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CENTRAL BANK OF THE RUSSIAN FEDERATION (BANK OF RUSSIA)  
OGRN 1037700013020 \*3\*  
INN 7702235133

**APPROVED**

**First Deputy Chairman  
of the Central Bank of the Russian Federation**

\_\_\_\_\_  
(*Signed*) / S.A. SHVETSOV  
(Personal signature) (Surname and initials)

**27 September 2018**

L.S.

[Stamp]

Federal Tax Service Administration for the City of Moscow  
09 October 2018  
Chief State Tax Officer  
of Federal Tax Service Administration (UFNS) of Russia for the City of Moscow  
Signature: (Signed) S.V. Dykunova

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FEDERAL TAX SERVICE  
FEDERAL TAX SERVICE ADMINISTRATION FOR THE CITY OF MOSCOW  
(UFNS OF RUSSIA FOR THE CITY OF MOSCOW) \* OGRN 1047710091758 \*2D-1\*  
INN 7710474590

**Amendment No.2 to the Charter  
of Expobank Limited Liability Company, Expobank LLC,  
Main State Registration Number of the Credit Institution 1027739504760,  
the date of the state registration of the credit institution: 05 November 2002,  
Registration Number of the Credit Institution assigned to it by the Bank of Russia: 2998,  
of 27 July 1994**

1. Clause 1.8 of Article 1 'GENERAL PROVISIONS' shall read as follows:

"1.8. The Bank shall have the right to establish branches and open representative offices, have subsidiaries on the territory of the Russian Federation and abroad in accordance with the legislation of the Russian Federation, the Federal Law 'On Banks and Banking' and the legislation of the foreign state at the place of location of a branch, representative office, or of a subsidiary, unless otherwise is provided for under international treaties of the Russian Federation. The branches and representative offices of the Bank must be listed in the Unified State Register of Legal Entities."

2. Clause 5.2 of Article 5 'GOVERNANCE OF THE BANK' shall read as follows:

"5.2. The following issues shall fall within the competence of the General Shareholders' Meeting:

1) amendment of the Charter of the Bank including changes in the size of the Charter

Capital;

2) determination of the number of the members elected to the Board of Directors of the Bank, election of the members of the Board of Directors and early termination of their powers;

3) determination of the amount of remuneration and compensation paid to the members of the Board of Directors for the period they perform their functions;

4) election of the members of the Auditing Commission of the Bank and early termination of their powers;

5) approval of annual statements and annual balance sheets of the Bank;

6) appropriation of profits and losses of the Bank;

7) resolutions on placement of bonds and other issue-grade securities by the Bank;

8) resolutions on reorganization or liquidation of the Bank;

9) appointment of the Liquidation Commission and approval of liquidation balance sheets;

10) adoption of resolutions of consent for conclusion or subsequent approval of major transactions related to the acquisition, alienation or a possibility to alienate by the Bank, either directly or indirectly, of the property valued at over fifty percent of the value of the Bank's property;

11) adoption of resolutions of consent for conclusion or subsequent approval of interested-party transactions, if the price under the transaction or the value of property under the transaction exceeds ten per cent of the balance sheet value of the Bank's assets as per the accounting (financial) statements for the latest reporting period;

12) resolutions on the Bank's establishing other legal entities, on the Bank's participation in other legal entities;

13) determination of the procedure for shareholders admittance and exclusion to/from the Bank except for the cases when such procedure is defined by the effective law;

14) approval of corporate by-laws and other internal documents of the Bank that regulate corporate relations and are not constituent documents;

15) resolutions on any other matters stipulated by the Federal Law 'On limited liability companies' and this Charter.

Issues in sub-clauses 1-6, 8 and 9, 13, 14 of clause 5.2 and other issues falling within the exclusive competence of the General Shareholders' Meeting in accordance with the Federal law 'On Limited Liability Companies' may not be placed under the competence of other governing bodies of the Bank.

Resolutions on issues referred to in clauses 4.2 and 4.6 Article 4, clauses 6.6, 6.11 Article 6, sub-clause 12.2.1 of clause 12.2 Article 12, paragraph 2 of clause 12.3 Article 12, sub-clause 1 of clause 5.2 Article 5 of this Charter shall be adopted by the at least two-thirds majority of the entire Shareholders' membership unless more votes to adopt such resolutions is stipulated by the Federal Law 'On Limited Liability Companies'.

Resolutions on issues referred to in clause 3.4 Article 3, clauses 4.9, 4.11 and 4.12 Article 4, sub-clause 8 of clause 5.2. Article 5, clauses 6.4, 6.5, 6.10 and 6.13 Article 6, clause 10.3 Article 10, sub-clause 12.2.2 of clause 12.2 Article 12, paragraph 1 of clause 12.3 Article 12 of this Charter shall be adopted by all Shareholders of the Bank unanimously.

Other resolutions shall be taken by the majority of the entire Bank Shareholders' membership unless more votes to adopt such resolutions are stipulated by the Federal Law 'On Limited Liability Companies'."

3. Sub-clause 1 of clause 5.20 Article 5 'GOVERNANCE OF THE BANK' shall read as follows:

"1) to determine main business areas for the Bank including approval of the Bank's strategy;"

4. Sub-clause 24 of clause 5.20 Article 5 'GOVERNANCE OF THE BANK' shall read as follows:

"24) to establish branches and open representative offices of the Bank, to approve Regulations on Branches and Representative Offices;"

5. Clause 5.21 of Article 5 'GOVERNANCE OF THE BANK' shall read as follows:

"5.21. The number of the BoD members shall be determined by the General Shareholders' Meeting and shall be at least five (5) people.

The BoD members are elected by the General Shareholders' Meeting for three (3) years and may be re-elected unlimited number of times.

