

**BYLAWS OF THE SUPERVISORY BOARD**

**of Closed joint stock company  
Raiffeisenbank**

**ZAO RAIFFEISENBANK**

APPROVED BY  
extraordinary general shareholders' meeting  
of ZAO Raiffeisenbank  
(minutes № 60 as of 18 September, 2013)

Moscow  
2013

**Article 1.**  
**GENERAL PROVISIONS**

1.1. The present Bylaws (hereinafter referred to as the “Bylaws”) of the Supervisory Board of Closed joint stock company Raiffeisenbank (hereinafter referred to as the “Bank”) have been drawn up in accordance with the current legislation of the Russian Federation, the Federal Law “On joint stock companies” as of 26.12.1995 # 208-FZ (hereinafter referred to as the “Law”) and the Articles of Association of the Bank (hereinafter referred to as the “Articles of Association”) and internal procedures and documents of the Bank.

1.2. The present Bylaws determine the procedure of formation, the terms and order of convening and conducting meetings of the Supervisory Board of the Bank (hereinafter referred to as the “Supervisory Board”), its competence, the decision-making procedure of the Supervisory Board, the establishment of committees, commissions, groups and other bodies of the Bank, as well as other issues related to the work of the Supervisory Board, and the relationship with other management bodies and divisions of the Bank.

1.3. The Supervisory Board is a governing body of the Bank and exercises the general management over the Bank’s activity, except those issues that are referred to the competence of the general shareholders’ meeting of the Bank (the “General Shareholders’ Meeting”) and the executive bodies of the Bank according to the Law and the Articles of Association.

1.4. The Supervisory Board operates in its activity on the basis of the legislation of the Russian Federation, the Articles of Association, the present Bylaws and other internal procedures and documents of the Bank including the internal group directives.

1.5. The Supervisory Board acts in the interest of the Bank and its shareholders.

1.6. The Supervisory Board within its competence shall organize the execution of the decisions, adopted by the General Shareholders’ Meeting of the Bank within its competence.

**Article 2.**  
**COMPOSITION, MEMBERSHIP AND TERM  
OF THE SUPERVISORY BOARD**

2.1. The composition of the Supervisory Board, the term, and the competences of the Supervisory Board are regulated by the Articles of Association of the Bank, the present Bylaws, Internal Procedures and Documents of the Bank and the current legislation of the Russian Federation.

2.2. The members of the Supervisory Board are elected by the General Shareholders’ Meeting for a term until the next annual General Shareholders’ Meeting by cumulative voting, and may be reelected for an unlimited number of times. The quantitative composition of the Supervisory Board is determined by the decision of the General Shareholders’ Meeting in accordance with the requirements of the legislation of the Russian Federation, but the Supervisory Board may not consist of less than 5 members. For purposes of cumulative voting, the number of votes belonging to each shareholder is multiplied by the number of persons put up for election to the Supervisory Board, and each shareholder is entitled to give such votes fully for one candidate or to distribute the votes among one or more candidates. The candidate that receives most votes shall be deemed as elected.

2.2.1. By the decision of the General Shareholders’ Meeting the powers of all members of the Supervisory Board may be terminated early. If the proposed agenda of the General Shareholders’ Meeting contains the issue of early termination of the powers of the Supervisory Board members, the Supervisory Board (and in cases, determined by the Law other bodies or persons) shall include in the agenda of the General Shareholders’ Meeting together with the issue of the

early termination of the powers of the Supervisory Board members the issue of the election of new members of the Supervisory Board. The new Supervisory Board is elected in the same General Shareholders' Meeting of the Bank, in which the decision regarding the early termination of the powers of the members of the Supervisory Board is adopted.

2.2.2. If the annual General Shareholders' Meeting does not take place in the period determined by the Articles of Association and clause 1 of article 47 of the Law, the powers of the Supervisory Board members are terminated, except for the powers related to the preparation, convening and conduction of the annual General Shareholders' Meeting.

2.2.3. Only individuals may be the members of the Supervisory Board.

2.3. Shareholders (a shareholder), who are (is) in total owners of no less than 2 (two) percent of voting shares of the Bank, are entitled to nominate candidates for membership to the Supervisory Board, the number of which may not exceed its numerical composition.

2.4. Management board members of the Bank shall not have more than 1/4 of the seats in the Supervisory Board of the Bank. The chairman of the management board shall not be the chairman of the Supervisory Board at the same time.

