

Amendments to the constitutive document of the legal entity with OGRN 1027739555282 were filed to enter the record under GRN 2227713296325 dated 25.11.2022 into EGRUL

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RATIFIED

First Deputy Chairman of the Central Bank of the Russian Federation

[s] V.V. Chistyukhin  
(personal signature) (initials, surname)

18 November 2022

[*seal of the Bank of Russia*]

SEAL

Amendment No. 03 to the Charter of CREDIT BANK OF MOSCOW (public joint-stock company), CREDIT BANK OF MOSCOW, credit institution's principal state registration number: 1027739555282, credit institution's state registration date: 18 November 2002, credit institution's registration number assigned to it by the Bank of Russia: 1978 of 18 August 1999.

1. Cl. 1.1. and cl. 1.2. of article 2 "THE BANK'S REGISTERED OFFICE AND ADDRESS" shall be deemed to be cl. 2.1. and cl. 2.2. of article 2 "THE BANK'S REGISTERED OFFICE AND ADDRESS" respectively.

2. Cl. 3.2.4 of article 3 "BANKING OPERATIONS AND OTHER TRANSACTIONS" shall be restated as follows:

"3.2.4. To deal with precious metals, precious metal coins and treated natural diamonds in compliance with Russian laws."

3. Cl. 11.3 of article 11 "MANAGEMENT OF THE BANK" shall be restated as follows:

"11.3. The Chairman of the Management Board, his deputies (First Deputy Chairman of the Management Board, Deputy Chairmen of the Management Board), members of the Management Board, the Chief Accountant and Deputy Chief Accountants, the heads and chief accountants of the Bank's branches may not be the CEO or Chief Accountant in any other credit institutions, foreign banks, insurance or clearing organisations, stock market professional participants, commodity and/or financial market trading facilities, joint-stock investment funds, specialised depositories or asset management companies of investment, mutual or private pension funds, pension arrangement and pension insurance organisations, microfinance companies, leasing companies or any affiliates of the Bank. This does not apply to a foreign bank which is the parent or a subsidiary of the Bank nor to any affiliate which is a non-profit organisation (other than a state corporation)."

4. Cl. 12.19., paragraph 1 of article 12 "GENERAL SHAREHOLDERS' MEETING" shall be restated as follows:

"A General Shareholders' Meeting shall be valid (quorate), if attended by shareholders (or representatives of shareholders) holding more than a half of the votes attached to the Bank's placed voting shares."

5. Cl. 13.2.1 of article 13 "SUPERVISORY BOARD" shall be restated as follows:

"13.2.1. Setting priority activities for the Bank and its banking group, in particular approving, and reviewing the implementation status of, their development strategies, and reviewing the performance appraisal of the Bank's controlled companies."

6. Cl. 13.2.11 of article 13 "SUPERVISORY BOARD" shall be restated as follows:

"13.2.11. Deciding on requesting the Bank of Russia's approval for the proposed Chairman, Deputy Chairmen and members of the Management Board and other officers requiring its approval under applicable laws (save for the heads and chief accountants of the Bank's branches and officers acting as such)."

7. Cl. 13.2.16 of article 13 "SUPERVISORY BOARD" shall be restated as follows:

"13.2.16. Setting up and dissolving branches and representative offices of the Bank. Deciding to change the status of the Bank's branches."

8. Cl. 13.2.19 of article 13 "SUPERVISORY BOARD" shall be restated as follows:

“13.2.19. Ensuring internal control in the Bank (banking group): setting out principles of, and approaches to, organising risk management, internal control and internal audit; ensuring the creation and operation of an effective internal control system; reviewing and approving documents on the internal control system's organisation; approving the Bank's bylaws setting out its risk management, internal control, and internal audit policies; analysing the effectiveness of internal control and discussing with the Bank's executive bodies internal control issues and measures to improve internal control; appointing, removing, and approving the amount and conditions of remuneration for, the Head of Internal Audit Department, approving the regulations on, considering and approving performance reports of, and approving work plans of, the Internal Audit Department, ensuring that the Bank's executive bodies act on recommendations and observations of the Internal Audit Department, audit organisation and supervising bodies; controlling the Internal Audit Department's performance; reviewing the Internal Audit Department's semi-annual or more frequent reports on actions taken to fulfil recommendations and remedy issues identified in the Bank's operations; assessing the internal control system's consistency with the nature, scale and conditions of the Bank's operations in case of any changes therein.”

9. Cl. 13.2.23 of article 13 “SUPERVISORY BOARD” shall be restated as follows:

“13.2.23. Approving the Bank’s annual budget or any material amendments thereto. Reviewing the Bank’s budget implementation reports.”

10. Cl. 13.2.46 of article 13 “SUPERVISORY BOARD” shall be restated as follows:

“13.2.46. Undertaking the annual appraisal of the Bank’s corporate governance and approving its corporate governance system improvement plans.”

11. Cl. 13.2 of article 13 “SUPERVISORY BOARD” shall be amended by adding clauses 13.2.47 and 13.2.48 as follows:

“13.2.47. Approving the Management Board performance appraisal reports prepared under the Bank’s bylaws and proposing ways to improve the Management Board's performance.

