

Kyiv

12/10/2018

**Announcement  
On holding extraordinary General Shareholders Meeting  
of JSC “PIRAEUS BANK ICB”**

**Full name of the company:**

PUBLIC JOINT STOCK COMPANY “PIRAEUS BANK ICB”

**Address of the company:**

8, Illinska str., Kyiv, Ukraine, 04070

**JSC “PIRAEUS BANK ICB”**

Announces that the extraordinary General Shareholders Meeting will take place on the 12<sup>th</sup> of November, 2018 at 11.00 a.m. at the address: Kyiv, 8, Illinska str., Block 7, 4<sup>th</sup> floor, Meeting room 1

Registration of participants of the extraordinary Meeting will take place on 12.11.2018 at following address: Kyiv, 8, Illinska str., Block 7, 4<sup>th</sup> floor, Meeting room 1, from 10.30 a.m. to 10.45 a.m. The Meeting will start at 11.00 a.m.

To register for participation in the extraordinary Meeting the Bank’s shareholders need to have a passport or other identification document, and shareholders’ representatives need to have a passport and a power of attorney certified according to the requirements of the current legislation.

The power of attorney for the right to participate and vote at a general meeting of a joint stock company may include the tasks of voting, that is, the list of issues, agenda of the general meeting, indicating how and for which decision to vote. In voting for a general meeting, the representative must vote in the manner prescribed by the voting tasks. If the power of attorney does not include a voting task, the representative shall decide on all issues of voting at the general meeting of shareholders at his own discretion.

List of the shareholders who may participate in the extraordinary General Meeting will be drawn up as of 24.00 o’clock 06.11.2018.

**The list of issues included to the draft agenda and draft of decisions:**

**1. Election of the Ballot Committee on extraordinary General Shareholders Meeting of JSC “PIRAEUS BANK ICB”.**

The draft decision:

To elect Ballot Committee of the extraordinary General Shareholders Meeting which shall consist of 2 (two) persons, namely: Ms. Nataliia Mayor, Supervisor of Deposit Operations Unit (Custody) of JSC “PIRAEUS BANK ICB” (Head of Ballot Committee); Mr. Volodymyr Voloshyn, Senior Legal Adviser of Current Legal Issues and Corporate Governance Office of Legal Department of JSC “PIRAEUS BANK ICB” (member of Ballot Committee, Secretary of Ballot Committee).

**2. Taking decision on issues of the order of the extraordinary General Shareholders Meeting of JSC “PIRAEUS BANK ICB”.**

The draft decision:

To approve the rules and regulations for considering the Agenda items of extraordinary General Shareholders Meeting of JSC “PIRAEUS BANK ICB”:

- Speaker’s public speaking – up 20 minutes;
- Questions and proposals – up to 5 minutes;
- Answers to the questions – up to 3 minutes;
- Voting on all items of the Agenda shall be conducted via the voting ballots;
- Voting shall be conducted on all items of the Agenda.

**3. Change in the type of joint stock-company of JSC “PIRAEUS BANK ICB”.**

The draft decision:

To change the type of joint-stock company of JSC “PIRAEUS BANK ICB” from public joint-stock company to private one.

**4. Change in the name of JSC “PIRAEUS BANK ICB”.**

The draft decision:

To change the name of PUBLIC JOINT-STOCK COMPANY "PIRAEUS BANK ICB" and to approve the new name of the bank, namely:

The full name of the Bank:

In Ukrainian - АКЦІОНЕРНЕ ТОВАРИСТВО «ПІРЕУС БАНК МКБ»;

In Russian - АКЦИОНЕРНОЕ ОБЩЕСТВО «ПИРЕУС БАНК МКБ»;

In English - "PIRAEUS BANK ICB" JOINT-STOCK COMPANY.

Bank's short name shall not be changed.

**5. Approval of amendments to the Charter of JSC "PIRAEUS BANK ICB".**

The draft decision:

To approve the Amendments to the Charter of JSC "PIRAEUS BANK ICB" by means of approval of the new version of the Charter.