2.5. Candidates for membership to the Supervisory Board must comply with the qualification requirements, established by the legislation of the Russian Federation, must be in confidence with the shareholders, possess good professional and business reputation, knowledge and experience, necessary for adopting decisions and executing general supervision over the Bank.

2.5.1. At least one person should be elected to the Supervisory Board that fulfills qualification requirements in accordance with p.2.5 of the present Bylaws and has special knowledge and practical experience necessary for taking decisions and for exercising the general management of the Bank.

### **Article 3. COMPETENCE OF THE SUPERVISORY BOARD**

3.1. The following issues are within the scope of competence of the Supervisory Board:

3.1.1. setting priorities of the Bank;

3.1.2. convocation of annual and extraordinary General Shareholders' Meetings, unless stipulated otherwise by the Law;

3.1.3. setting up the agenda for General Shareholders' Meetings;

3.1.4. compiling the list of persons entitled to participate in the General Shareholders' Meeting and other issues, which are within the competence of the Supervisory Board in accordance with the requirements of the Law and which are connected to the preparation and holding of the General Shareholders' Meeting;

3.1.5. placing bonds and other securities by the Bank as provided by the Law, in cases stipulated by the Law;

3.1.6. evaluating the market value of property, placement and redemption of securities as provided by the Law;

3.1.7. acquisition of outstanding shares, bonds and other securities by the Bank as provided by the Law;

3.1.8. establishing of executive bodies of the Bank and early termination of their authorities, deciding on the amount of remunerations and compensations payable to them;

3.1.9. advising on the amount of remuneration and compensation payable to the members of the Revision Commission and determination of remuneration payable to the external auditor;

- 3.1.10. advising on the amount of dividends payable on shares and the payment procedure;
  - 3.1.11. using the reserve fund and other funds of the Bank;
  - 3.1.12. establishment and closure of branches and opening and closure of representative offices of the Bank;
  - 3.1.13. approving major deals in cases stipulated by the Law;
  - 3.1.14. approving deals in which members of the Management Board or the Supervisory Board their affiliates or other affiliated parties have an interest in accordance with the the Law;
  - 3.1.15. approval of the report on issuance of shares of the Bank;
  - 3.1.16. approval of the registrar of the Bank and terms of contract with it, and conditions of termination of such contract;
  - 3.1.17. approval of internal documents of the Bank, except those, the approval of which is within the scope of competence of the General Shareholders' meeting pursuant to the Law, and any other internal documents of the Bank, approval of which is within the scope of reference of the executive bodies of the Bank pursuant to the Articles of Association;
  - 3.1.18. making decisions on the Bank's participation and on the termination of its participation in other companies, except companies determined by clause 18 point 2 of article 12 of the Articles of Association;
  - 3.1.20. consideration of other issues as provided by the Law and the Articles of Association.
- 3.2 Issues referred to the scope of competence of the Supervisory Board shall not be referred to the decisions of executive bodies of the Bank.

#### **Article 4.**

### **GENERAL MANAGEMENT OF THE BANK'S ACTIVITY**

- 4.1. Within the scope of general management of the Bank's activity the Supervisory board takes decisions on the following issues:
- 4.1.1. on the distribution of responsibilities among the members of the Supervisory Board according to the basic areas of the Bank's business activities:  
Distribution of Supervisory Board members' responsibilities and taking decisions under the present article is carried out by Supervisory Board decision and under the internal documents of the Bank;
  - 4.1.2. on the establishment and functionality of an effective system of internal control;
  - 4.1.3. on the approval of transactions or several interconnected transactions, related to the acquiring, assignment or the possibility of assignment by the Bank of assets, with a net value of 10% or more of the Bank's own funds (capital) as of the last accounting date, preceding the date on which such decisions are adopted;
  - 4.1.4. on conclusion of agreements with any member of the Supervisory Board by which such member of the Supervisory Board undertakes to perform services, beyond its responsibility as a Supervisory Board member, to the Bank or any of its subsidiaries against payment of more than a mere nominal fee; this applies also to agreements with enterprises in which any Supervisory board member has a substantial economic interest. The exercise of particular functions within the Group (Raiffeisen Zentralbank Group) or the mere exercise by a Supervisory Board member of duties as a member of the management board or as a managing director shall not result in the relevant enterprise being considered an "enterprise in which the Supervisory board member has a substantial economic interest" unless the circumstances give reason to believe that the Supervisory Board member draws a personal benefit from such enterprise;

4.1.5. on conclusion or termination of syndicate contracts, under which the Bank is a creditor, or for any option and similar agreements;

