Translated from Russian into English

THE COPY

A new version of the constituent document of a legal entity having Main State Registration Number 1027800000140 was provided when entry with state registration number No. 2227802326266 of 20 July 2022 was made in the Unified State Register of Legal Entities

THE DOCUMENT HAS BEEN SIGNED WITH THE USE OF ENHANCED QUALIFIED ELECTRONIC SIGNATURE

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Certificate: 7CF4AF00E8ADEBA44EB52679FB502CDE
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Interregional Inspectorate of the Federal Tax Service of Russia for centralized data processing
Valid from November 22, 2021 until November 22, 2022

APPROVED BY:

First Deputy Chairman of the Central Bank of the Russian Federation
/Signed/
V.V. Chistyukhin
(signature) (full name)
14 July 2022
/Seal: Central Bank of the Russian Federation (Bank of Russia), Main State Registration Number 1037700013020, Tax ID Number 7702235133/

CHARTER OF

“BANK “SAINT-PETERSBURG” PUBLIC JOINT-STOCK COMPANY

“Bank “Saint-Petersburg” PJSC

APPROVED BY
the General Shareholders’ Meeting,
Minutes No. 1/42
of June 3, 2022

St. Petersburg
2022

1. General Provisions

1.1. The Bank was incorporated by a resolution of the constituent conference of the bank's founders dated December 7, 1989 (Minutes No 1) and named the Leningrad Commercial Bank for Social Development and Reconstruction (LENBANK) in accordance with the civil laws of the USSR and RSFSR and registered by the State Bank of the RSFSR on October 3, 1990 (Registration No. 436).

According to the resolution of the General Meeting of Shareholders of the Bank dated December 11, 1991 (Minutes No 4) the Bank changed its name to Joint-Stock Company "Bank "Saint-Petersburg".

According to the resolution of the General Meeting of the Bank's Shareholders of June 21, 1996 (Minutes No 1/9) the title of incorporation form of the Bank was adjusted to comply with the current law of the Russian Federation and changed into OPEN JOINT-STOCK COMPANY "BANK "SAINT-PETERSBURG". Bank's short name was approved as OJSC "Bank "Saint-Petersburg".

According to the resolution of the Extraordinary General Meeting of Shareholders of OPEN JOINT-STOCK COMPANY "BANK "SAINT-PETERSBURG" dated September 30, 2014 (Minutes No 1/31) OPEN JOINT-STOCK COMPANY "BANK "SAINT-PETERSBURG", principal state registration number: 1027800000140, was reorganized through merger of Closed Joint-Stock Company "EVROPEISKY" Investment and Commercial Bank, principal state registration number: 1023900000761, and is a legal successor of Closed Joint-Stock Company "EVROPEISKY" Investment and Commercial Bank in regard to any and all liabilities related to any and all of its lenders and borrowers, including the contested ones.

According to the resolution of the Extraordinary General Meeting of Shareholders of OPEN JOINT-STOCK COMPANY "BANK "SAINT-PETERSBURG" dated September 30, 2014 (Minutes No 1/31) the title of incorporation form of the Bank was adjusted to comply with the current law of the Russian Federation and changed into PUBLIC JOINT-STOCK COMPANY "BANK "SAINT-PETERSBURG". Bank's short name was approved as "Bank "Saint-Petersburg" PJSC.

1.2. The Bank's company title in Russian shall be:

Full name: ПУБЛИЧНОЕ АКЦИОНЕРНОЕ ОБЩЕСТВО «БАНК «САНКТ-ПЕТЕРБУРГ».

Short name: ПАО «Банк «Санкт-Петербург».

The Bank's title in English shall be:

Full name: "Bank "Saint-Petersburg" Public Joint-Stock Company.

Short name: "Bank "Saint-Petersburg" PJSC.

1.3. Registered address of the Bank: the city of Saint Petersburg

Address of the Bank: 64A Malookhtinsky pr., 195112, St. Petersburg, Russian Federation.

1.4. The Bank has been established for an unlimited term. The procedure of termination of its activities shall be determined by the laws of the Russian Federation and this Charter.

1.5. Supervision over the Bank's activities shall be executed by the Bank of Russia according to the federal laws.

2. Objectives and Scope of the Bank's Activities

2.1. The main objective of the Bank's activities shall be to gain profits through banking operations and provision of a full range of banking services to its customers.

2.2. In order to achieve the objectives of its activities the Bank may run the following banking operations:

2.2.1. to attract the funds of the individuals and legal entities on deposits (demand and term);

2.2.2. to place the afore-mentioned funds on its own behalf and at its own expense;

2.2.3. to open and maintain private and corporate accounts;

2.2.4. to transfer funds by instruction of individuals and legal entities, including the correspondent banks, on their bank accounts.

2.2.5. to collect cash, promissory notes, payment and settlement documents and provide cash services to the individuals and legal entities;

2.2.6. to buy and sell foreign currency in cash and non-cash form;

2.2.7. acceptance of deposits of precious metals (demand/term) from individuals and legal entities with the exception of coins made from precious metals;

2.2.8. placement of the deposited precious metals specified in Sub-clause 2.2.7. of the present Charter in its own name and at its own expense;

2.2.9. opening and maintaining bank accounts of individuals and legal entities in precious metals, with the exception of coins made from precious metals;

2.2.10. transferring funds by instruction of individuals and legal entities, including correspondent banks, in their bank accounts in precious metals;

2.2.11. transfers of funds without opening bank accounts, including electronic money transfers (except for postal orders).

2.3. Besides the banking operations listed in Clause 2.2. hereof the Bank shall be entitled to make the following transactions:

2.3.1. to issue guarantees for the third parties, which provide to honour the liabilities in cash;

2.3.2. to acquire claiming rights from the third parties to honour the liabilities in cash;

2.3.3. to manage the funds and other property in trust under an agreement with the individuals and legal entities;

2.3.4. to make transactions with precious metals and coins made from precious metals in accordance with the laws of the Russian Federation;

2.3.5. to let out specially equipped premises and safe boxes to the individuals and legal entities to store documents and valuables;

2.3.6. to perform leasing operations;

2.3.7. to provide consulting and information services.

2.3.8. to issue bank guarantees;

2.4. The Bank shall be entitled to make other transactions according to the laws of the Russian Federation.

2.5. The Bank shall carry out the banking operations on the basis of a license issued by the Bank of Russia.

2.6. According to the license issued by the Bank of Russia, the Bank shall be entitled to issue, purchase, sell, discount, store and do other transactions with the securities, which serve as payment documents, and the securities, which prove attraction of the funds on deposits and bank accounts, as well as other securities, which do not require special licensing as per the federal laws, and also entitled to keep these securities in trust under an agreement with the individual and corporate customers.

The Bank shall perform its professional activities on the securities market in accordance with the federal laws.

2.7. The Bank shall have no right to be engaged in production, trade and insurance business.

2.8. The Bank shall carry out all banking and other transactions in rubles and in foreign currency, provided it has an appropriate license of the Bank of Russia.

2.9. The regulations of the banking transactions, including their material and technical support, shall be established by the Bank of Russia according to the federal laws.

2.10. The Bank may provide services (perform works) related to use of the information which constitutes a national secret. The Bank shall procure the compliance with the requirements of legal and other normative documents of the Russian Federation for securing the protection of information which constitutes national secrets during the process of providing services (performing works) with the use of such information.

If the provisions of this Charter fail to comply with the requirements of the effective law of the Russian Federation on national secrets legal and other normative documents of the Russian Federation regulating national secret protection shall be applied.

Judicial proceedings with respect to the issues related to national secrets, if arise, shall be carried out in the Russian Federation and in accordance with the laws of the Russian Federation.

2.11. The Bank shall be entitled to perform the functions of a certifying center in accordance with the Federal Law "On Electronic Signature".

3. Legal Status of the Bank

3.1. The Bank shall acquire the status of a legal entity after its state registration in the procedure established by the laws of the Russian Federation.

3.2. The Bank shall be a legal entity, a commercial institution, according to the laws of the Russian Federation.

3.3. The Bank shall own separate property which shall be enforceable against its obligations and can acquire and exercise civil rights and take on civil responsibilities on its own behalf, and act as a plaintiff and defendant in the court.

3.4. The Bank shall acquire civil rights and assumes civil obligations through its bodies acting in accordance with the laws, other normative acts and the Bank's Charter.

3.5. The Bank can open ruble, currency and other accounts with banks and other credit institutions on the territory of the Russian Federation and abroad in compliance with the rules established by the Bank of Russia.

3.6. The Bank shall have a round seal containing its trade (full and short) name in Russian and indication to its location.

The Bank shall be entitled to have stamps and letterheads bearing its name as well as the logo and other means of visual identification registered in the established procedure.

3.7. The Bank shall be responsible for its liabilities with all its property.

3.8. The Bank shall not be responsible for liabilities of its shareholders. The shareholders shall not be responsible for the Bank's liabilities and shall bear the risk of losses connected with the Bank's activities within the value of their shares, unless otherwise specified in the law.

3.9. The Bank shall not be responsible for liabilities of the state, and the state shall not bear responsibility for liabilities of the Bank, unless the state assumed such liabilities.

3.10. The Bank shall plan its activities and determine the prospects of its development independently.

3.11. The Bank shall be entitled to establish commercial and non-profit organizations independently or together with other legal entities and individuals both on the territory of the Russian Federation and abroad and also to participate in such organizations according to the current laws of the Russian Federation and respective foreign state.

4. Branches and Representative Offices of the Bank

4.1. The Bank shall be entitled to set up branches and open representative offices according to the laws.

4.2. The branches and representative offices shall not be legal entities.

4.3. The branches and representative offices shall perform their business activities on the basis of the regulations approved by the Bank.

The managers of the branches and representative offices shall be appointed by the Chairperson of the Management Board of the Bank and act on the basis of powers of attorney issued to them.

4.4. The Bank shall be entitled to open branches on the territory of foreign countries, provided there is a permit received from the Bank of Russia as well as open representative offices on the territory of foreign countries, provided it has notified the Bank of Russia thereof.

5. Charter Capital

5.1. The Charter Capital of the Bank shall be formed in the amount of RUB 495,654,232 (Four hundred and ninety five million six hundred fifty four thousand two hundred thirty two).

5.2. The Charter Capital of the Bank shall consist of the par value of the shares placed/acquired by its shareholders:

5.2.1. 475,554,232 (Four hundred and seventy five million five hundred fifty four thousand two hundred thirty two) registered ordinary shares of the par value 1 (one) ruble each, state registration No. 10300436B, form of issue being non-documentary;

5.2.2. 20,100,000 (Twenty million one hundred thousand) registered preference shares of the par value 1 (one) ruble each, state registration No. 20100436B, form of issue being non-documentary.

5.3. The par value of the placed preference shares may not exceed 25 (twenty five) percent of the Charter Capital of the Bank.