**6. Authorization of the Chairman of the Management Board for the signing of the Charter of JSC "PIRAEUS BANK ICB" (new version).**

The draft decision:

To authorise the Chairman of the Management Board of the Bank either Acting Chairman of the Management Board or another person, who will perform obligations of the Chairman of the Management Board of the Bank to sign the new version of the Charter of the JSC "PIRAEUS BANK ICB" and any other documents, required for state registration of the Charter of JSC "PIRAEUS BANK ICB", to ensure approval of the new version of the Charter by the National Bank of Ukraine and to perform all necessary actions with the purpose of state registration of the Charter of JSC "PIRAEUS BANK ICB" according to the applicable legislation of Ukraine.

**7. Approval of the new version of the Regulation on the General Shareholders meeting of JSC "PIRAEUS BANK ICB".**

The draft decision:

To approve the new version of the Regulation on the General Shareholders Meeting of JSC "PIRAEUS BANK ICB". To authorise the Chairman of the Management Board of the Bank to sign the new version of the Regulation on the General Shareholders Meeting of JSC "PIRAEUS BANK ICB".

New version of the Regulation on the General Shareholders Meeting of JSC "PIRAEUS BANK ICB" shall come into force starting from the date of entering into force the new version of the Charter of the Bank.

**8. Approval of the new version of the Regulation on the Supervisory Board of JSC "PIRAEUS BANK ICB".**

The draft decision:

To approve the new version of the Regulation on the Supervisory Board of JSC "PIRAEUS BANK ICB". To authorise the Chairman of the Management Board of the Bank to sign the new version of the Regulation on the Supervisory Board of JSC "PIRAEUS BANK ICB".

New version of the Regulation on the Supervisory Board of JSC "PIRAEUS BANK ICB" shall come into force starting from the date of entering into force the new version of the Charter of the Bank.

**9. Approval of the new version of the Regulation on the Management Board of JSC "PIRAEUS BANK ICB".**

The draft decision:

To approve the new version of the Regulation on the Management Board of JSC "PIRAEUS BANK ICB". To authorise the Chairman of the Management Board of the Bank to sign the new version of the Regulation on the Management Board of JSC "PIRAEUS BANK ICB".

New version of the Regulation on the Management Board of JSC "PIRAEUS BANK ICB" shall come into force starting from the date of entering into force the new version of the Charter of the Bank.

**10. Approval of the new version of the Regulation on the Audit Committee of JSC "PIRAEUS BANK ICB".**

The draft decision:

To approve the new version of the Regulation on the Audit Committee of JSC "PIRAEUS BANK ICB". To authorise the Chairman of the Management Board of the Bank to sign the new version of the Regulation on the Audit Committee of JSC "PIRAEUS BANK ICB".

New version of the Regulation on the Audit Committee of JSC "PIRAEUS BANK ICB" shall come into force starting from the date of entering into force the new version of the Charter of the Bank.

**11. Approval of the new version of the Corporate Governance Principle (Code) of JSC "PIRAEUS BANK ICB".**

The draft decision:

To approve the new version of the Corporate Governance Principle (Code) of JSC “PIRAEUS BANK ICB”. To authorize the Chairman of the Management Board of the Bank to sign the new version of the Corporate Governance Principle (Code) of JSC “PIRAEUS BANK ICB”.

New version of the Corporate Governance Principle (Code) of JSC “PIRAEUS BANK ICB” shall come into force starting from the date of entering into force the new version of the Charter of the Bank.

**12. Approval of terms for evaluation and redemption of shares from shareholders which voted “against” the decision to change the type of joint stock-company of JSC “PIRAEUS BANK ICB” from public to private.**

The draft decision:

1. To approve the following terms and conditions for appraisal and redemption of shares from shareholders of JSC “PIRAEUS BANK ICB”, which registered for participation in the extraordinary General Shareholders Meeting and voted “against” the decision to change the type of joint-stock company of PJSC "PIRAEUS BANK ICB" from a public joint-stock company on private one:

a) in accordance with the terms stipulated by the current legislation of Ukraine, shareholders who are intended to exercise their right to a mandatory redemption of JSC “PIRAEUS BANK ICB” shares belonging to them, shall submit to the Bank a written request for the redemption of shares. Shareholders' demands for the redemption of shares shall be submitted to the Bank and an agreement on the redemption of securities by the issuer shall be concluded during business days from 10.00 till 16.00 (break from 13.00-14.00) at the address: 8 Illinska str., Kiev, Ukraine, 04070, (entrance 7, floor 4, room for negotiations №1). Written requirements for the purchase of shares by means of postal services are not permitted. Upon the expiration of the abovementioned deadline, the written demands for the mandatory redemption of shares from shareholders shall not be accepted.

b) Shareholders' demands for the redemption shall be performed in accordance with Part 3 of Art. 69 of the Law of Ukraine "On Joint-Stock Companies" with the mandatory specification of relevant annexes, contact telephone number of the shareholder and bank details (current account number, full name of the banking institution, bank code (MFO) for the transfer of funds for share. Cash payments are not allowed.

c) Redemption of shares is carried out on the basis of an agreement on the redemption of securities by the issuer at a price equal to the market value of the Bank's shares. The market value of the shares will be determined by the decision of the Supervisory Board of the Bank on approval the market value of the Bank's shares based on the relevant conclusion by a professional independent appraisal.

2. To authorize the Chairman of the Management Board of the Bank to conclude (sign) agreements on the redemption of securities by the issuer with shareholders who voted against the adoption by extraordinary General Shareholders Meetings of a decision to change the type of a joint-stock company of the Bank from public to private and applied to the Bank with written request about the purchase of their shares, as well as all the necessary documents for the implementation of the above-mentioned transactions.

During the preparation for extraordinary meeting all shareholders of JSC “PIRAEUS BANK ICB” have an opportunity to review the documents required for taking decisions on the topics of the draft of agenda of general meeting. Familiarization with the documents will take place up to 11.11.2018 (inclusively) on working days from 9 a.m. to 6 p.m., at following address: Kyiv, 8, Illinska str., Block 7, 4<sup>th</sup> floor. Responsible person – S.V. Naumov, Chairman of the Management Board.

The Address of the web-site on which is placed the information with the draft of the decisions concerning each of the issues that included to the draft of agenda: <http://www.piraeusbank.ua>

Telephone number for information: +38 (044) 4958888.

As of October 05, 2018, the date of drawing up the List of the shareholders to whom the message on holding extraordinary general meeting of shareholders of JSC PIRAEUS BANK ICB, should be sent, the total number of shares is 253 134 694 (two hundred fifty three million one hundred thirty four thousand six hundred ninety four) ordinary registered shares; the total number of voting shares 253 123 136 (two hundred and fifty three million, one hundred and twenty three thousand, one hundred and thirty six) shares.

In accordance with Article 36 of the Law of Ukraine "On Joint Stock Companies", a joint-stock company, before the beginning of the general meeting, is required to submit the written answers to written questions from shareholders regarding issues included in the agenda of the general meeting that were submitted to the Bank.

In accordance with Article 38 of the Law of Ukraine "On Joint Stock Companies", each shareholder has the right to make suggestions on the issues included in the draft agenda of the general meeting, as well as regarding new candidates to the Bank's Governing and Control Bodies, the number of which cannot exceed the quantitative composition of each body. Such proposals should be submitted no later than 20 days before the date of the general meeting, and, in the case of submitting the candidates for the membership of the bank's bodies, no later than 7 (seven) days before the date of the general meeting. All proposals of amending of the draft of agenda by new items should also include the relevant draft decisions on these issues. Proposals for candidates for membership of the supervisory board of a joint stock company shall include the information on whether the proposed candidate is a representative of the shareholder (shareholders) or if that candidate is nominated for the position of a member of the supervisory board - an independent director.

**The Supervisory Board of JSC "PIRAEUS BANK ICB"**

Notification on holding extraordinary General Shareholders Meeting of JSC "PIRAEUS BANK ICB" would be published by No.196 as of 12.10.2018 in official printed edition of NSSMC "Notifications of National Commission on Securities and Stock Market"