4.1.6. on approval of procedure for granting or extending of loans including internal credit lines and contingent liabilities to employees of the Bank;

4.2. The Supervisory Board approves the following issues, previously resolved by the Management Board and presented to the Supervisory Board for subsequent approval:

4.2.1. approval of the organizational structure of the Management Board and any functional changes of the organizational structure of Management Board, including the distribution of powers and responsibilities for the main directions of the Bank's business activity among the Members of the Management Board:

- Corporate Banking and Corporate Finance Directorate;
- Retail Private Individuals and Small Enterprises Directorate;
- IT Directorate;
- Operations and Business service Directorate;
- Risk and Credit Management Directorate;
- Financial Directorate; and
- Corporate Finance and Investment Banking Directorate,

as well as any functional changes on Bank Directorate and (or) Division level, including the establishment of new and liquidation of the existing Directorates and (or) Divisions of the Bank.

4.2.2. any investment which exceeds 5% of the total amount of the acquisition costs of the Bank's budget approved pursuant to clause 4.6 of the Bylaws;

4.2.3. annual funding plan of the bank for Wholesale Funding transactions and any deviations thereof (wholesale Funding Transactions defined as international and local bond issues including retail bond issues (covered and uncovered), bilateral, syndicated loans, senior and subordinated transactions as well as deposits from banks and other institutions) with a tenor longer than 1 year in foreign and local currency;

4.2.4. approval of the general principles of the remuneration policy, inclusive of salaries and discretionary pension benefits, for categories of staff including senior management (including Management Board), risk takers, staff engaged in control functions and any employee receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers, whose professional activities have a material impact on their risk profile ("Risk Identified Staff");

4.2.5. introduction and change of any pension plan, severance plan or insurance plan or other benefit scheme granting any benefits to a member of the Management Board, employees or their families or other persons who have a contractual relationship with the Bank at or following retirement or any other termination of employment or contractual relationship to the Bank as well as introduction and change of any equity plan (e.g. stock options) or profit sharing plan applicable to a member of the Management Board, the employees or their families or other persons who have a contractual relationship with the Bank and introduction or substantial change of compensation schemes (general principles, base salary principles and structure - salary scales -, principles and structure of bonus and incentive plans) and other benefits schemes; however benefit schemes only if annual costs exceed 10% of annual total of the Bank's salary payments; provided that any such matter does not already require an approval in accordance with sub-clause 4.2.4. hereof;

4.2.6. acquisition, establishment, disposal or liquidation of firms or business entities and the acquisition, establishment, disposal or liquidation of participations (defined as all equity investments of the Bank, which are classified as participations according to IFRS) and holdings

in or the establishment of joint ventures with others companies of any kind, directly or indirectly via an affiliate (defined as an entity controlled by or consolidated in the report with the Bank) and any capital decision (e.g. capital increase or capital reduction) regarding the share capital of any subsidiary;

4.2.7. decision on any corporate transformation of any subsidiary or associated company;

4.2.8. acquisition and disposal of real estate as well as establishments of mortgages and encumbrances of real estate owned by the Bank or any of its subsidiaries (including real estate used for business purposes included in the annual business plan exceeding a limit of EUR 2 000 000 or a size of 350 square meters) and any agreements related thereto as well as any subsequent cost increase exceeding the approved budget by the lower amount to 5% of the budgeted costs or EUR 250 000;

4.2.9. lease agreements in respect of real estate to be leased by the Bank exceeding a duration of 5 years and a total contract value of EUR 1 000 000 as well as any investments related to such agreements (investment plan);

4.2.10. granting or extending of loans to members of the Supervisory Board or of the Management Board of the Bank, including internal credit lines and contingent liabilities;

4.2.11. appointment, termination or prolongation of term of office of members of the management board, the supervisory board, the fund board or other executive bodies of any subsidiary or associated company, except in cases where third persons or entities outside the group are entitled to nominate persons for any such functions due to nomination rights or as a result of their voting rights within the relevant bodies;

4.2.12. appointment of the employees (including Management Board members) of the Bank to the management bodies of other companies, except appointment of the Chairman of the Management board, members of the Management board, head and chief accountant of the branch as well as their deputies on the positions, that they may not take in compliance with the existing law. Taking positions by the Members of the Management Board in the governing bodies of other organizations shall be approved by the Supervisory Board;

4.2.13. other issues, which from time to time may be required according to the decision by the Supervisory Board on their subsequent approval.