5.4. The Bank shall be entitled to consolidate or split the placed shares by a resolution of the General Meeting of Shareholders.

5.5. The Charter Capital of the Bank can be increased through raising the par value of the shares only for the account of the Bank's property only and in accordance with the laws of the Russian Federation by a resolution of the General Meeting of Shareholders.

5.6. The Charter Capital of the Bank may be increased through placement of additional shares within the limits of the declared shares by a decision of the Bank's Supervisory Board. In this case the decision of the

Bank's Supervisory Board shall be taken unanimously by all its members without counting the votes of any retired members of the Bank's Supervisory Board.

5.6.1. The additional shares may be placed in the number of 999,371,000 (Nine hundred ninety nine million three hundred seventy one thousand) units, including:

5.6.1.1. ordinary shares of the par value 1 (one) ruble in the number of 917,461,000 (Nine hundred seventeen million four hundred sixty one thousand) units;

5.6.1.2. preference shares of the par value 1 (one) ruble each in the number of 81,910,000 (Eighty one million nine hundred ten thousand) units.

5.6.2. It shall be allowed to take a resolution on any increase of the Charter Capital of the Bank after registration of the amendments to the Charter related to the previous increase in the Charter Capital. Payment for the additional shares of the Bank shall be effected according to the laws of the Russian Federation.

5.7. The Bank shall be entitled to place its shares and issued securities convertible into the shares by means of both an open and closed subscription in accordance with the current laws and this Charter.

Placement of the shares (issued securities of the company convertible into the shares) by means of the closed subscription shall be carried out by a resolution of the General Meeting of Shareholders on increase of the Charter Capital of the company through placement of additional shares (on placement of issued securities of the company convertible into the shares).

Placement by means of the open subscription of the ordinary shares constituting more than 25 (twenty five) percent of the ordinary shares placed earlier shall be carried out by a resolution of the General Meeting of Shareholders.

Placement by means of the open subscription of the issued securities convertible into the ordinary shares which may be converted into the ordinary shares constituting more than 25 (twenty five) percent of the ordinary shares placed earlier shall be carried out by a resolution of the General Meeting of Shareholders.

5.8. The Charter Capital of the Bank can be decreased by a resolution of the General Meeting of Shareholders through lowering of the par value of the shares or reducing of their total number, including through acquisition and redemption of a part of the issued shares by the Bank.

The Bank shall not be entitled to make a decision on decrease of its Charter Capital, if afterwards its size becomes less than a minimum size of the Charter Capital determined in accordance with the law as at the date of filing the documents for state registration of the appropriate amendments to the Bank's Charter and in the cases when the Bank is obliged to decrease its Charter Capital in accordance with the law as at the date of state registration of the Bank.

If its equity (capital) becomes less than the size of its Charter Capital according to the results of a reporting month, the Bank shall be obliged to match the Charter Capital with its equity (capital).

The Bank shall be obliged to decrease its Charter Capital in the cases established by the law.

6. Bonds and Other Issued Securities

6.1. The Bank shall be entitled to place bonds and other issued securities, including those convertible into its shares.

6.2. The Bank shall place its bonds and other issued securities by a decision of the Supervisory Board of the Bank, except for placement of the shares (issued securities convertible into the shares) through the closed subscription and placement through the open subscription of the ordinary shares (issued securities which may be converted into the ordinary shares) constituting more than 25 (twenty five) percent of the ordinary shares placed earlier.

7. Shareholders, Their Rights and Obligations

7.1. The shareholders shall be entitled to:

7.1.1. dispose of their shares without consent of other shareholders of the Bank. The remaining shareholders and the Bank shall have no pre-emptive rights to acquire the shares disposed by its shareholders.

7.1.2. obtain information concerning the Bank's business and review the Bank's accounting and other records in cases and according to the procedure stipulated by the laws of the Russian Federation and this Charter;

7.1.3. appeal against the decisions of the Bank's management bodies having civil law implications in cases and according to the procedure stipulated by law.

7.1.4. acting on behalf of the Bank, claim damages caused to the Bank.

7.1.5. acting on behalf of the Bank, dispute the Bank's transactions on the grounds stipulated by the laws of the Russian Federation, claim restitution due to invalidity of such transactions, as well as claim restitution under the Bank's void transactions;

7.1.6. demand, in cases and according to the procedure stipulated by laws, that the authorization of the General Shareholders' Meeting or the Bank's Supervisory Board be obtained for an interested party transaction.

7.2. The shareholders having the ordinary shares shall have the right:

7.2.1. to demand holding of an extraordinary General Meeting in the cases and in the procedure established by the law;

7.2.2. to take part in management of the Bank's affairs by participating in the General Meeting of Shareholders with the right of voting on all issues of its competence, except for the cases established by the federal laws;

7.2.3. to put any issues on the agenda of the Annual General Meeting of Shareholders and nominate candidates to the Supervisory Board of the Bank, the number of which may not be more than a quantitative membership of the appropriate body, in the cases and in the procedure established by the law;

7.2.4. to receive dividends on the Bank's shares held by them;

7.2.5. to acquire additional shares and issued securities convertible into the shares placed through an open subscription on a preferential basis and pro rata to the number of their shares of this category (type) in the cases provided by law;

7.2.6. to receive a part of the Bank's property in case of its liquidation;

7.2.7. to dispose of the shares held by them in the procedure established by the current laws;

7.2.8. to demand that the Bank redeem the shares held by them in the cases and in the procedure established by the law;

7.2.9. to exercise any other rights in accordance with the laws, this Charter and resolutions of the General Meeting of Shareholders.

7.3. The shareholders having the preference shares shall be entitled:

7.3.1. to participate in the General Meeting of Shareholders with the right of voting on resolutions in respect of the Bank's reorganization and liquidation, amendments and supplements to the Bank's Charter which would restrict the rights of the shareholders having the preference shares as well as in respect of issues stipulated by Clause 3 Article 7.2 and Article 92.1 of Federal Law No 208-FZ "On Joint-Stock Companies" dated 26 December 1995 and in respect of the issues which shall be resolved unanimously by all the shareholders of a company in accordance with Federal Law No 208-FZ "On Joint-Stock Companies" dated 26 December 1995;

7.3.2. to participate in the General Meeting of Shareholders with the right of voting on all issues of its competence, beginning from a meeting that follows the Annual General Meeting of Shareholders, which hasn't made a resolution on payment of dividends or made a resolution on partial payment of dividends on the preference shares irrespective of the reasons thereof;

7.3.3. to receive dividends on the shares held by them at the rate of 11 (eleven) percent of their par value, unless the Bank declared larger dividends;

7.3.4. to dispose of the shares held by them in the procedure established by the current laws;

7.3.5. to demand that the Bank redeem the shares held by them in the cases and in the procedure established by the law;

7.3.6. to exercise any other rights, authorities and functions in accordance with the current laws, this Charter and resolutions of the General Meeting of Shareholders.

7.4. A share shall not give a voting right until it has been fully paid.

7.5. The Bank's shareholders shall be obliged:

7.5.1. to observe provisions of this Charter;

7.5.2. to fulfill obligations assumed in respect of the Bank;

7.5.3. to refrain from disclosing any confidential information concerning the Bank's business;

7.5.4. not to allow any actions which may cause damage to the Bank;

7.5.5. participate in contributing to the Bank's property to the extent required in accordance with the procedure, methods and timeframes stipulated by the laws of the Russian Federation;

7.5.6. participate in corporate decisions making process without which the Bank is unable to continue its business as stipulated by the law, to the extent such participation is required;

7.5.7. to refrain from any act/omission which would substantially hinder or render impossible achievement of the purposes for which the Bank was established.

7.6. Employees, members of the Supervisory Board of the Bank, shareholders of the Bank may become familiar with the information about Bank's business, which contains data constituting a national secret, provided that the requirements of the laws regulating state secrets are complied with.

8. Distribution of Profit

8.1. The Bank's profit shall be subject to taxation according to the current laws.

The profit left after payment of the taxes and mandatory budget charges shall remain at the Bank's absolute disposal.

8.2. The Bank shall create a reserve fund in the amount of 32,641,336 (Thirty two million six hundred forty one thousand three hundred thirty six) rubles 49 kopecks. The amount of the reserve fund may not be less than 5 percent of the Charter Capital.

The reserve fund shall be formed by obligatory annual allocations in the amount of five percent of the net profit until it reaches the size fixed in this Clause. The reserve fund shall be used according to a decision of the Bank's Supervisory Board only for the following purposes:

a) to cover the Bank's losses;

b) to redeem bonds and repurchase shares of the Bank if there are no other funds.

The reserve fund may not be used for any other purposes.

8.3. The dividends may be paid to the shareholders by a resolution of the General Meeting of Shareholders on the basis of the results of the first quarter, a half-year, nine months of a reporting year and/or of the results of a reporting year. The dividends shall be paid out of the Bank's net profit.

The resolution on the amount of dividend and the dividend record date shall be passed by the General Meeting of Shareholders upon recommendation of the Supervisory Board of the Bank.

The dividends shall be paid in the form of money in the currency of the Russian Federation.

The amount of the accrued dividend shall be determined to the accuracy of one kopeck. Figures shall be rounded in calculation in accordance with the mathematic rounding rules.

Dividends shall be paid out in non-cash form. Dividends shall be paid to individual shareholders whose rights to the shares are recorded in the shareholder register by crediting funds to their bank accounts or special accounts of financial platforms operators opened in accordance with the Federal Law "On financial transactions with the use of the financial platform" dated 20 July 2020, the details of which are recorded by the Bank's registrar or, if no details of bank accounts, special accounts of financial platforms operators are available, through postal remittance of cash, and to other entities whose rights to the shares are recorded in the shareholder register of the Bank, by crediting funds to their bank accounts. Owners of shares whose rights to the shares are registered with the nominal holder shall receive dividend in monetary form in accordance with the procedure stipulated by the Russian securities laws.

A person who has not received the declared dividend due to the fact that the Bank or the registrar did not have the accurate and adequate postal address or banking details, shall be entitled to contact the Bank with a request to pay such dividend (the unclaimed dividend) within three years from the date when the relevant dividend payout resolution was passed, providing in advance the method of dividend payment, the updated postal address and banking details (if dividend payout through transfer to the bank account is chosen) to be indicated in the registered person's questionnaire kept by the registrar.

The request on payment of unclaimed dividend may be submitted in the form of application on payment of unclaimed dividend to any outlet or branch of the Bank.

Entities whose rights to the shares are recorded with a nominal holder of the shares shall submit the request on payment of unclaimed dividend in accordance with the procedure set forth by the laws of the Russian Federation regulating securities.

Upon the expiry of three years following the date when the relevant dividend payout resolution was passed, the declared dividend unclaimed by a shareholder shall be included in the Bank's retained earnings, and the obligation to pay out such dividend shall cease.