The General Shareholders' Meeting may resolve to terminate early the powers of any BoD member (of all members).

Only individuals may be elected as members of the Board of Directors.

Quorum for the Board of Directors meeting shall equal to at least one half of the elected members of the Board of Directors."

6. Sub-clause 9 of clause 5.31 Article 5 'GOVERNANCE OF THE BANK' shall read as follows:

"9) approval of internal Bank policies (credit, tax, accounting) whose approval does not fall within the competence of the Board of Directors of the Bank;"

7. Clause 5.38 of Article 5 'GOVERNANCE OF THE BANK' shall read as follows:

"5.38. Rights and obligations of the members of the Management Board and the Chairman of the Management Board (CEO) shall be determined in accordance with the legislation of the Russian Federation, and in accordance with this Charter and internal documents of the Bank.

A contract is concluded with CEO of the Bank, which shall be signed on behalf of the Bank by the Chairman of the Board of Directors or by the person authorized by the Board of Directors.

In case of a temporary absence of CEO their functions shall be executed by the Deputy Chairman of the Management Board (Deputy CEO) appointed as Acting CEO by an administrative order applicable to the Bank.

During absence of CEO, Acting CEO shall have the rights and exercise the duties of CEO of the Bank stipulated by the Charter and the legislation of the Russian Federation."

8. Article 22 'PROCEDURES FOR RECORDS RETENTION AND PROVISION OF INFORMATION TO THE BANK SHAREHOLDERS AND OTHER PARTIES' shall read as follows:

"22.1. The Bank shall retain the documents stipulated by the federal laws and other statutory instruments of the Russian Federation, this Charter, by internal documents of the Bank, resolutions of the General Shareholders' Meeting, Board of Directors and executive bodies of the Bank.

22.2. At the request of any of its shareholders, the Bank shall provide him/her with an access to the following documents:

1) Deed of Incorporation of the Bank, Charter of the Bank and amendments thereto, duly registered;

2) Minutes and Resolutions of the General Shareholders' Meeting containing the resolution on the incorporation of the Bank and on the approval of the monetary valuation of non-monetary contributions to the Charter Capital, and other resolutions related to the incorporation of the Bank;

3) the document evidencing the state registration of the Bank;

4) the internal documents of the Bank;

5) Regulations on Branches and Representative Offices of the Bank;

6) the resolution on issue (additional issue) of securities, amendments to the resolution on issue (additional issue) of securities, the report on the securities issue (additional issue) results, the notice on the securities issue (additional issue) results;

7) Minutes of the General Shareholders' Meetings, meetings of the Auditing Commission of the Bank;

8) the lists of the Bank's affiliates;

9) the opinions of the Auditing Commission, the Bank's Auditor, government and municipal financial control authorities;

10) the judicial decisions on disputes related to the incorporation of the Bank, management of or membership in it, and also the judicial rulings on such disputes including decrees on the initiation by an arbitration court of proceedings and on acceptance of a statement of claim or of an application to change the grounds or the subject of the statement of claim filed earlier;

11) Minutes of the Board of Directors' and Management Board's meetings;

12) the agreements (unilateral transactions) that are major transactions and/or interested-party transactions;

13) other documents stipulated by federal laws and other statutory instruments of the Russian Federation, this Charter, internal documents of the Bank, by the resolutions of the General Shareholders' Meeting, Board of Directors and executive bodies of the Bank.

22.3. The Bank shall retain documents listed in clause 22.2 hereof at the offices of the Bank.

22.4. The Bank shall have the right to hand over its archive documents under the storage contract to the state or municipal archive or other bodies or organizations as prescribed by the Federal law 'On Archives in the Russian Federation' and other statutory instruments of the Russian Federation.

22.5. Within five business days after a relevant request has been made by the Bank's shareholder, the documents listed in clause 22.2 hereof shall be provided to him/her for familiarization at the office of the Bank. The Bank shall provide such shareholder with copies of the above documents at their request. The fee charged by the Bank for the copies provided may not exceed the cost of their production and, if the relevant request stated they should be dispatched to the address supplied by the shareholder, the relevant mail costs.

22.6. The Bank may refuse to provide documents if at least one of the following conditions is in place:

1) the electronic version of the requested document, at the time of the Bank shareholder's request, is publicly available on the Bank's website in the Internet or has been disclosed in the manner prescribed for information disclosure by the Russian Law on Securities;

2) the document has been repeatedly requested within three years given that the Bank duly performed the first request for its provision;

3) the document relates to prior periods of the Bank's operation (over three years preceding the Bank shareholder's request) except for the documents listed in sub-clauses 1 to 9 of clause 22.2 hereof.

22.7. The timeframe for exercising the duty to provide documents containing confidential information shall start as soon as a Non-Disclosure (Confidentiality) Agreement, in the form adopted by the Bank, has been signed between the Bank and the shareholder who has requested an access to documents

22.8. At the request of any interested party, the Bank shall provide them with an opportunity to read through the Charter of the Bank as amended, except for the case referred to in sub-clause 1 of clause 22.6 hereof, within reasonable timeframe."

These amendments were made by the extraordinary General Shareholders' Meeting of Expobank LLC, Minutes w/n dated 09 August 2018.

**Chairman of the Management Board of  
Expobank LLC**

*Signed* **A.M. Sannikov**  
[Official seal]  
EXPOBANK  
Expobank Limited Liability Company  
OGRN 1027739504760  
\*Moscow\*

All bound, numbered and sealed by the seal  
four (4) sheets

Chairman of the Management Board  
of Expobank LLC

signed A.M. Sannikov

31 August 2018

[Official seal]

EXPOBANK

Expobank Limited Liability Company

OGRN 1027739504760

\*Moscow\*