13.2.48. Approving the Bank’s IT strategy and IT policy.”

12. Subcl. 13.2.47. – 13.2.51 of cl. 13.2 of article 13 “SUPERVISORY BOARD” shall be renumbered into subcl. 13.2.49. – 13.2.53 of the same clause.

13. Cl. 13.9, paragraph 1 of article 13 “SUPERVISORY BOARD” shall be restated as follows:

A meeting of the Supervisory Board shall be quorate if attended by at least a half of its elected members.”

14. Cl. 14.1, paragraph 2 of article 14 “MANAGEMENT BOARD” shall be restated as follows:

“A meeting of the Management Board shall be quorate if attended by at least a half of its members approved by the Supervisory Board. If there are fewer Management Board members than required for such quorum, the Supervisory Board shall approve a new membership of the Management Board.”

15. Cl. 14.2, paragraph 4 of article 14 “MANAGEMENT BOARD” shall be restated as follows:

“– setting out the Bank’s organisational structure and total headcount (save for its branches, representative offices, and Internal Audit Department), and reviewing its staffing table;”

16. Cl. 14.2, paragraph 7 of article 14 “MANAGEMENT BOARD” shall be restated as follows:

“– resolving matters related to the opening and closing of the Bank’s branches;”

17. Cl. 14.2 of article 14 “MANAGEMENT BOARD” shall be amended by adding paragraphs 10-11 as follows:

“– approving and amending the regulations on, and deciding on the renaming of, the Bank's branches and representative offices;

– approving the emission securities issuer reports;”

18. Paragraphs 10-14 of cl. 14.2 of article 14 “MANAGEMENT BOARD” shall be renumbered into paragraphs 12-16 of the same clause.

19. Cl. 14.9 of article 14 “MANAGEMENT BOARD” shall be restated as follows:

“14.9. The provisions of Russian labour laws shall apply to the Chairman of the Management Board and members of the Management Board to the extent consistent with the provisions of the Federal Law “On Joint-Stock Companies”. Management Board members working under employment contracts are covered by the provisions of chapter 43 of the Labour Code of the Russian Federation.”.

20. Cl. 15.2 of article 15 “CHAIRMAN OF THE MANAGEMENT BOARD” shall be amended by adding paragraphs 8-9 as follows:

“– set limits for the operations of the Bank's branches;

– decide on requesting the Bank of Russia's approval for the proposed heads and chief accountants of the Bank's branches and officers acting as such under applicable laws;”.

21. Paragraphs 8-22 of cl. 15.2 of article 15 “CHAIRMAN OF THE MANAGEMENT BOARD” shall be renumbered into paragraphs 10-24 of the same clause.

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

“– approve the staffing table of the Bank, including its branches, representative offices and other subdivisions, define the organisational structure and total headcount of its branches and representative offices, Internal Audit Department, hire and dismiss its employees (in particular, appoint and dismiss the Bank’s Chief Accountant and the heads of the Bank's branches and representative offices), grant incentives to and impose sanctions on the Bank’s staff under applicable Russian laws;”.

23. Cl. 17.5 of article 17 “INTERNAL CONTROL” shall be amended by adding sub-clause 3) as follows:

“3) the heads (their deputies) and chief accountants (their deputies) of the Bank's branches;”.

24. Paragraphs 3)-5) of cl. 17.5 of article 17 “INTERNAL CONTROL” shall become paragraphs 4)-6) of the same clause.

25. Cl. 17.5, sub-clause b), paragraph 3 of article 17 “INTERNAL CONTROL” and the remainder of the Charter shall be amended by deleting “(Compliance Section)” in the relevant grammatical case.

26. Cl. 17.12 of article 17 “INTERNAL CONTROL” shall be restated as follows:

“17.12. The Internal Audit Department is the Bank's subdivision created to carry out internal control in the Bank, its banking group and (where so allowed by Russian laws) group members, and supporting the Bank’s governing bodies in ensuring its and its banking group's efficient operation under this Charter and the Regulation on the Internal Audit Department as approved by the Supervisory Board.

The Internal Audit Department reports to, and acts under the direct control of, the Supervisory Board. The Head of the Internal Audit Department shall report to the Supervisory Board reports on the fulfilment of its work plans approved by the latter, the results of its audits, and the actions taken to fulfil its recommendations and remedy any issues identified in the Bank's operations.

The Internal Audit Department shall act independently from other subdivisions of the Bank.

The organisational structure, headcount and technical equipment of the Internal Audit Department shall be approved by the Chairman of the Management Board, in consultation with the Supervisory Board, adequately for the efficient operation, and the achievement of the goals and tasks, of the Bank's internal control.

The Head of the Internal Audit Department shall report to the Supervisory Board. The Head of the Internal Audit Department shall be appointed and removed by the Supervisory Board as advised by the Chairman of the Management Board.

Employees of the Internal Audit Division shall be appointed and removed by, or by a person authorised by, the Chairman of the Management Board as advised by the Head of the Internal Audit Division according to the Bank’s internal policies.