8.4. The Bank shall not be entitled to make a decision on payment of the dividends as well as pay the declared dividends in cases specified in the law.

8.5. Special funds and accumulation funds can be formed from the Bank's net profit.

A procedure for using such funds shall be determined in the regulations on such funds approved by the Bank's Supervisory Board.

9. Management Bodies of the Bank

9.1. General Meeting

9.1.1. The supreme body of the Bank's management shall be the General Meeting of Shareholders.

9.1.2. The Bank shall hold an annual General Meeting of Shareholders on an annual basis, but not earlier than two months and no later than six months after the end of the Bank's reporting year.

9.1.3. General Meetings of Shareholders other than the Annual General Meeting of Shareholders shall be called extraordinary. An extraordinary general meeting shall be convened by a decision of the Bank's Supervisory Board on its own initiative, at the request of the Bank's audit organization and shareholder(s) having at least 10 (ten) percent of the Bank's voting shares as at the date of request. If the Supervisory Board of the Bank hasn't made a decision to convene an extraordinary General Meeting of Shareholders within the period fixed in the law, or has made a decision to refuse to convene it, the Bank's management body or the parties requesting the convocation shall be entitled to apply to the court claiming that the Bank be forced to convene an extraordinary General Meeting of Shareholders.

When the General Meeting of Shareholders is held in the form of the meeting (joint attendance of the shareholders for discussing the agenda items and taking resolutions on the issues put to a vote), it is possible to use information and communication technologies which allow for remote participation in the General Meeting of Shareholders, discussion of the agenda items and taking resolutions on the issues put to a vote without actual presence at the venue of the General Meeting of Shareholders.

9.1.4. The following issues shall be attributed to the competence of the General Meeting:

9.1.4.1. making amendments and additions to the Bank's Charter or approval of its new version;

9.1.4.2. reorganization of the Bank;

9.1.4.3. liquidation of the Bank, appointment of a liquidation committee and approval of an intermediate and final liquidation balance sheet;

9.1.4.4. determination of the number of members of the Bank's Supervisory Board, election of its members and earlier termination of their authorities;

9.1.4.5. determination of the quantity, par value, category (type) of the declared shares as well as rights granted by them;

9.1.4.6. taking a resolution on increase of the Charter Capital through placement of shares (issued securities convertible into the shares) by means of a closed subscription and taking a resolution on increase of the Charter Capital through placement by means of an open subscription of the ordinary shares (issued securities which may be converted into the shares) that make up over 25 (twenty five) percent of the ordinary shares placed earlier;

9.1.4.7. increase of the Charter Capital through raising the par value of the shares;

9.1.4.8. decrease of the Charter Capital through lowering the par value of the shares, the Bank's acquisition of a part of the shares with the purpose of reducing their total quantity as well as through redemption of the shares acquired or repurchased by the Bank;

9.1.4.9. approval of the audit organization of the Bank;

9.1.4.10. payment (declaration) of dividends on the basis of the results of the first quarter, a half-year, nine months of a reporting year;

9.1.4.11. distribution of the profit (including payment (declaration) of the dividends, except for payment (declaration) of the dividends on the basis of the results of the first quarter, a half-year, nine months of a reporting year) and losses of the Bank on the basis of the results of a reporting year;

9.1.4.12. determination of the procedure to conduct the General Meeting;

9.1.4.13. splitting and consolidation of the shares;

9.1.4.14. taking resolutions on authorization or subsequent approval of interested party transactions in the cases stipulated by law;

9.1.4.15. taking resolutions on authorization or subsequent approval of major transactions in the cases stipulated by law;

9.1.4.16. acquisition of the placed shares by the Bank in the cases determined by the law;

9.1.4.17. determination of the amount of remuneration and reimbursement to the members of the Supervisory Board of the Bank while they hold their office;

9.1.4.18. taking a resolution on participation in the financial and industrial groups, associations and other unions of the commercial institutions;

9.1.4.19. approval of the internal documents regulating the activities of the Bank's bodies;

9.1.4.20. taking resolutions on treatment of the delisting offer with regard to the Bank's shares and/or issued securities convertible into its shares;

9.1.4.21. taking resolutions on making amendments to the Bank's Charter that the Bank shall no more be treated as a public joint-stock company;

9.1.4.22. taking resolutions on application by the Bank to the Bank of Russia requesting to relieve the Bank from the responsibility to disclose the information stipulated by the laws of the Russian Federation about securities;

9.1.4.23. taking resolutions on other issues attributed by the law to the competence of the General Meeting of Shareholders.

9.1.5. The decisions on the issues attributed to the competence of the General Meeting of Shareholders may not be delegated to be made by the Supervisory Board, Management Board or the Chairperson of the Management Board of the Bank.

9.1.6. Resolutions on the issues specified in sub-clauses 9.1.4.1.-9.1.4.3, 9.1.4.5., 9.1.4.6., 9.1.4.8. (concerning the decisions on decrease of the charter capital by decrease of the par value of the shares), 9.1.4.15. (except for the case indicated in clause 9.2.14. hereof), 9.1.4.16, 9.1.4.20. of this Charter shall be made by the General Meeting of Shareholders by a majority of three forth of the shareholders having the voting shares who participate in the General Meeting of Shareholders.

Resolutions on authorization or subsequent approval of an interested party transaction shall be taken by a majority of all the shareholders having the voting shares who take part in voting and are neither interested in the transaction nor controlled by entities interested in the transaction.

Should all the shareholders having the voting shares be declared interested parties and when another person(s) is/are interested in the transaction, a resolution on authorization of such transaction shall be taken by a majority of all the shareholders having the voting shares and taking part in voting.

In case a large transaction, subject of which is the property worth of more than 50 (fifty) percent of the book value of the Bank's assets according to its recent financial statements, is at the same time an interested party transaction and pursuant to Federal Law "On Joint-Stock Companies" the issue of authorization of the large transaction is proposed for consideration by the Bank's General Meeting of Shareholders, it shall be deemed that a resolution on authorization of the large transaction has been taken, provided three forth of the shareholders having the voting shares and participating in the General Meeting of Shareholders and the majority of all the shareholders having the voting shares, participating in the General Meeting of Shareholders who are not interested in the transaction have been "for" such resolution.

In case a large transaction, subject of which is the property worth from 25 to 50 percent of the book value of the company's assets according to its recent financial statements, is at the same time an interested party transaction and pursuant to the requirements of laws the issue of authorization of the large transaction is proposed for consideration by the General Meeting of Shareholders, a resolution on authorization of the large transaction shall be taken according to the procedure stipulated by the second and third paragraphs of sub-clause 9.1.6. of this Charter.

A resolution on the issue indicated in sub-clause 9.1.4.20. of this Charter shall become effective provided that the total number of shares subject to the buyback offer does not exceed the number of shares which can be repurchased by the Bank pursuant to the legal restrictions.

A separate (independent) resolution shall be taken on each issue put to a vote.

9.1.7. A resolution on the issue indicated in sub-clause 9.1.4.21. hereof shall be taken simultaneously with the resolutions on the issues indicated in sub-clauses 9.1.4.20., 9.1.4.22. hereof. Such resolutions shall be taken within one issue of the agenda of the General Meeting of Shareholders. The resolutions on the agenda issue specified in this sub-clause of the Charter shall be taken by the General Meeting of Shareholders by a majority of 95 per cent. of votes of all the shareholders holding the Bank's shares of all categories (types).

9.1.8. Resolutions on all other issues shall be taken by a majority of the shareholders having the voting shares who participate in the General Meeting of Shareholders, unless otherwise specified by the law.

9.1.9. The shareholder(s) of the Bank who collectively own 2 per cent or more of the Bank's voting shares may suggest issues for the agenda of the annual General Shareholders' Meeting and nominate candidates for the position of the members of the Supervisory Board, whose number may not exceed the number of members of such body. Such nominations must be received by the Bank no later than 60 (sixty) days after the end of the reporting year.

Shareholders not entered in the Shareholder Register of the Bank can make proposals on the agenda and proposals for the nomination of candidates to the Supervisory Board of the Bank by giving respective instructions to the person which registers its rights to the Bank's Shares in the manner prescribed by the securities legislation of the Russian Federation.

9.1.10. The notice of the General Meeting of Shareholders shall be published on the Bank's website at http://www.bspb.ru no later than 30 (thirty) days before the date of the relevant General Meeting of Shareholders.

If a nominal holder of the shares (the central depository) is registered in the Bank's Register of Shareholders, notice of the General Meeting of Shareholders, as well as the information (reference materials) to be provided to parties entitled to participate in the General Meeting of Shareholders in course of preparation for the General Meeting of Shareholders shall be submitted in accordance with the rules contained in the Russian Federation laws regulating securities for submitting the information (reference materials) to entities/persons exercising rights attached to the securities.

Voting ballots at the General Meeting of Shareholders shall be sent to the shareholders having the voting shares registered in the Bank's register of shareholders and entitled to participate in the General Meeting of Shareholders by e-mail to the e-mail address of a respective person specified in the Bank's shareholders' register or handed out against receipt at the address specified in the notice of general shareholders' meeting no later than 20 (twenty) days before the date of the General Meeting of Shareholders, with the exception of cases for which the laws establish longer periods for notification of the shareholders of the General Meeting of Shareholders.

The Bank's Supervisory Board shall determine whether remote participation in the General Meeting of Shareholders when the General Meeting of Shareholders is held in the form of the meeting (joint attendance of the shareholders for discussing the agenda items and taking resolutions on the issues put to a vote) and completing ballots in electronic form on the website in the Internet are possible, while taking resolution on issues related to preparation for the General Meeting of Shareholders. The Bank's Supervisory Board shall designate the website in the Internet where the shareholders may be registered for participation in the General Meeting of Shareholders and ballots in electronic form may be completed, and such website shall be specified in the notice about conducting the General Meeting of Shareholders.

Information with regard to the record date to the General Meeting of Shareholders shall be disclosed by the Bank no later than 7 (seven) days prior to the relevant date.

Shareholders shall gain access to the following information: who has proposed the issues for the agenda and who has proposed candidates to the Supervisory Board of the Bank.

Information (reference materials) to be submitted to persons entitled to participate in the General Meeting of Shareholders in the course of preparation for the General Meeting of Shareholders shall be available for review in the offices of the Bank's executive body and at other addresses as specified in the notice of the general meeting of shareholders and on the Bank's website in the Internet. The information (reference materials) specified shall be available for the persons participating in the General Meeting of Shareholders during such meeting.

At the request of a person entitled to participate in the General Meeting of Shareholders the Bank shall submit to it/him/her the copies of the documents specified. Copies of the documents shall be provided by the Bank at a cost not exceeding the copies' production costs.

9.1.11. The General Meeting of Shareholders shall be chaired by the Chairperson of the Bank's Supervisory Board or another person authorized by the Chairperson of the Bank's Supervisory Board to chair the General Meeting of Shareholders.