The decisions of the Management board on the issues according to cl.4.2. of the present Bylaws shall not be implemented before the Supervisory board approval is obtained.

4.3. The Supervisory Board determines the general strategy of the development of the basic lines of activity of the Bank and the general business policy of the Bank (including, in particular, the definition of the image of the Bank and of the goals for the medium and long-term development of the Bank, the strategic orientation and definition of the business model), including the commencement or closing of business lines. Respective proposals have to be submitted by the Management Board.

4.4. The Supervisory Board adopts a report on the activity of the Bank for the results of the year including annual consolidation financial reporting prepared under international standards of financial reporting (IFRS).

4.5. The Supervisory Board considers and adopts the consolidated annual financial reporting of the Bank prepared by the Management Board under IFRS and submits it to the shareholders of the Bank for information in accordance with the requirements of the legislation of the Russian Federation.

4.6. The Supervisory Board approves the annual budget under IFRS (including investment budget) of the Bank and of its consolidated companies (if required) prepared and submitted by the Management Board.

4.7. In order to execute the basic supervision and control over the Bank's activities the Supervisory Board considers and if applicable approves of the following documents, including internal documents and procedures of the Bank:

- annual report of the Bank to be presented to the General Meeting of Shareholders of the Bank;
- work procedure and reports of the Internal Audit Division, which performs the function of the internal control service of the Bank in accordance with cl. 5.1. of art. 19 of the Articles of Association, whereas the work procedure sets out the cooperation with the divisions and employees of the Bank;
- the Bank's budget (the financial plan for the Bank's income and expenditure);
- the Bank's development strategy;
- audit check plans;
- reports on executing the audit check plans;
- reports on all transactions with persons associated with the Bank and privileged transactions;
- reports of controllers of the professional participants in the securities market and other documents in accordance with the legislation of the Russian Federation and the internal documents and procedures of the Bank;
- the procedure of informing the Bank's management bodies and structural divisions of any facts of breaching the legislation of the Russian Federation;
- internal bank limits on transactions with the persons related to the Bank and privileged transactions in accordance with the internal procedures and documents of the Bank.

4.8. The Supervisory Board:

- specifies parameters of the Bank's current investment and financial activities of the Bank;
- considers reports by the Chairman of the Management Board of the Bank on issues related to the Bank's business activities;
- considers reports of the Revision Commission of the Bank and the Internal Audit Division of the Bank;
- considers at its meetings issues related to the functionality of the system of internal control of the Bank;
- discusses with the executive bodies of the Bank issues regarding the organization of the system of internal control of the Bank and means to increase its effectiveness;
- supervises the compliance with the order of cooperation by internal control system bodies with the Bank's departments (divisions) and employees of the Bank;
- assesses risk levels in relation to execution of Bank's activities and achievement of goals set by the Bank in order to ensure effectiveness of the risk assessment;
- executes control over the record keeping of information on affiliated persons of the Bank;
- considers separate transactions or several interconnected transactions for amounts, exceeding the internal bank limits for conducting transactions with the Bank's connected persons and privileged transactions;
- calls in of an independent appraiser for the determination of the market value of assets in order to approve separate transactions or several interconnected transactions with a value exceeding the internal bank limits for conducting transactions with the Bank's affiliated persons and privileged transactions;
- exercises other powers according to the legislation of the Russian Federation, the Articles of Association of the Bank and according to the internal documents and procedures of the Bank.

4.9. The Supervisory Board exercises:

4.9.1. Analysis of annual accounting reporting, control over its preparation, consideration of recommendations for profit distribution, of report on the status of forming of accounting reporting, consideration of report on the corporate governance issues in accordance with the Articles of Association, internal documents and procedures of the Bank;

4.9.2. Monitoring of the principles and procedures of accounting keeping;

4.9.3. Monitoring of the annual accounting reporting audit and annual consolidation reporting audit;

4.9.4. Control over the principle of independence of the auditor/audit organization, including the issues regarding additional services provided by the auditing party;

4.9.5. Analysis of annual consolidation reporting, of the report on the status of forming annual consolidation reporting, report on audit of annual reporting.

4.10 Given the scale and nature of the Bank's activities the Supervisory Board may establish committees, commissions, groups of different profiles and other bodies of the Bank for preparation and consideration of separate issues within the scope of competence of the Supervisory Board.

The committees are responsible to the Supervisory Board and are under its control.

The main purposes and functions, work procedure, decisions taking order and membership of such committees, commissions, groups and other bodies of the Bank is determined by the bylaws, approved by the Supervisory Board.

