"1.1. CREDIT BANK OF MOSCOW (public joint-stock company), CREDIT BANK OF MOSCOW, hereinafter referred to as "the Bank", is a credit organisation.

The Bank was created by resolution of the founders' meeting dated 23.06.1992 (minutes No. 3) under the name of Commercial Bank "Credit Bank of Moscow".

By resolution of the Shareholders' Meeting dated 02.04.1993 (minutes No. 10), the Bank was renamed Joint-Stock Commercial Bank "Credit Bank of Moscow".

By resolution of the General Shareholders' Meeting dated 15.09.1994 and 25.01.1995 (minutes No. 1/15 and No. 2), the Bank was reorganised by way of transformation into a limited liability company under the name of Commercial Bank "Credit Bank of Moscow" (Limited Liability Company) that succeeded thereto in respect of all liabilities owed to all of its creditors and by all of its debtors, including any contested liabilities.

By resolution of the General Members' Meeting dated 27.08.1998 (minutes No. 11), its full name was restyled as COMMERCIAL BANK "CREDIT BANK OF MOSCOW" (Limited Liability Company) and an abbreviated name, CB "CREDIT BANK OF MOSCOW" LLC, was defined.

By resolution of the General Meeting dated 20.04.1999 (minutes No. 6), the Bank was reorganised by way of transformation into an open joint-stock company under the names of CREDIT BANK OF MOSCOW (open joint-stock company) CREDIT BANK OF MOSCOW that succeeded thereto in respect of all liabilities owed to all of its creditors and by all of its debtors, including any contested liabilities.

By resolution of the extraordinary General Shareholders' Meeting dated 03.03.2016 (minutes No. 01), the Bank's full corporate and abbreviated corporate names were brought in line with requirements of applicable Russian laws and changed to CREDIT BANK OF MOSCOW (public joint-stock company), CREDIT BANK OF MOSCOW.

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, para.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. 13.2.34 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.”

5. Cl. 15.2 of article 15 “CHAIRMAN OF THE MANAGEMENT BOARD” shall be restated as follows:

“15.2 All matters related to the day-to-day management of the Bank’s activities shall be reserved to the Chairman of the Management Board, unless reserved to the General Shareholders’ Meeting or the Supervisory Board.

The Chairman of the Management Board shall:

– without any power of attorney, represent the Bank in any institutions, enterprises and organisations in the Russian Federation and abroad, and make any agreements whatsoever and any other transactions on behalf of the Bank;

– dispose of the Bank’s property to the extent permitted by applicable Russian laws;

– approve preferential interest rates and preferential tariffs for banking services;

– open correspondent and any other accounts with other banks including foreign banks;

– ensure accounting and reporting in the Bank, and compliance of banking operations with applicable Russian laws, and be liable for the performance of the said duties imposed on him by federal laws;

– approve the Bank’s staff chart, hire and dismiss employees of the Bank (as well as appoint and dismiss the Chief Accountant), grant incentives to and impose sanctions on the Bank’s staff under applicable Russian laws;

– issue orders and directions binding on all of the Bank’s employees on any issues of the Bank’s activities;

– issue powers of attorney to the Bank’s employees, whether sub-delegable or not;

– exercise powers related to organisation of internal control in the Bank: define responsibilities for implementation of any resolutions of the Supervisory Board, to implement the Bank’s strategy and policy in relation to set-up and performance of the internal control; authorise managers of the respective structural units to develop internal control policies, and control performance thereof; review compliance of the Bank’s (its banking group’s) business with the internal control regulations, and to evaluate the adequacy of such regulations to the nature and the

scale of the Bank's (its banking group's) business; assign functions to the units and employees responsible for specific aspects (forms and methods) of internal control; review the materials and findings of regular internal control performance appraisals; set up efficient communication systems enabling provision of users with relevant information; ensure performance of a system for control over remediation of any irregularities or deficiencies identified in the internal control and appraise success of any such remediation;

- set the coupon rate for (coupon income on) any bonds of the Bank;
- resolve to appoint a representative of bondholders where required by federal laws, and to make/amend/terminate the contract with any such representative;
- resolve to convene a General Bondholders' Meeting in such manner and time as set out by applicable laws;
- sign securities issue closing reports;
- enact risk and capital management procedures and stress test procedures based on the Bank's (its banking group's) Risk and Capital Management Strategy approved by the Supervisory Board;
- arrange for the preparation of proposals on amending ICAAP bylaws;
- resolve that the Bank joins or leaves other organisations, except where this Charter reserves such matter to other governing bodies of the Bank;
- 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;
- resolve any other issues arising out of the current activities of the Bank.”

6. 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".

7. 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 inspect compliance of the Bank's activities as a stock market professional participant with Russian laws on securities and on protection of investors' rights and lawful interests in the securities market, and with the Bank of Russia's regulations.

The Stock Market Professional Participant Comptroller reports to, and acts under control of, the Supervisory Board.”

8. Cl. 17.13, paragraph 3 of article 17 "THE BANK'S INTERNAL CONTROL" shall be restated as follows:

“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.”

9. 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 Regulation (the "AML/CFT/PWMD Regulation"), the Special-Purpose AML/CFT/PWMD Internal Control Regulation (the "Special-Purpose ICR"), 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 Regulation with measures and procedures set out in the AML/CFT/PWMD internal control programmes;
- co-ordinating and controlling banking group members' compliance with the Special-Purpose ICR;
- controlling the compliance by the Bank's employees with the AML/CFT/PWMD Regulation and the fulfilment by the Bank and its employees of the AML/CFT/PWMD Regulation programmes;
- coordinating the Bank's subdivisions in fulfilling the AML/CFT/PWMD Regulation;
- 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 Regulation;
- 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 Regulation;
- 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 Regulation 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.”

This amendment is made by the general shareholders' meeting, minutes No. ___ dated ___
_____ 20__.

Chairman of the Management Board
of CREDIT BANK OF MOSCOW

Bank's seal

V.A. Chubar