9.1.12. The General Meeting of Shareholders shall not be entitled to consider and take resolutions on issues, which are not attributed to its competence by the law. The General Meeting of Shareholders shall be entitled neither to take resolutions on issues, which are not included on the agenda of the meeting, nor to change the agenda.

9.1.13. Resolutions of the General Meeting of Shareholders may be made by absent voting, except for the cases mentioned in the law, in the procedure prescribed in the current laws.

9.1.14. Voting at the General Meeting of Shareholders shall be performed according to the "one voting share of the Bank means one vote" principle, except for the cases mentioned in the law.

Members of the Bank's Supervisory Board shall be elected by cumulative voting.

Before the end of the meeting each participant of the General Meeting of Shareholders may request the copy of the voting ballot completed by this participant certified by the Bank's registrar representative performing the functions of the Counting Commission.

9.1.15. The registrar of the Bank shall perform the functions of the Counting Commission in order to determine the quorum of the General Meeting of Shareholders, organize voting, sum up the shareholders' votes at the General Meeting of Shareholders and perform any other actions stipulated by the law.

9.1.16. On the basis of the results of voting at the General Meeting of Shareholders the registrar of the Bank shall make up a voting summary which is enclosed with the minutes of the General Meeting of Shareholders. The voting summary shall be made no later than 3 (three) business days after the closing of the General Meeting of Shareholders, or after the ending date determined for acceptance of the ballots, if the General Meeting of Shareholders was held by absentee voting.

The resolutions passed by the General Meeting of Shareholders as well as the results of voting can be announced at the General Meeting of Shareholders during which such voting took place and must be brought to notice of the persons included in the list of persons entitled to take part in the General Meeting of Shareholders in the form of a voting results report in accordance with the procedure stipulated for notices of the General Meeting of Shareholders no later than 4 (four) business days after the closing of the General Meeting of Shareholders, or after the ending date determined for acceptance of the ballots, if the General Meeting of Shareholders was held by absentee voting.

9.1.17. The minutes of the General Meeting of Shareholders shall be made in two copies no later than 3 (three) business days after closing of the General Meeting of Shareholders and signed by the chair and secretary of the General Meeting of Shareholders.

9.2. The Supervisory Board

9.2.1. The Supervisory Board shall manage the Bank's activities in general.

9.2.2. The Supervisory Board shall be authorized to resolve the issues of the general management of the Bank, except for the issues attributed to the competence of the General Meeting of Shareholders.

9.2.3. The following issues shall be attributed to the competence of the Supervisory Board:

9.2.3.1. determination of the priority directions for the Bank's activities, approval of the Bank's development strategy;

9.2.3.2. approval of the Bank's long-term plans;

9.2.3.3. approval of the Bank's risk and capital management strategies, designed, among other things, to ensure adequacy of equity (capital) and liquidity to cover the risks applicable to the Bank in general and to certain areas of its business, as well as approval of the procedures for managing the most significant risks faced by the Bank and supervision of the implementation of the said procedures;

9.2.3.4. convention of annual and extraordinary General Meetings of Shareholders, except for the cases mentioned in the law;

9.2.3.5. approval of an agenda of the General Meeting of Shareholders;

9.2.3.6. determination of the record date for the General Meeting of Shareholders; and other issues attributed to the competence of the Supervisory Board in accordance with the provisions of Article VII of Federal Law "On Joint-Stock Companies" and related to preparation and holding of the General Meeting of Shareholders, including the issue of possibility of remote participation in the General Meeting of Shareholders held in the form of the meeting (joint attendance of the shareholders for discussing the agenda items and taking resolutions on the issues put to a vote) and completing ballots in electronic form on the website in the Internet as well as designation of the website in the Internet where the shareholders may be registered for participation in the General Meeting of Shareholders and ballots in electronic form may be completed. The resolution of the Supervisory Board determining the record date for the General Meeting of Shareholders must be made no later than 8 (eight) days prior to such record date.

9.2.3.7. determination of the list of additional information (materials) provided to the shareholders of the Bank in the process of preparation for the General Meeting of Shareholders.

9.2.3.8. increase of the Charter Capital of the Bank by placement of additional shares by the Bank within the limits of the quantity and category (type) of the declared shares, except for cases stipulated by Clause 5.7. hereof.

9.2.3.9. the Bank's placement of additional shares in which the preference shares placed by the Bank are converted, as well as placement of the Bank's bonds (including approval of bond issuance programs) or other issued securities, with the exception of shares;

9.2.3.10. the Bank's placement of bonds convertible into shares and other issued securities convertible into shares, except as otherwise provided for in this Charter;

9.2.3.11. determination of a price (cash value) of the property, cost of placement or the procedure of determination thereof, the purchase and repurchase price of the issued securities (except for the bond placement price related to the bonds which can't be converted into the Bank's shares) in the cases and according to the procedure stipulated by law;

9.2.3.12. approval of the resolution on issuance of the Bank's shares and issued securities convertible into the Bank's shares and the Bank's securities prospectus;

9.2.3.13. acquisition of the shares, bonds and other issued securities placed by the Bank, except for the cases when decision making is the competence of the General Meeting of Shareholders;

9.2.3.14. election and termination of authorities of the Chairperson and members of the Management Board;

9.2.3.15. determination of the audit organization's fee;

9.2.3.16. recommendation on the amount of the dividend per share and the procedure of its payment;

9.2.3.17. approval of regulations on special purpose funds and accumulation funds;

9.2.3.18. use of the reserve fund of the Bank;

9.2.3.19. approval of the procedure for application of the bank risk management methodologies and quantitative risk assessment methods in cases stipulated by Federal Law "On the Central Bank of the Russian Federation (Bank of Russia)", including evaluation of assets and liabilities, off-balance-sheet claims and liabilities, as well as stress test scenarios and results, should the Bank choose to apply the said methodologies;

9.2.3.20. establishment and liquidation of the Bank's branches, opening and closing of the Bank's representative offices, approval of regulations thereon.

9.2.3.21. taking resolutions on authorization or subsequent approval of transactions in cases stipulated by law as well as approval of transactions with the Bank's associated parties above the limits determined by the Bank's credit policy;

9.2.3.22. approval of the Bank's registrar, terms and conditions of entering into and termination of its contract;

9.2.3.23. determination of principles and approaches related to arrangement in the Bank of risk management, internal control and internal audit, creation and functioning of effective internal control in the Bank;

9.2.3.24. consideration of efficiency of the internal controls at the meetings on a regular basis and discussion of the issues related to organization of the internal controls and measures to raise their efficiency with the Bank's executive bodies;

9.2.3.25. review of the documents on organization of the internal control system prepared by the Bank's executive bodies, Internal Audit Function, other structural departments of the Bank, the audit organization which conducts (conducted) an audit;

9.2.3.26. approval of the Regulations on the system of internal control in the Bank and Regulations on the Internal Audit Function, approval and making decision on resignation of the head of the Bank's Internal Audit Function and the action plan for the Internal Audit Function of the Bank;

9.2.3.27. taking measures which provide the urgent implementation by the Bank's executive bodies of the recommendations and remarks made by the Internal Audit Function, by the audit organization which conducts (conducted) an audit and supervisory authorities;

9.2.3.28. timely checking of internal control compliance with the nature and scope of the current activities as well as with the level and combination of the risks taken;

9.2.3.29. assessment of compliance by the Chairperson of the Management Board and the Management Board with the strategies and policies approved by the Supervisory Board based on the Internal Audit Function reports;

9.2.3.30. approval of the conflict of interest avoidance procedure, financial recovery plan for cases of significant deterioration of the Bank's financial position, action plan aimed at safeguarding the Bank's ability to continue as a going concern and/or business recovery in case of unusual and emergency situations;

9.2.3.31. approval of the Bank's labor remuneration policy and supervision of its implementation;

9.2.3.32. approval of the Bank's HR policy (the procedure of determination of the salary rates of the Bank's management, the procedure of determination of the amounts, forms and accrual of compensation and incentive payments to the Bank's management, the heads of the Bank's structural departments whose responsibilities include risk management, the head of the Compliance Function, the head of the Internal Audit Function and other heads (employees) making decisions on operations and other transactions performed by the Bank the results of which may impact compliance by the Bank with the mandatory requirements or other situations threatening the depositors' and creditors' interests, including grounds for taking measures on prevention of insolvency (bankruptcy) of the Bank, qualified requirements to the said persons as well as the gross payroll of the Bank);

9.2.3.33. evaluation of the status of corporate governance in the Bank and determining of the degree of its influence on the current activities of the structural departments;

9.2.3.34. authorization of appointment/termination of appointment of the Bank's Corporate Secretary, determination of the Corporate Secretary's rights and responsibilities, amount and procedure of remuneration, bonus award principles, liability of the Bank's Corporate Secretary, approval of the terms and conditions of the employment contract to be signed with the Corporate Secretary, approval of the Regulations on the Corporate Secretary of the Bank;

9.2.3.35. establishment of Corporate Secretary's Office in the Bank; determination of staff, number, structure, amounts of remuneration and procedure of payment thereof to the employees of the Corporate Secretary's Office of the Bank;

9.2.3.36. approval of the Insider Information Regulations or another document on use of the information on the issuer's (the Bank's) activity, on securities and transactions with them which is not publicly available and which may have a material impact on the market value of the issuer's (the Bank's) securities if disclosed;

9.2.3.37. making decision in relation to the following substantial corporate action: submitting of application for listing of shares and/or issued securities convertible into the Bank's shares;

9.2.3.38. resolutions with regard to responsibilities of members of the Supervisory Board, including the formation of committees within it, self-assessment of the Supervisory Board's performance and reporting assessment results to the General Meeting of Shareholders;

9.2.3.39. formation of the Committees of the Bank's Supervisory Board, approval of the internal documents that identify the competence and activities of these Committees, determining the number of Committee members, appointment of a Chairperson and members and termination of their authorities;

9.2.3.40. approval of the Bank's internal documents, except for the internal documents approval of which is within the competence of the General Shareholders' Meeting according to the federal laws, as well as other internal documents of the Bank approval of which is within the competence of the Bank's executive bodies according to the Charter;

9.2.3.41. approval of the annual report and annual accounting (financial) statements of the Bank;

9.2.3.42. approval of the audit organization for auditing the consolidated financial statements of the Bank prepared in accordance with the International Financial Reporting Standards;

9.2.3.43. approval of the Information Policy and Dividend Policy of the Bank;

9.2.3.44. approval of the opinion on a large transaction;

9.2.3.45. approval of the report on interested party transactions entered into by the Bank in the reporting year;

9.2.3.46. drawing-up recommendations regarding the following substantial corporate actions: the Bank's reorganization, acquisition of more than 30 percent (inclusive) of the Bank's voting shares, increase or reduction of the Bank's charter capital, submitting of application for delisting of the Bank's shares;

9.2.3.47. assessment of the compliance of candidates to the members of the Supervisory Board with the independent status criteria as well as analysis of compliance of the independent members of the Supervisory Board with the independent status criteria;

9.2.3.48. in certain cases the decision to declare a Supervisory Board member independent despite the member's formal connection to the Bank, a major shareholder of the Bank, a major counterparty or competitor of the Bank, the State (the Russian Federation or a federal subject of the Russian Federation) or municipal entity if such connection has no impact on his/her ability to provide independent, unbiased and fair judgements;

9.2.3.49. determination of principles and approaches to the issues of sustainable development of the Bank, social and environmental responsibility and corporate governance, approval of the Bank's Sustainable Development Policy;

9.2.3.50. making a decision whether it is necessary to engage professional consultants for providing assistance with the workload of the Bank's Supervisory Board and its committees in order to participate in making decisions on the issues within the competence of the Bank's Supervisory Board and its committees;

9.2.3.51. other issues within the competence of the Supervisory Board according to the current laws or the Bank's Charter.