## **Article 5.**

### **THE COMPETENCE OF THE CHAIRMAN OF THE SUPERVISORY BOARD**

5.1. The Chairman of the Supervisory Board is elected by the General Shareholders' Meeting of the Bank from the members of the Supervisory Board by a majority of shareholders' votes or their representatives, participating at the meeting.

The Deputy Chairman of the Supervisory Board may be elected by the members of the Supervisory Board from the members by a majority vote of total number of members of the Supervisory Board.

5.2. The Chairman of the Supervisory Board organizes its work, convenes meetings of the Supervisory Board and presides on them, organizes the drawing up of minutes, and presides on the General Shareholders' Meeting.

5.3. In case of absence of the Chairman of the Supervisory Board his duties are fulfilled by Deputy Chairman of the Supervisory Board and in case of absence of the Deputy Chairman by one of the members of the Supervisory Board according to the decision of the Supervisory Board.

5.4. Within the scope of fulfilling the duties of presiding at meetings of the Supervisory Board the Chairman of the Supervisory Board:

5.4.1. officially states the presence or absence of the quorum of the meeting, as well as informs those present that the quorum is reached and that the Supervisory Board is competent to adopt decisions;

5.4.2. officially opens the meeting or informs those members of the Supervisory Board who are present of the incompetence of the Supervisory Board at the meeting;

5.4.3. introduces the present persons to the members of the Supervisory Board, as well as exercises control over the participation of the present persons, who are invited to participate at



the meeting, on separate issues of the agenda, strictly within the scope of competence of the Supervisory Board in relation to these issues;

5.4.4. gives the floor to speakers who wish to come forward on particular issues, as well as, when necessary, opens free discussions on the respective issue;

5.4.5. organizes the election procedure;

5.4.6. officially states the decisions adopted at the Supervisory Board meeting (based on the result of the conducted voting);

5.4.7. officially closes the Supervisory Board meeting when all the issues of the agenda of the meeting are settled and respective decisions are adopted or according to the decision of the Supervisory Board to conclude the meeting early;

5.4.8. organizes the taking and drawing up of the minutes of the Supervisory Board;

5.4.9. signs the minutes of the Supervisory Board meeting;

5.5. The Chairman of the Supervisory Board may exercise other functions in accordance with the legislation of the Russian Federation, the Articles of Association, the present Bylaws and internal procedures and documents of the Bank.

## **Article 6.**

### **CONVENING AND HOLDING OF MEETINGS OF THE SUPERVISORY BOARD**

6.1. Meetings of the Supervisory Board are held as may be required, but not less than once a year. The meetings of the Supervisory Board may be held both on the territory of the Russian Federation and abroad.

6.2. The meeting of the Supervisory Board shall be convened by the Chairman of the Supervisory Board on his own initiative, by the request of a member of the Supervisory Board, the Revision Commission or the auditor of the Bank, members of the Management Board of the Bank, the Chairman of the Management Board of the Bank. The request to convene the meeting of the Supervisory Board shall be sent to the Chairman of the Supervisory board via facsimile or e-mail;

6.3. The request to convene the meeting of the Supervisory Board should contain:

6.3.1. information on the person (body) that presents the request;

6.3.2. the wording of the issues of the agenda of the meeting;

6.3.3. the reason for considering the respective issues;

6.3.4. documents and information (when available), necessary for consideration of issues;

6.3.5. the address for the reply to the presented request;

6.3.6. signature of the person, requesting the convening of the meeting.

6.4. The person that presented the request to convene the meeting of the Supervisory Board is entitled to:

6.4.1. suggest drafts of decisions on issues of the agenda of the meeting;

6.4.2. suggest the date of holding the meeting (taking into account the terms of considering the request to convene the meeting and the term, determined by the Articles of Association and the present Bylaws for convening the meeting);

6.4.3. suggest to invite to the meeting persons, noted in clause 6.16. of the present Bylaws, if the participation of such persons, on the well-grounded opinion of the person presenting the request to convene the meeting of the Supervisory Board, is necessary for consideration of issues of the agenda of the meeting;

6.4.4. make other suggestions relating to the procedure of holding the meeting.

6.5. Within 5 (five) calendar days from the date of presenting the request on convening the meeting of the Supervisory Board the Chairman of the Supervisory Board shall take a decision on convening the meeting of the Supervisory Board or decline the request on convening the meeting.