The Internal Audit Department has the power to audit all areas of the Bank's operations, including:

- appraising the efficiency of the overall internal control system and of the execution of resolutions made by the Bank's governing bodies;
- appraising the efficiency of the risk and capital management system;
- appraising the corporate governance;
- auditing the efficiency of, and compliance with, the banking risk assessment methodology and banking risk management procedures set forth by the Bank's and the banking group's bylaws;
- auditing the IT internal control system, including the control over database integrity and protection from unauthorised access and/or usage, and contingency arrangements under the Bank's (banking group's) business continuity and recovery plan;
- auditing and testing the correctness, completeness and timeliness of bookkeeping and accounts, and the reliability (which includes correctness, completeness and timeliness) of collecting and providing information and reporting forms;
- auditing the means (methods) used to protect the Bank's property;
- appraising the Bank's operations for economic expediency and efficiency;
- auditing internal control processes and procedures;
- auditing the Bank's Internal Control Section and Risk Management Directorate;
- other authorities in accordance with Russian laws, the Bank of Russia's regulations, the Bank's and its banking group's bylaws.”.

27. Cl. 17.13. of article 17 “INTERNAL CONTROL” shall be amended by adding paragraph 19 as follows:

“– ensuring compliance of the Bank's operations and its employees' actions in the financial markets with Russian financial market laws and financial market operation standards;”.

28. Paragraphs 19-21 of cl. 17.13 of article 17 “INTERNAL CONTROL” shall be renumbered into paragraphs 20-22 of the same clause.

29. Cl. 17.13, paragraphs 20 and 21 of article 17 “INTERNAL CONTROL” shall be deleted.

30. Paragraph 22 of cl. 17.13 of article 17 “INTERNAL CONTROL” shall be renumbered into paragraph 20 of the same clause.

31. Cl. 17.13, paragraph 20 of article 17 “INTERNAL CONTROL” shall be restated as follows:

“– performing other functions as set out in the Bank's bylaws.”.

32. Cl. 17.14 of article 17 “INTERNAL CONTROL” shall be restated as follows:

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

- ensuring the Bank's compliance with Russian AML/CFT/CWMDF laws;
- organising the AML/CFT/CWMDF internal control system, including the development of the AML/CFT/CWMDF Internal Control Rules (the "AML/CFT/CWMDF Rules"), the Special-Purpose AML/CFT/CWMDF Internal Control Rules (the "Special-Purpose ICR"), and AML/CFT/CWMDF internal control programmes;
- ensuring management of AML/CFT risks in order to mitigate them;
- ensuring assessment of AML/CFT risks;
- ensuring the fulfilment of AML/CFT risk mitigation measures pursuant to the AML/CFT/CWMDF Rules with measures and procedures set out in the AML/CFT/CWMDF internal control programmes;
- co-ordinating and controlling the banking group members' compliance with the Special-Purpose ICR;
- controlling the compliance by the Bank's employees with the AML/CFT/CWMDF Rules and the fulfilment by it and its employees of the AML/CFT/CWMDF Rules programmes;
- coordinating the Bank's subdivisions in fulfilling the AML/CFT/CWMDF Rules;

– controlling the compliance with legal requirements concerning identification of customers, their representatives, beneficiaries, and beneficial owners, and promptly detecting customers' reportable and suspicious operations (transactions) as defined in Federal Law No. 115-FZ dated 07.08.2001 "On Anti-Money Laundering and Combating Financing of Terrorism" ("Federal Law 115-FZ") and in accordance with the AML/CFT/CWMDF Rules;

– organising and controlling the reporting to the financial intelligence unit as required by the AML/CFT/CWMDF Rules;

– reviewing bylaws, drafts of standard form agreements (deeds or other contractual documents), banking product and banking operation algorithms developed by the Bank's internal subdivisions from the viewpoint of their compliance with Russian laws and the Bank of Russia's AML/CFT/CWMDF regulations, other bylaws, rules and standards;

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

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

– arranging and implementing measures to prevent and obstruct the channelling of suspicious operations through the Bank;

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

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

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

33. Cl. 17.15, paragraph 9 of article 17 "INTERNAL CONTROL" shall be restated as follows:

"– ensure the corporate and retail lending standards in accordance with the Bank's and its banking group's Credit Policy and bylaws, international practice, requirements of the Bank of Russia and other state authorities."

34. Cl. 17.17, paragraphs 2-3 of article 17 "INTERNAL CONTROL" shall be restated as follows:

"The Bank shall, in such manner and time as set out by Russian laws, notify the Bank of Russia in writing of the appointment (or any substitution) of the heads of the Risk Management Directorate, Internal Audit Department or Internal Control Section.

The Bank shall, within one business day, notify the Bank of Russia in writing of the discharge of the heads of the Risk Management Directorate, Internal Audit Department or Internal Control Section (or the termination of their substitution)."

This amendment is made by the General Shareholders' Meeting, minutes No. 03 dated September 29, 2022.

Acting Chairman of the Management Board of  
CREDIT BANK OF MOSCOW

Bank's seal