9.2.4. The issues attributed to the competence of the Supervisory Board of the Bank may not be passed over to its executive bodies.

9.2.5. The number of members of the Bank's Supervisory Board shall be determined by the decision of the General Meeting of Shareholders subject to the provisions of the Federal Law "On Joint Stock Companies" regulating how many members shall at least be in the Supervisory Board.

9.2.6. The members of the Bank's Supervisory Board shall be elected by the General Meeting of Shareholders until the next annual General Meeting of Shareholders. The persons elected to the Bank's Supervisory Board can be reelected any number of times.

9.2.7. Members of the Bank's Supervisory Board must conform to the business reputation requirements and qualification requirements established pursuant to the federal laws.

9.2.8. Only an individual can be a member of the Supervisory Board of the Bank. The member of the Supervisory Board of the Bank can be a non-holder of its shares. The Chairperson of the Management Board and members of the Management Board can't make up more than one fourth of the Supervisory Board of the Bank and can't chair the Bank's Supervisory Board.

9.2.9. If the membership of the Bank's Supervisory Board becomes less than a half of the elected number, the Bank's Supervisory Board shall be obliged to make a decision on convention of an extraordinary General Meeting of Shareholders for election of new Supervisory Board of the Bank.

The remaining members of the Supervisory Board shall be entitled to make a decision only on convention of such extraordinary General Meeting of Shareholders.

9.2.10. The Chairperson of the Bank's Supervisory Board shall manage the Bank's Supervisory Board's activities in general.

The Chairperson of the Bank's Supervisory Board shall be elected by a majority of the members of the Bank's Supervisory Board from their total number.

The Bank's Supervisory Board shall be entitled to reelect its Chairperson at any time by a majority of its members.

9.2.11. In addition to the Chairperson of the Bank's Supervisory Board, members of the Supervisory Board shall elect his/her Deputy Chairperson who will perform the Chairperson's functions in case of the latter's absence, with the exception of chairing the General Meeting of Shareholders where another person was authorized to chair the meeting pursuant to sub-clause 9.1.11. hereof. The Chairperson of the Bank's Management Board may not act as the Deputy Chairperson of the Bank's Supervisory Board.

9.2.12. A meeting of the Bank's Supervisory Board shall be convened by own initiative of its Chairperson, by request of a member of the Bank's Supervisory Board, the head of the Internal Audit Function or the audit organization, an executive body(bodies) of the Bank.

The procedure of convening and holding the meetings of the Bank's Supervisory Board shall be determined by the Regulations on the Supervisory Board of the Bank, which shall be approved by the General Meeting of Shareholders.

9.2.13. A meeting of the Bank's Supervisory Board shall be considered lawful, if at least a half of its elected members take part in it.

9.2.14. A resolution to increase the Charter Capital of the Bank through placement of additional shares, as well as the resolution on placement of bonds convertible into shares and other issued securities convertible into shares shall be passed unanimously by all members of the Bank's Supervisory Board. In this case the votes of the retired members of the Bank's Supervisory Board shall not be counted.

9.2.15. A decision on authorization or subsequent approval of a large transaction, the subject of which is the property worth from 25 (twenty five) to 50 (fifty) percent of the book value of the Bank's assets, shall be made unanimously by all members of the Bank's Supervisory Board. In this case the votes of the retired members of the Bank's Supervisory Board shall not be counted. In case there is no unanimous decision of the members of the Bank's Supervisory Board regarding the authorization or subsequent approval of the large transaction, this matter may be passed over to the General Meeting of Shareholders by the decision of the Bank's Supervisory Board. In this case the decision on the authorization or subsequent approval of a large transaction shall be made by the General Meeting of Shareholders by the majority of votes of the shareholders holding voting shares taking part in the General Meeting of Shareholders.

9.2.16. A decision on authorization of an interested party transaction shall be made by a majority of members of the Bank's Supervisory Board who are not interested in the transaction and comply with the requirements stipulated by Clause 3 Article 83 of Federal Law "On Joint-Stock Companies".

9.2.17. Resolutions on any other issues at the meetings of the Bank's Supervisory Board shall be made by a simple majority of votes of the members taking part at the meeting or who participated in absentee voting, unless otherwise provided by law.

9.2.18. When the quorum and the results of voting on an item of the agenda are being determined, a written vote of a member of the Bank's Supervisory Board who was not present at the meeting may be taken into account provided that:

a) written vote on the matter was received before the meeting;

b) the member of the Bank's Supervisory Board has directly expressed his/her position on the matter specifying in the written vote one of the options for voting on the draft resolution proposed: "for", "against", "abstained".

9.2.19. A written vote containing amendments and qualifications to the draft resolution proposed shall not be counted when quorum and results of voting are determined. If the amendments to the draft decision are made at the meeting of the Bank's Supervisory Board, the written vote shall also not be counted when quorum and results of voting are determined.

9.2.20. Written votes shall be counted when quorum and results of voting are determined on each item of the agenda of the meeting separately, which shall be reflected in the minutes of the meeting of the Supervisory Board of the Bank.

9.2.21. Each member of the Bank's Supervisory Board shall have one vote to resolve issues at the meetings of the Bank's Supervisory Board. A member of the Bank's Supervisory Board may not transfer his/her vote to another person, including any other member of the Bank's Supervisory Board.

9.2.22. In case of a tied vote on any resolution at the meetings of the Bank's Supervisory Board, the Chairperson of the Bank's Supervisory Board shall have a casting vote.

9.2.23. The Bank's Supervisory Board may review issues by circulation and make resolutions by absentee voting. Issues to be reviewed by the Bank's Supervisory Board by circulation may be initiated in accordance with the procedure stipulated by the Regulations on the Supervisory Board of the Bank. The decision with regard to the issues to be reviewed by circulation and the final date for acceptance of voting ballots shall be made by the Chairperson of the Bank's Supervisory Board. For the purposes of reviewing the issues by circulation and passing a resolution by absentee voting, the Secretary of the Supervisory Board shall prepare individual voting ballots. The absentee (ballot) voting shall be effected either through electronic exchange of documents ensuring authenticity of the transmitted and received messages and their documentary confirmation or by delivering the filled out and signed ballots to the Secretary of the Supervisory Board by courier (express messenger).

The voting shall be deemed valid if at least one half of the elected members of the Bank's Supervisory Board took part in it.

The date of passing of the resolution on issues reviewed by circulation shall be the earlier of: the final date for acceptance of voting ballots; or the date when the last member of the Bank's Supervisory Board who took part in the vote submitted his/her ballot to the Secretary of the Supervisory Board.

The quorum and results of the absentee voting are determined on the basis of the number of the members of the Bank's Supervisory Board participating in the voting and total number of the elected members of the Bank's Supervisory Board. Members of the Bank's Supervisory Board shall be deemed to have taken part in the voting if their signed voting ballots are received no later than the final date for acceptance of voting ballots.

9.2.24. The members of the Bank's Supervisory Board shall be obliged to disclose the information on the Bank's securities held by them, as well as on the sale and/or purchase by them of the Bank's securities in accordance with the procedure and within the periods specified by the current laws of the Russian Federation and by internal documents of the Bank. Within the timeframe stipulated by law, the members of the Bank's Supervisory Board shall be obliged to fulfill their obligation on submitting other notices and information, including the obligation to notify the Bank on occurrence of circumstances due to which the said person may be declared an interested party in accordance with the laws of the Russian Federation.

9.3. Executive Bodies

The day-to-day activities of the Bank shall be managed by the Chairperson of the Management Board, the sole executive body, and the Management Board of the Bank, a collective executive body.

9.4. Management Board

9.4.1. The Management Board is a collective executive body of the Bank.

9.4.2. The Management Board shall:

9.4.2.1. review in advance all issues, which are subject to consideration by the General Meeting of Shareholders and Supervisory Board of the Bank, and prepare appropriate materials and draft decisions thereon;

9.4.2.2. ensure implementation of the resolutions and decisions of the General Meeting of Shareholders and the Bank's Supervisory Board on the issues attributed to the competence of the Management Board and submit reports on their execution;

9.4.2.3. approve current plans of the Bank's activities;

9.4.2.4. make a decision on opening and closing of outlets and other structural units prescribed in the regulations of the Bank of Russia and approve regulations thereon;

9.4.2.5. make decisions on entering into transactions according to the credit policy of the Bank;

9.4.2.6. make decisions on creation of the Bank's committees;

9.4.2.7. approve internal documents of the Bank according to its competence;

9.4.2.8. approve the accounting, credit, deposit, interest rate and investment policies of the Bank;

9.4.2.9. participate in the risk management system, supervise timely identification and adequate evaluation of risks, as well as the drafting of regulations and procedures required to mitigate the risks, and, among other things, coordinate actions of the Bank's subdivisions in the event of liquidity crisis or liquidity threat crisis, make decisions on measures to restore liquidity, approve the Bank's risk management report;

9.4.2.10. make a decision to acknowledge as good restructured loans and loans where principal and/or interest payments are made on the account of money and/or other property provided by the Bank to the borrower, loans provided by the Bank to the borrower for the purpose of repayment of debt on a previously provided loan in the event that the amount of loans (total amount of loans given to a borrower or a group of related borrowers) exceeds 1 (one) % of the of the amount of the Bank's equity (capital);

9.4.2.11. in the event that the amount of loans (total amount of loans given to a borrower or a group of related borrowers) exceeds 1 (one) % of the amount of the Bank's equity (capital), decide to upgrade the category of quality of: loans used directly or indirectly (through third parties) by the borrowers to provide loans to and to discharge obligations related to repayment of funds provided to the borrowers by third parties, purchase and/or repayment of issued securities, contributing to the share capitals of other legal entities, repayment of funds borrowed by other borrowers from the Bank or from other credit institutions; loans created from the termination of the borrower's previously existing obligations through novation or a compensation;

9.4.2.12. make a decision to write off or determine the procedure of writing-off of bad and/or unrecoverable loans, loan and comparable arrears for the account of loan loss provisions made in relation to loans and similar indebtedness as well as make a decision on writing-off or determine the procedure of writing-off of bad and/or unrecoverable loans and on simultaneous writing-off of the loan loss provisions made;

9.4.2.13. make decisions with regard to actual activities of the borrower in the event that the amount of loans (total amount of loans given to a borrower or a group of related borrowers) exceeds the lesser of either: 1 (one) % of the amount of the Bank's equity (capital) or 300 million roubles;

9.4.2.14. make decisions to write off the loans, loan and comparable arrears for the account of loan loss provisions made without an act of the state authorities the amount of which (taking into account all the loans given to the borrower and related entities) exceeds 1 (one) % of the Bank's equity as of the date when the matter is considered, except for loans issued to a Bank's shareholder or its affiliated entity;

9.4.2.15. consider materials and results of the periodic assessment of efficiency of the internal controls;

9.4.2.16. make decisions on shareholding of the Bank in other organizations and termination thereof, except for decisions on shareholding in financial and industrial groups, associations and other alliances of commercial organizations;

9.4.3. The Supervisory Board of the Bank shall determine the quantitative and personal membership of the Management Board.