The meeting of the Supervisory Board is convened in this case no later than 30 (thirty) calendar days from the date of presenting the request. The decision on convening the meeting of the Supervisory Board or on the decline of the request to convene the meeting is sent to the person presenting the request to convene the meeting of the Supervisory Board, the members of the Supervisory Board, the Chairman of the Management Board of the Bank.

6.6. The Chairman of the Supervisory Board shall decline the request to convene the meeting of the Supervisory Board in cases where the issue is brought forth by an unauthorized person, is not in the scope of competence of the Supervisory Board, and also in cases where the request to convene the meeting of the Supervisory Board does not contain the information stipulated by clause 6.3. of the present Bylaws.

6.7. The meeting of the Supervisory Board is convened by means of sending to each member of the Supervisory Board a written notification not later than 5 (five) calendar days before holding the meeting by facsimile or e-mail.

6.8. The notification on holding the meeting of the Supervisory Board shall contain:

- date, place, and time of holding the meeting;
- indication on the initiator of convening the meeting (in case when the meeting is convened not on the initiative of the Chairman of the Supervisory Board);
- the agenda of the meeting.

6.9. The notification on holding the meeting of the Supervisory Board may be supplemented with:

- drafts of decision of the Supervisory Board;
- the grounds for the necessity of taking the proposed decision;
- documents and other information, related to the agenda of the meeting;
- the list of persons, invited to the meeting in accordance with clause 6.15. of the present Bylaws.

6.9.1. Any documents and materials related to the agenda of the Supervisory Board meeting are confidential and shouldn't be disclosed to third parties.

6.10. The notification on holding the meeting of the Supervisory Board shall be signed by the Chairman of the Supervisory Board or by one of the members of the Supervisory Board.

6.11. The documents listed in clause 6.9. of the present Bylaws may be sent to members of the Supervisory Board separately from the notification on holding the meeting of the Supervisory Board, to which they are appended. The above noted documents may be sent to members of the Supervisory Board by one of the means of communication noted in clause 6.7 of the present Bylaws, different from the way the notification on holding the meeting of the Supervisory Board was sent.

6.12. The meeting of the Supervisory Board is deemed competent to adopt decisions when more than half of the elected members of the Supervisory Board are present at the meeting. During the determination of the presence of a quorum and during the determination of voting results the written opinions of members of the Supervisory Board who are absent at the meeting of the Supervisory Board on issues of the agenda of the meeting may also be taken into account. The opinion of a member of the Supervisory Board who is absent at the meeting shall be made in written form and signed manually by him before the voting on issues of the agenda takes place. For the adoption of the decision by the Supervisory Board the written opinion is taken into

account, and the written opinion is attached to the minutes. The present members of the Supervisory Board are informed of the written opinion by the Chairman of the Supervisory Board before the discussion of the respective issues takes place at the meeting of the Supervisory Board. In case where the member of the Supervisory Board with a written opinion is present at the meeting, his written opinion, received before the meeting is held, shall not be proclaimed at the meeting and is not taken into account during the determination of a quorum and the results of voting.

6.13. The decisions at the meeting of the Supervisory Board are taken by a majority vote of the members of the Supervisory Board participating at the meeting, unless the Law provides for a higher majority. Each member of the Supervisory Board possesses one vote. In case of equal numbers of given votes during the adoption of a decision, the vote of the Chairman of the Supervisory Board is deemed decisive.

6.14. The passing over of a vote by a member of the Supervisory Board to another person, including another member of the Supervisory Board is prohibited.

6.15. Beside the members of the Supervisory Board, the following persons may be invited to participate at the meeting, specifically: members of the Management Board of the Bank, internal audit division, persons who prepared documents and other information related to the agenda of the meeting, Bank employees and other persons. The invited persons are entitled to give explanations on issues of the agenda in relation to which they were invited to participate at the meeting of the Supervisory Board, as well as participate in debates and make suggestions on the respective issues.

6.16. The decision of the Supervisory Board may be taken by means of in absentia voting. The decision on carrying out in absentia voting is taken by the Chairman of the Supervisory Board.

6.17. Minutes on the results of voting (in absentia voting) are drawn up not later than 3 (three) days from the date of holding the meeting of the Supervisory Board.

6.18. The minutes of the meeting of the Supervisory Board shall contain the following information:

- location and time of the meeting;
- persons present at the meeting;
- agenda of the meeting;
- issues put up for voting and the voting results;
- adopted decisions.

The minutes of the meeting of the Supervisory Board shall be signed by the person, presiding at the meeting, who holds responsibility for the proper drawing up the minutes. The Bank shall ensure the safekeeping of the minutes and documents of the meetings of the Supervisory Board in the Executive Secretariat of the Bank.