9.4.4. Members of the Management Board must conform to the business reputation requirements and qualification requirements established pursuant to the federal laws.

9.4.5. The Bank shall sign a contract with a member of the Bank's Management Board within one week after he/she is elected (appointed). Such contract shall determine the rights and responsibilities of the member of the Bank's Management Board. The Chairperson of the Bank's Supervisory Board or a person authorized by the Bank's Supervisory Board shall sign such contract on behalf of the Bank.

9.4.6. The Bank's Supervisory Board shall be entitled to terminate the authorities of a member of the Management Board at any time on its own initiative, provided there are sufficient reasons for such termination, and in cases stipulated by the laws and regulations of the Bank of Russia.

9.4.7. If the membership of the Management Board becomes less than the number required for the quorum, the Bank's Supervisory Board shall be obliged to make a decision on formation of a new collective executive body.

9.4.8. A meeting of the Management Board shall be deemed lawful if more than a half of the elected members of the Management Board take part in it.

The timeframe and the procedure for convening and holding the meetings of the Management Board shall be determined by the Regulations of the Management Board of the Bank, which is approved by the General Meeting of Shareholders.

Decisions for all the issues of competence shall be taken by the Management Board by a simple majority of votes of the members of the Management Board taking part in the meeting or who participated in the absentee voting.

9.4.9. The Management Board may review issues by circulation and make resolutions by absentee voting. Issues to be reviewed by the Management Board by circulation may be initiated by heads of the Bank's structural subdivisions and/or members of the Bank's Management Board.

The decision with regard to the issues to be reviewed by circulation and the resolution to be passed by absentee voting shall be made by the Chairperson of the Management Board. For the purposes of reviewing an issue by circulation, an approval sheet shall be prepared (separately for each item) and sent to the members of the Management Board in accordance with the procedure stipulated by the Regulations on the Management Board of the Bank.

The absentee voting shall be deemed valid if more than a half of the elected members of the Management Board took part in it.

9.4.10. The Chairperson of the Management Board shall distribute the responsibilities between its members.

9.4.11. The members of the Management Board shall have an access to all information concerning the Bank's activities and required by them to perform their functions within the Bank's Management Board.

9.4.12. The members of the Management Board shall disclose the information on the Bank's securities held by them, as well as on the sale and/or purchase by them of the Bank's securities in accordance with the procedure and within the periods specified by the current laws and by internal documents of the Bank. Within the timeframe stipulated by law, the members of the Bank's Management Board shall be obliged to fulfill their obligation on submitting other notices and information, including the obligation to notify the Bank on occurrence of circumstances due to which the said person may be declared an interested party in accordance with the laws of the Russian Federation.

9.5. Chairperson of the Management Board of the Bank

9.5.1. The Chairperson of the Management Board of the Bank is the sole executive body of the Bank.

9.5.2. The Chairperson of the Management Board of the Bank shall:

9.5.2.1. act on behalf of the Bank, in particular, represent it in all organizations, institutions and state authorities both on the territory of the Russian Federation and abroad, without a power of attorney;

9.5.2.2. make deals and other legal acts, in particular, dispose of the Bank's property (including the cash), except for the cases when making this or that deal is attributed to the exclusive competence of other bodies of the Bank by the law and this Charter; open all types of accounts with the banks and other credit institutions; issue powers of attorney.

9.5.2.3. ensure implementation of the resolutions taken by the General Meeting of Shareholders and decisions made by the Bank's Supervisory Board on the issues attributed to the competence of the sole executive body;

9.5.2.4. approve an organizational structure, internal documents regulating the Bank's activities on the issues of the human resources policy, except for the issues attributed to the competence of the Bank's Supervisory Board, a staff schedule of the Bank, organize an internal work order, accept and dismiss employees of the Bank and appoint managers of the branches and representative offices;

9.5.2.5. approve the internal documents of the Bank made with the purpose of implementation of the accounting, credit, deposit, investment and interest rate policies of the Bank;

9.5.2.6. determine the order of Bank's operations, bookkeeping, accounting and documentation processes at the Bank;

9.5.2.7. arrange accounting and reporting in the Bank;

9.5.2.8. prepare and submit the annual report and other documents to the Bank's Supervisory Board in compliance with sub-clause 9.2.3.40. of this Charter;

9.5.2.9. issue orders and directives compulsory for all the employees of the Bank;

9.5.2.10. ensure observance of the current laws by the Bank;

9.5.2.11. arrange and coordinate the risk management system;

9.5.2.12. make a decision on creation of a structural unit responsible for the coordination of management of all banking risks;

9.5.2.13. ensure timely implementation of the necessary risk and capital management rules and procedures;

9.5.2.14. establish responsibility for implementation of the resolutions made by the Bank's General Meeting of Shareholders and the Bank's Supervisory Board, realization of the Bank's strategy and policy in respect of arrangement and performance of the internal control;

9.5.2.15. approve Regulations on the Internal Control Function, determine the composition of the Internal Control Function and appoint the head of the Internal Control Function;

9.5.2.16. check that the Bank's activities comply with the internal documents regulating the internal control procedures and appraise that the contents of these documents is in compliance with the nature and scope of current operations;

9.5.2.17. delegate the authorities to develop procedures and rules in the field of internal control to managers of the appropriate structural units and supervise their performance;

9.5.2.18. distribute the responsibilities of the units and employees in charge of particular areas (types, methods) of internal control;

9.5.2.19. create efficient information transfer and exchange systems, which ensure receipt of the required data by the users interested therein. The information transfer and exchange systems shall include all documents that determine the operating policy and procedures of the Bank's activities;

9.5.2.20. create systems to supervise correction of the identified violations and deficiencies in the internal controls and measures taken for this purpose;

9.5.2.21. appoint/dismiss a controlling body over the activity of the Bank as a professional participant of the securities market;

9.5.2.22. appoint/dismiss a head of Internal Audit Function on the basis of resolution of the Bank's Supervisory Board;

9.5.2.23. appoint/dismiss the Corporate Secretary of the Bank on the basis of resolution of the Bank's Supervisory Board;

9.5.2.24. establish/determine/appoint a structural unit/officer in charge of internal control over compliance with the requirements of the laws of the Russian Federation counteracting illegal use of insider information and market manipulations;

9.5.2.25. approve the Bank's Insider Information List and other internal documents of the Bank related to compliance with the requirements of the laws counteracting illegal use of insider information and market manipulations, with the exception of documents approval of which is assigned to the authority of other management bodies of the Bank by this Charter;

9.5.2.26. approve the internal documents of the Bank regulating the internal controls of the Bank as a professional participant of the securities market;

9.5.2.27. take such measures on organization of the access of the Bank's employees and/or other persons to the information which constitutes a national secret, which eliminate the possibility of disclosure of secret information;

9.5.2.28. bear a personal responsibility for selection of persons admitted to the information which constitutes a national secret as well as for creating such environment in which the Bank's employees and/or other persons which have authorized access to the information which constitutes a national secret are familiarized only with such information which constitutes a national secret and to such extent that is required for their functions' (professional duties) realization.

9.5.2.29. pass a resolution on general meeting of the holders of the Bank's bonds or the decision to refuse from such a meeting;

9.5.2.30. determine a price or specify the procedure for determination of a price for placement of bonds not convertible into the Bank's shares;

9.5.2.31. resolve any other issues of the Bank's ongoing activities which are not under the competence of other management bodies of the Bank.

9.5.3. The Chairperson of the Management Board may delegate a part of his/her authorities to the deputy chairmen of the Management Board or other employees of the Bank.

9.5.4. The Chairperson of the Management Board shall be elected by the Bank's Supervisory Board.

9.5.5. The Chairperson of the Management Board must conform to the business reputation requirements and qualification requirements established pursuant to the federal laws. In case the Bank provides services (performs works) implying the use of information which constitutes a national secret only a national of the Russian Federation may be appointed the Chairperson of the Management Board.

9.5.6. A contract shall be made with a person elected as the Chairperson of the Management Board. Such contract shall determine the rights and responsibilities of the Chairperson of the Management Board. The contract shall be signed on behalf of the Bank by the Chairperson of the Bank's Supervisory Board or a person authorized by the Chairperson of the Bank's Supervisory Board. The contract between the Bank and a person elected as the Chairperson of the Management Board who due to his/her professional duties requires an authorized access to the information which constitutes a national secret shall be entered into (amendments to such contract shall be made) after granting of the authorized access to the national secrets to the Chairperson of the Management Board in accordance with the respective form and according to the procedure set forth by effective laws of the Russian Federation. The Chairperson of the Management Board shall secure that this rule is complied with in relation to other Bank's employees who due to their professional duties require an access to the information which constitutes a national secret.

In relation to the Bank's employees who are foreign nationals the Regulations on order of access of persons with double nationality, stateless persons and persons from among the foreign nationals, migrants and reemigrants to the national secrets approved by the Decree of the Government of the Russian Federation No. 1003 of August 22, 1998 pursuant to which foreign nationals may be admitted to the national secrets on the basis of the international treaty which stipulates the responsibility of a foreign state to protect the information which constitutes a national secret delivered to it shall be applied. Foreign nationals may be admitted only to the information in regard to which procedures set forth by the Regulations on preparation for delivery of the information which constitutes a national secret to other states or international organizations approved by the Decree of the Government of the Russian Federation No. 973 of August 02, 1997 have been completed.

9.5.7. The Chairperson of the Management Board shall appoint one of his/her deputies to perform his/her duties while he/she is absent (being on vacation, business trip, etc.) by an order.

9.5.8. The Chairperson of the Management Board shall be entitled to file with the Chairperson of the Bank's Supervisory Board a request to terminate the authorities of the sole executive body at any time no later than one month prior to the proposed termination.

9.5.9. The Chairperson of the Management Board shall disclose the information on the Bank's securities held by him/her, as well as on the sale and/or purchase by him/her of the Bank's securities in accordance with the procedure and within the periods specified by the current laws and by internal documents of the Bank. Within the timeframe stipulated by law, the Chairperson of the Management Board shall be obliged to fulfill his/her obligation on submitting other notices and information, including the obligation to notify the Bank on occurrence of circumstances due to which the said person may be declared an interested party in accordance with the laws of the Russian Federation.

9.5.10. The Chairperson of the Management Board shall be responsible for organization of protection of the information which constitutes a national secret as well as for compliance with the requirements of legal and other normative acts of the Russian Federation regulating the protection of national secrets in the process of the Bank's activities.

10. Corporate Secretary of the Bank

10.1. The Corporate Secretary of the Bank is a duly qualified dedicated officer of the Bank ensuring that all management bodies and officers of the Bank comply with the procedural requirements established by this Charter, internal documents of the Bank and current laws, and guaranteeing the rights and interests of the shareholders.

10.2. The Corporate Secretary shall be appointed to/released from the office upon the approval of the Bank's Supervisory Board.

10.3. The rights and responsibilities, amount and procedure of remuneration, and liability of the Bank's Corporate Secretary shall be established by the Regulations on the Corporate Secretary of the Bank and the terms and conditions of the employment contract between the Bank and the Corporate Secretary approved by the Bank's Supervisory Board.

10.4. The employment contract with the Corporate Secretary shall be executed by the Chairperson of the Bank's Management Board or another person authorized by the Chairperson of the Management Board.

10.5. The Bank's Corporate Secretary's Office, staff, number, structure, amounts of remuneration and procedure of payment thereof to the employees of which are determined by the Bank's Supervisory Board, shall be established to ensure efficient performance of the responsibilities of the Bank's Corporate Secretary.

11. Control Over the Bank's Financial and Business Activities

11.1. The Bank's audit organization

11.1.1. The audit organization for the Bank shall be approved by the General Meeting of Shareholders.

11.1.2. Only an entity certified in accordance with the current laws and having no common proprietary interests with the Bank or its shareholders may be the audit organization of the Bank.

11.1.3. The audit organization of the Bank shall audit the Bank's financial and business activities in accordance with the laws and regulations of the Russian Federation and on the basis of the contract made with it.

11.1.4. The Bank's annual accounting (financial) statements shall be audited by an audit organization on an annual basis.

11.1.5. After completion of the audit of the Bank's financial and business activities the audit organization shall make a report on its results containing its opinion about the authenticity of the Bank's financial statements, the Bank's compliance with the obligatory ratios imposed by the Bank of Russia, quality of the Bank's management, quality of internal controls and other issues determined by the federal laws.

11.1.6. The audit report shall be delivered to the Bank of Russia in accordance with the requirements of the laws of the Russian Federation and regulations of the Bank of Russia.

11.2. Organization of the Internal Control

11.2.1. The internal control at the Bank shall be organized in compliance with the laws of the Russian Federation, regulations of the Bank of Russia, this Charter and the internal documents of the Bank.

11.2.2. To ensure efficient internal control, the Bank has created an internal control system consisting of a number of internal control bodies and internal control areas enabling compliance with the procedures for meeting and securing the objectives established by the laws of the Russian Federation, regulations of the Bank of Russia, this Charter and the internal documents of the Bank.

11.2.3. The internal control shall be performed in accordance with the authorities determined by this Charter and the internal documents of the Bank by:

11.2.3.1. management bodies of the Bank: the General Meeting of Shareholders, the Supervisory Board, the Management Board and the Chairperson of the Management Board;

11.2.3.2. Chief Accountant of the Bank (his/her deputies);

11.2.3.3. head (his/her deputy) and chief accountant (his/her deputy) of the Bank's branch;

11.2.3.4. Internal Audit Function of the Bank;

11.2.3.5. Bank's Internal Control Function;

11.2.3.6. Executive Officer (structural unit) in charge of counteraction against criminal income legalization (money laundering) and terrorist financing and financing of proliferation of weapons of mass destruction;

11.2.3.7. Controller of the professional participant of the securities market;

11.2.3.8. an officer in charge of internal control over compliance with the requirements of the laws of the Russian Federation counteracting illegal use of insider information and market manipulations;

11.2.3.9. employee in charge of personal data processing procedures;

11.2.3.10. other structural units and/or responsible officers including structural units of the Bank which are in charge of risk management;

11.2.4. The procedure for establishing the internal control bodies and the authorities thereof shall be determined by this Charter and the internal documents of the Bank.

11.2.5. The Bank's internal control system shall include the following areas:

11.2.5.1. control over the Bank's organizational activities by the management bodies;

11.2.5.2. control over functioning of the banking risks management system and banking risks assessment;

11.2.5.3. control over distribution of powers in performing banking operations and other transactions;

11.2.5.4. control over management of the information flows (receiving and transmitting of information) and provision of information security;

11.2.5.5. monitoring of the internal control system.

11.2.6. The Bank has set up the Internal Audit Function the main objective of which is to monitor the functioning of the internal control system and assist the Bank's management bodies to ensure efficient operation of the Bank, namely: checking and assessing general adequacy and efficiency of the internal control system, checking of implementation of the resolutions taken by the Bank's management bodies (the General Meeting of Shareholders, the Supervisory Board, the Management Board and the Chairperson of the Management Board); checking of compliance by members of the Bank's Management Board and employees of the Bank with the requirements of legislation and internal documents of the Bank related to insider information and the fight against corruption; compliance with the code of ethics; assessing the efficiency of risk management system; checking the efficiency of the methodology for assessment of bank risks and procedures of their management; assessing corporate management of the Bank; checking reliability of the system of internal control over the use of the automated information systems; checking and testing of authenticity, completeness and timeliness of the accounting and reporting; checking the applied means (methods) aimed at safekeeping of the Bank's property; evaluation of economic adequacy and efficiency of the Bank's operations and other transactions; checking the internal control processes and procedures; checking the activity of the Internal Control Function and risk management departments of the Bank.

11.2.7. The Internal Audit Function is a structural unit of the Bank reporting directly to the Bank's Supervisory Board.

11.2.8. The procedure and powers of the Internal Audit Function shall be determined by the Regulations on the Internal Audit Function of the Bank approved by the Supervisory Board of the Bank.

11.2.9. The number of employees of the Internal Audit Function shall be determined by the Chairperson of the Management Board of the Bank and shall be sufficient to effectively achieve the goals and objectives assigned to the Internal Audit Function, taking into account the nature and scale of the Bank's operations, the level and combination of risks assumed. The staffing of the Internal Audit Function is approved by the Chairperson of the Management Board of the Bank.

The Internal Audit Function shall be headed by an executive officer appointed/dismissed by the Chairperson of the Management Board on the basis of resolution of the Supervisory Board of the Bank. The head of the Internal Audit Function shall meet the requirements envisaged by acts and regulations of the Central Bank of the Russian Federation.

The head of the Internal Audit Function shall report to the Bank's Supervisory Board.

11.2.10. The Internal Audit Function shall not be entitled to take part in banking operations and other transactions.

Neither the head nor the employees of the Internal Audit Function may sign on behalf of the Bank any payment (settlement), bookkeeping or other documents under which the Bank assumes risks nor initial such documents.

The Internal Audit Function is not engaged in any activities which are subject to inspection.

No other departments of the Bank may functionally report to the head (deputies) of the Internal Audit Function; employees of the Internal Audit Function (including the head and deputies) may not be simultaneously employed in other departments of the Bank.

11.2.11. The head of the Internal Audit Function shall be obliged to inform the Supervisory Board of the Bank in cases where, in his/her opinion, the management of a unit and/or management bodies of the Bank have assumed a risk unacceptable to the Bank, or the control measures are inadequate to the level of risk, as well as develop and submit action plans of the Internal Audit Function for approval by the Supervisory Board as well as prepare and deliver reports on the work of the Internal Audit Function, including information on significant risks, deficiencies, results and effectiveness of the implementation of measures to eliminate the identified deficiencies, the results of the implementation of the work plan of the Internal Audit Function; the results of assessing the actual state, reliability and efficiency of the risk management system, internal control and corporate governance; evaluating the effectiveness of the internal procedures for assessing the Bank's capital adequacy.

11.2.12. The Internal Audit Function shall be subject to independent review by the audit organization;

11.2.13. The Bank has established an Internal Control Function, the main tasks and functions of which is to identify the compliance risk (including through inspections), that is, the risk of the Bank incurring losses due to non-compliance with the legislation of the Russian Federation, internal documents of the Bank, standards of self-regulated organizations (if such standards or rules are mandatory for the credit institution), as well as the result of the application of sanctions and (or) other measures of influence by the supervisory authorities; identification of conflicts of interest in the activities of the Bank and its employees, including through participation in the development of internal documents aimed at minimizing conflicts of interest; monitoring the dynamics of complaints and claims to the Bank, analysis of the Bank's compliance with the rights of customers; analysis of the economic feasibility of the Bank's conclusion of contracts with legal entities and individual entrepreneurs for the provision of services and (or) performance of work to ensure the Bank's banking operations (outsourcing); ensuring the implementation of the legislation of the Russian Federation on personal data.

11.2.14. The Chairperson of the Management Board of the Bank shall determine the number of employees of the Internal Control Function, taking into account the nature and scope of the Bank's current activities as well as the level of regulatory risk taken by the Bank.

The head of the Internal Control Function shall be appointed by and report to the Chairperson of the Management Board of the Bank. The head of the Internal Control Function shall meet the requirements envisaged by acts and regulations of the Central Bank of the Russian Federation.

The head of the Internal Control Function shall not be entitled to take part in banking operations and other transactions.

11.2.15. The standard operating procedures and authorities of the Internal Control Function and its employees shall be determined by the Bank's internal documents.

Regulations on and action plans of the Internal Control Function shall be approved by the Chairperson of the Management Board of the Bank.

The Internal Control Function shall annually report about the work done to the Chairperson of the Management Board of the Bank.

11.2.16. The Bank has organized a structural unit in charge of counteraction against the criminal income legalization (money laundering), terrorist financing and financing of proliferation of weapons of mass destruction headed by a designated officer of the Bank who is in charge of combating criminal income legalization (money laundering), terrorist financing and financing of proliferation of weapons of mass destruction.

The Chairperson of the Management Board of the Bank shall be in charge of organization of counteractions against the criminal income legalization (money laundering), terrorist financing and financing of proliferation of weapons of mass destruction at the Bank.