6.19. The information on the taken decisions by the Supervisory Board meeting is recognized confidential information of the Bank except the information on the issues related to the competence of the Supervisory Board under the Law and (or) that should be disclosed in accordance with Russian legislation requirements.

## **Article 7.**

### **THE ORDER OF COOPERATION WITH THE MANAGEMENT BODIES AND DIVISIONS OF THE BANK**

7.1. The Supervisory Board of the Bank cooperates with the General Shareholders' Meeting of the Bank, the Management Board of the Bank, and the Bank's divisions and employees in order to execute control over the execution of decisions of the management bodies of the Bank and to

ensure effective general supervision over the Bank's activities in accordance with articles 2 – 5 of the present Bylaws.

**Article 8.**  
**RIGHTS, DUTIES AND RESPONSIBILITIES OF THE SUPERVISORY BOARD MEMBERS**

8.1. Members of the Supervisory Board operate on the basis of the legislation of the Russian Federation, legal acts of the Bank of Russia, the Articles of Association of the Bank, the decisions of the General Shareholders' Meetings, the present Bylaws, and other internal procedures and documents of the Bank.

8.2. Members of the Supervisory Board shall fulfill their duties in good faith and reasonably, according to the interests of the shareholders of the Bank and the interests of the Bank in general, actively participate in meetings of the Supervisory Board, withhold from actions that lead or may lead to an arising of a conflict of interest, honestly and fully disclose information on presence of their interest in the settlement of transactions by the Bank.

8.3. Members of the Supervisory Board are entitled to be provided by executive bodies of the Bank, its divisions and directorates, branches, subsidiaries and representative offices, officers of the Bank, the revision commission of the Bank with any documents, necessary for exercising and fulfilling their duties and functions. Members of the Supervisory Board are entitled to get acquainted with regulatory documents, accounts, reports, financial documents, and other documents and information, as well as full auditors' reports, decisions of executive bodies of the Bank, inquire other necessary information, related to the activity of the Bank. The Chairman of the Management Board of the Bank, other officers, bodies and divisions shall provide the requested information and documents within 5 (five) calendar days from the date of receiving the request.

8.4. Members of the Supervisory Board are entitled to propose issues to be included in the agenda of the Supervisory Board meeting, discuss at Supervisory board meetings issues related to the activities of the Bank, make suggestions and vote on the pending decisions of the Supervisory Board.

8.5. According to the decision of the General Shareholders' Meeting members of the Supervisory Board, during the period of fulfilling their duties, may be entitled to remuneration and (or) compensation of expenses related to the fulfilling of their duties as members of the Supervisory Board, in the amount determined by the General Shareholders' Meeting of the Bank.

8.6. Members of the Supervisory Board also have other rights in accordance with the present Bylaws, the Articles of Association of the Bank, and the legislation of the Russian Federation.

8.7. Members of the Supervisory Board shall:

- thoroughly analyze information, necessary for the fulfillment of their duties and functions as members of the Supervisory Board, information on the Bank's activities, financial condition of the Bank and its current position on the market, as well as prevalent tendencies in the banking sector and possible amendments to the acting legislation, related to the Bank's activity;
- not take upon themselves responsibilities and shall not perform actions, that may lead to an arising of a conflict of interest between the personal interests of the member of the Supervisory Board and the interests of the Bank and/or the interests of its creditors, shareholders, and other clients;
- analyze and familiarize with all documents and information, necessary for the fulfillment of their functions in the Supervisory Board on issues put up for consideration of the Supervisory Board as well as conclusions and recommendations of the internal control bodies and the external auditor of the Bank;

- analyze acts of check-ups of the Bank (its branches) and/or information on the results of check-ups conducted by authorized representatives of the Bank of Russia, which are presented by the Chairman of the Management Board to the Supervisory Board;

- in due time hold conferences (business meetings) with the members of the Bank's executive bodies, other officers of the Bank, independent experts, the Bank's external auditor, take part in conferences with the Bank of Russia and other supervisory authorities in order to fulfill their functions.

8.8. Members of the Supervisory Board shall not disclose and abuse for personal advantage confidential information on the business of the Bank that they became acquainted with, insider information and commercial classified information of the Bank according to the internal procedures and documents of the Bank, as well as bank secrecy.