11.2.17. A designated officer means a specifically appointed officer responsible for preparation and implementation of the internal control regulations for the purpose of counteractions against criminal income legalization (money laundering), terrorist financing and financing of proliferation of weapons of mass destruction, implementation programs as well as internal organizational measures taken for the said purposes, and shall be appointed by the Chairperson of the Management Board of the Bank. The designated officer is independent in his/her work from other structural departments of the Bank and reports to the Chairperson of the Bank's Management Board.

11.2.18. The designated officer shall have the following powers:

- to issue instructions to the heads and employees of the Bank's departments in regard to an operation, including instructions to suspend an operation with the purpose of obtaining additional or checking available information about a customer or an operation (within a period set by the legislation of the Russian Federation for the operation completion);

- to request and receive the required documents from the heads and employees of the Bank's departments, including instructions and accounting documents;

- to make copies of the received documents and electronic files;
- to enter the premises of the Bank's departments as well as areas used for document storage (archive rooms), computer data processing (computer rooms) and data storage on electronic media;
- other powers stipulated by the Bank's internal regulations.

The operational procedures and authorities of the designated employee (structural unit) in charge of counteraction against the criminal income legalization (money laundering), terrorist financing and financing of proliferation of the weapons of mass destruction shall be determined by the internal documents of the Bank.

11.2.19. The controller of the professional participant of the securities market (hereinafter, the Controller) internally monitors compliance with the requirements of the current legislation of the Russian Federation regulating the securities market, basic and internal standards of a self-regulated organization in the financial market of which the Bank is a member, statutory and internal documents of the Bank related to its professional activities in the securities market.

The Controller is appointed by the Chairperson of the Management Board. The standard operating procedures and authorities of the Controller shall be determined by the Bank's internal documents.

The Controller is independent in his/her activities from other Bank's employees whose activities are related to the regulatory risk of the professional participant of the securities market. The Controller acts under the supervision of and reports to the Chairman of the Bank's Management Board.

11.2.20. The officer in charge of internal control over compliance with the laws of the Russian Federation counteracting illegal use of insider information and market manipulations shall be independent in its/his/her activities from other structural units of the Bank and shall be appointed by and report to the Chairperson of the Management Board of the Bank.

The operational procedures and authorities of the officer in charge of internal control over compliance with the laws of the Russian Federation counteracting illegal use of insider information and market manipulations shall be determined by the internal documents of the Bank.

11.2.21. The task of internal control over compliance with the requirements of the personal data processing laws of the Russian Federation shall be imposed on the employee responsible for personal data processing procedures. The employee responsible for personal data processing procedures shall be appointed by the Chairperson of the Management Board.

11.2.22. The operational procedures and authorities of the employee responsible for personal data processing procedures shall be determined by the internal documents of the Bank.

11.2.23. Heads of the Bank's structural units in charge of risk management shall be appointed and dismissed by the Chairperson of the Bank's Management Board. The operational procedures and authorities of the Bank's structural units in charge of risk management shall be governed by the internal documents of the Bank.

12. Protection of the Customers' Interests

12.1. The Bank shall ensure safekeeping of the cash and other valuables entrusted to it by the customers and correspondents. Their safety shall be guaranteed by all the property of the Bank, its reserves and funds created according to the laws and this Charter and the measures aimed to provide the Bank's stable financial position and its liquidity exercised by the Bank in the procedure established by the Central Bank of the Russian Federation.

12.2. The cash and other valuables of legal entities and individuals kept in the accounts, on deposits or in custody at the Bank as well as balance of electronic monetary funds can be seized or foreclosed only in the cases and in the procedure prescribed by the federal laws.

12.3. The Bank shall guarantee confidentiality of the transactions, accounts and deposits of its customers and correspondents.

All the Bank's employees shall be obliged to keep information about the transactions, accounts and deposits of its customers and correspondents in secret.

12.4. The information constituting the bank secret can be given only to the customers themselves or to their representatives. Such information may be given to the state authorities and their officials as well as other organizations only in the cases and in the procedure prescribed by law.

13. Accounting and Reporting at the Bank

13.1. The reporting year of the Bank shall coincide with a calendar year.

13.2. The Bank shall keep its accounts in accordance with the procedure established by the Bank of Russia.

The Bank shall present its financial statements (reporting documentation) to the Bank of Russia in the format, in accordance with the procedure and within the periods established by the Bank of Russia.

13.3. The Chairperson of the Management Board shall be responsible for the organization, status and accuracy of the Bank's accounting procedures, timely submission of the accounting (financial) statements to the appropriate authorities, as well as for the information about the Bank's activities presented to the shareholders, creditors and the mass media in accordance with the laws of the Russian Federation.

13.4. The Bank shall store the documents identified by the laws and regulations of the Russian Federation, internal documents of the Bank, resolutions of the General Meeting of Shareholders, the Bank's Supervisory Board and management bodies of the Bank at the location of the Bank's executive body.

13.5. The Bank shall publish and/or otherwise disclose the documents and other information required by the laws of the Russian Federation and regulations of the Bank of Russia in accordance with the procedure established by the laws of the Russian Federation and regulations of the Bank of Russia.

14. Reorganization and Liquidation of the Bank

14.1. The Bank can be reorganized or liquidated by a resolution of the General Meeting of Shareholders.

Other reasons and the procedure for the Bank's reorganization and liquidation shall be determined by the laws of the Russian Federation.

14.2. Reorganization of the Bank can be carried out in the form of amalgamation, merger, division, spinoff and transformation.

The Bank shall be deemed reorganized from the moment of state registration of the newly established legal entities, except for the case of reorganization in the form of merger.

In case of reorganization by merger into another company the Bank shall be deemed reorganized after the entry is made in the unified state register of legal entities on termination of the activity of the company merged into another company.

14.3. If the Bank is liquidated, the property left after all settlements with the creditors shall be handed over to its shareholders having corporate rights in regard to the Bank. In case of a dispute among the Bank's shareholders as to whom a thing shall be handed over this thing shall be sold by the liquidation committee through an auction.

If the Bank is liquidated or reorganized, all employment files and other documents of the Bank prescribed by the laws and regulations of the Russian Federation shall be handed over for custody to the appropriate record office in the procedure and manner required by Rosarkhiv (Federal Archive Agency). Delivery of the documents shall be carried out at the expense of the Bank and in accordance with the requirements of the records authorities.

It shall be considered that liquidation of the Bank has been completed and the Bank has terminated its activities after the appropriate entry of termination has been made in the unified state register of legal entities in accordance with the procedure established by the laws regulating state registration of legal entities.

14.4. In case of change of the Bank's functions, its form of incorporation, reorganization, liquidation of the Bank and/or termination of works implying the use of the information which constitutes a national secret the Bank shall secure that measures are taken as to protect this information and its carriers in the order set forth by effective law of the Russian Federation and in accordance with the laws regulating protection of national secrets.

15. Final Provisions

15.1 Any amendments and additions to this Charter shall be registered in accordance with the procedure established by the law.

15.2 The shareholders will make an effort to settle any disputes and disagreements arising out of or in connection with this Charter by means of amicable negotiations.

If such disputes and disagreements cannot be settled through negotiations, they shall be resolved in accordance with the procedure established by the law.

Chairperson of the Supervisory Board
of PJSC "Bank "Saint-Petersburg" *Signature/* Elena V. Ivannikova

/Seal: "BANK "SAINT-PETERSBURG" PUBLIC JOINT-STOCK COMPANY
"Bank "Saint-Petersburg" PJSC Tax ID Number 7831000027
64A, Malookhtinsky pr., Saint-Petersburg, 195112, Russian Federation/

This document contains 38 (thirty eight) sheets stitched together and sealed.
Chairperson of the Supervisory Board
of PJSC "Bank "Saint-Petersburg"

/Signed/ E.V. Ivannikova

June 15, 2022

/Seal: "BANK "SAINT-PETERSBURG" PUBLIC JOINT-STOCK COMPANY
"Bank "Saint-Petersburg" PJSC Tax ID Number 7831000027
64A, Malookhtinsky pr., Saint-Petersburg, 195112, Russian Federation/

The Russian Federation, St. Petersburg.
On the twenty sixth of July of the year two thousand and twenty two,
I, Lyudmila Aleksandrovna Rusakova, a notary in and for the city of St. Petersburg, certify that the contents of the document executed by me in hard copy form is identical to the contents of the electronic document presented to me.
Enhanced qualified electronic signature of the person who signed the electronic document presented to me and its belonging to this person have been verified.
This hard copy form document is equivalent to the electronic document presented to me and has equal legal force.
Registered under No. 78/221-н/78-2022-1-314
RUB 5,460 have been paid for notary services.
L.A. Rusakova /Signed/

/Seal of L.A. RUSAKOVA, NOTARY, notary district of St. Petersburg, Tax ID Number 780200255888/

This document contains a total of twenty sheets stitched together, numbered and sealed.
Notary */Signed/* L.A. RUSAKOVA
/Seal of L.A. RUSAKOVA, NOTARY, notary district of St. Petersburg, Tax ID Number 780200255888/

/Seal: E.V. Leontiyev, notary public, notary district of St. Petersburg, Tax ID Number 780600191406/

Russian Federation,

St. Petersburg.

On the twenty fifth of October of the year two thousand and twenty two

I, Natalya Aleksandrovna Egarmina, temporarily acting for Evgeniy Vladimirovich Leontiyev, a notary in and for the city of St. Petersburg, certify that this copy from the document presented to me is true to the original document.

Registered under No. 78/149-н/78-2022-8-5056.

RUB 3,300 have been paid for notarial actions.

N.A. Egarmina

<Signed>

/Seal: E.V. Leontiyev, notary public, notary district of St. Petersburg, Tax ID Number 780600191406/
This document contains a total of 40 sheets.

Temporary acting for the notary: <Signed>

/Seal: E.V. Leontiyev, notary public, notary district of St. Petersburg, Tax ID Number 780600191406/

The text of this document has been translated from the Russian language into the English language by the translator Elena Vyacheslavovna Kudryavtseva. Hereby I certify that the text has been translated accurately and completely to the best of my abilities.

Перевод с русского языка на английский язык выполнил переводчик Кудрявцева Елена Вячеславовна. Подтверждаю, что перевод выполнен верно, текст на английском языке полностью соответствует тексту на русском языке.

Кудрявцева Елена Вячеславовна Кудр

Российская Федерация, Санкт-Петербург

Седьмого ноября две тысячи двадцать второго года

Я, Леонтьев Евгений Владимирович, нотариус нотариального округа Санкт-Петербург, свидетельствую подлинность подписи переводчика Кудрявцевой Елены Вячеславовны.

Подпись сделана в моем присутствии.

Личность подписавшего документ установлена.

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МП Е.В. Леонтьев

Итого в настоящем документе 66 листов

Нотариус:

АРМ "Табеллион"