8.9. According to the Law members of the Supervisory Board shall immediately inform the Supervisory Board, the revision commission and the Bank's external auditor of the following information:

- on legal entities, in which they themselves or together with an affiliated person (persons) own 20 or more percent of voting shares;
- on legal entities, in which they take up management positions;
- on executed or planned transactions, in which they may be deemed interested parties.

The interest of a member of the Supervisory Board is determined according to article 81 of the Law.

8.10. Members of the Supervisory Board have other duties, provided by the legislation of the Russian Federation, the Articles of Association, decisions of the General Shareholders' Meeting, the present Bylaws and other internal procedures and documents of the Bank.

8.11. In cases of breach by the Supervisory Board members' requirements in relation to the fulfillment of their duties, established by the Bank's internal documents, this may lead to certain consequences, in particular:

- pre-term termination of the authority of the members of the Supervisory Board according to the decision of the General Shareholders' Meeting;
- inadmissibility of nominating such persons to be elected as members of the Supervisory Board in the future.

## **Article 9.**

### **PARTICIPATION OF THE SUPERVISORY BOARD IN EXECUTING INTERNAL CONTROL OF THE BANK**

9.1. The Supervisory Board is a part of the system of internal control of the Bank. The following functions are in the scope of competence of the Supervisory Board within the bounds of its participation in executing internal control of the Bank:

9.1.1. establishment and functioning of the system of effective internal control;

9.1.2. regular consideration of problems of effectiveness of internal control;

9.1.3. control over the compliance of the order of cooperation of the internal control bodies of the Bank with the Bank's divisions and employees;

9.1.4. discussion with executive bodies of the Bank of problems of organization of internal control and measures to increase efficiency;

9.1.5. consideration of documents on organization of the internal control system drawn up by executive bodies of the Bank, the heads of structural divisions performing functions of internal control in the Bank by independent auditing organizations conducting audit;

9.1.6. taking measures on operative performance by executive bodies of the Bank of recommendations and notices of the internal audit division, auditing organization and supervisory bodies;

9.1.7. control over compliance of the internal control system of the Bank to the nature and range of the Bank's activity in case of their changes.

**Article 10.**  
**FINAL PROVISIONS**

10.1. The present Bylaws come into effect from the date of approval by the General Shareholders' Meeting of the Bank.

10.2. In cases where separate provisions of the present Bylaws contradict the legislation of the Russian Federation and (or) the Articles of Association, they shall be deemed invalid, and the respective norms and provisions of the legislation of the Russian Federation and (or) the Articles of Association are applied. The invalidity of separate provisions of the present Bylaws does not deem invalid other provisions and the Bylaws on the whole.

**Chairman of the Management Board  
of ZAO Raiffeisenbank**

**S.A. Monin**  
(in compliance with minutes № 60 as  
of 18 September, 2013 of the  
extraordinary general shareholders'  
meeting of ZAO Raiffeisenbank)

**Appendix # 1 to the Bylaws of the Supervisory Board  
of Closed joint stock company Raiffeisenbank**

**List and main objectives of the Supervisory Board Committees  
of ZAO Raiffeisenbank**

**1. Credit Committee**

is established for the purpose of making decisions on the Bank's credit risk applications, including consideration and recommendation for approval of the credit policy of the Bank, as well as control over its execution, taking decisions on modification of terms and conditions of the limits, credit strategies on group of connected clients, as well as taking decisions on limit reviews.

**2. Small Credit Committee**

is authorized to make decisions on applications for modification of terms and conditions of the limits, limit reviews for separate groups of clients within the scope of authorities delegated by the Credit Committee of the Supervisory Board.

**3. Executive Credit Committee**

is established for the purpose of approval of issues referred to the credit risk, in particular approval of granting loans, including opening credit lines and contingent liabilities to a single borrower, approval of restructuring, setting aside and releasing provisions and write-off of the problematic exposure as well as considering other issues in connection with handling of problem loan exposures of a single borrower.

**4. Problem Loan Committee**

the main objective and function of the committee is consideration and approval of the applications regarding separate groups of clients for the following issues: for work-out strategies, credit reviews, write-offs, setting aside and release of provisions, re-aging of customers and other issues related to work-out process.

**5. Small Problem Loan Committee**

is established for making decisions on problem loans extended to corporate, medium-size, small and micro business clients and individuals, as well as for considering and preparing proposals aiming to improve the work-out system, for determining work-out priority directions, developing and implementing measures aiming to recover problem loans and bad debts which the clients owe to the Bank.

**Chairman of the Management Board  
of ZAO Raiffeisenbank**

**S.A. Monin**