

APPROVED
BY THE RESOLUTION OF
THE GENERAL SHAREHOLDERS MEETING
OF JSC PIRAEUS BANK ICB
Minutes # 3/09 dated 01st of September 2014
Chairperson of the General Shareholders Meeting
_____/Vyacheslav Koval/

Bylaw
On the Management Board
of JSC PIRAEUS BANK ICB

1. General Provisions

1.1. Present bylaw is acting in accordance with existing Ukraine legislation and Bank Charter, defines the authority, functions, order of election and activity of the Bank Management Board.

1.2. The Management Board is accountable before the General Shareholders Meeting and the Supervisory Board and is responsible for the performance of the recommendations and requirements established by the resolutions taken by the General Shareholders Meeting and the Supervisory Board. The Management Board is responsible for resolving of all the matters connected with the current activity of the Bank besides the matters belonging to the exclusive competence of the General Shareholders Meeting and the Supervisory Board.

1.3. The Management Board acts on behalf of the Bank within the limits established by the Bank Charter, law, the employment agreement.

1.4. The Management Board is responsible for the management of the current activity of the Bank and controls it according to the main trends of activity and policy established by the resolutions of the Supervisory Board and the General Shareholders Meeting. The Board is accountable before the Supervisory Board and organizes the performance of its resolutions. The Management Board in its activity follows the existing legislation of Ukraine, including the regulatory legal acts of National Bank of Ukraine, Bank Charter, present Regulation and the resolutions of the General Shareholders Meeting and Bank Supervisory Board.

1.5. The Management Board is a joint body and includes at least three members. The Management Board is composed of the Chairperson (Acting Chairperson), Deputy Chairperson and other members of the Management Board. The person that is not the members of the Supervisory Board, Revision Commission may be elected as a Member of the Management Board.

1.6. The Chairperson of the Management Board (Acting Chairperson of the Management Board), Deputy Chairperson other members of the Management Board are elected by the Supervisory Board for the term in 3 (three) years.

1.7. The Members of the Management Board act under the contract which terms and conditions are approved by the Supervisory Board. Such contract on behalf of the Bank is signed by the Head of the Supervisory Board or other person authorized for it by the Supervisory Board.

If as a result of the leaving of the members of the Bank Management Board, their amount becomes less than half from the general quantity of the elected members of the Bank Management Board or is reduced to two persons if three persons were elected as members of the Management Board, the Chairperson or other member of Supervisory Board of the Bank convenes the extraordinary meeting of the Bank Supervisory Board to elect new members of the Bank Management Board instead of the withdrawn ones.

1.8. The Members of the Supervisory Board are entitled to be present at the meetings of the Bank Management Board. Other persons may be present at the meetings of the Management board at the invitation of the Chairperson (Acting Chairperson of the Management Board), Deputy Chairperson of the Management Board or the Member of the Management Board.

2. Authority of the Management Board

2.1. The authority of the Bank Management Board and the list of matters solved by the Management Board jointly are determined by the Bank's Charter, present Bylaw and the law.

2.2. The following is referred to the competence of the Bank Management Board:

2.2.1. to organize the performance of the resolutions of the General Shareholders Meetings and the Supervisory Board of the Bank, to convene the annual General Shareholders Meetings according to the present Charter;

2.2.2. to manage and control the activity of the structural subdivisions and departments of the Bank, to determine the structure of the management and to provide it for the approval by the Bank Supervisory Board;

2.2.3. to take the resolutions on the matters connected with the Bank transactions as well as the matters connected with the concluding of agreements with other banks, clients, accounting and reporting;

2.2.4. to take the decisions on the establishment of the Bank outlets and approval of their regulations;

2.2.5. other matters of the current Bank activity;

2.2.6. to consider and approve the reports (besides the annual) on the operation of the structural subdivisions of the Bank as well as those which consideration is referred to the competence of the other Bank bodies;

2.2.7. according to the existing legislation, to define the scope of information possessing the special access mode;

2.2.8. having taken the resolution on the reduction of the Bank authorized capital, to inform each creditor on such resolution which claims to the Bank are not secured by the collateral, guarantee or pledge within 30 days in writing form;

2.2.9. to provide the Supervisory Board of the Bank with the proposal to conduct the ordinary and extraordinary General Shareholders Meeting and to introduce such proposal to the agenda;

2.2.10. within the order provided by the Bank Charter, to demand convene of the extraordinary General Shareholders Meeting in case of bankruptcy, insolvency proceedings or in case there is a need to perform considerable legal action;

2.2.11. to demand convene of the meeting of the Supervisory Board;

2.2.12. to provide the members of the Bank Revision Commission with the access to the information within the limits provided by the regulation on the Bank Revision Commission;

2.2.13. to take the decisions on the policy matters on the riskiness and profitableness of the Bank activity;

2.2.14. to solve the matter of staff selection, preparation and retraining;

2.2.15. to consider the materials of revisions, Bank audits and to take the decisions on them;

2.2.16. to prepare the annual report and balance sheet of the Bank;

2.2.17. to define the wage conditions and material stimulation of the employees (besides the Members of the Bank Management Board);

2.2.18. to provide the proposal to the Bank Supervisory Board on taking of the resolution to create, reorganize the bank;

2.2.19. to establish the amounts of the interest rates on the active and passive bank transactions as well as the amounts of the commission remunerations for the services rendering by the Bank;

2.2.20. to provide the Members of the Supervisory Board with the information on the legal action performance of which is interesting for the Bank within five days from the moment of receipt of the information on the possibility to perform the legal action, namely:

1) on the subject of the legal action;

2) on the cost of the unit of goods and services if it is provided by the legal action;

3) on the general amount of the legal action to purchase, alienate or to possibly alienate the property, to perform transactions, to render or receive the services;

4) on the person interested into performance of such legal action.

2.2.21. to define the system of the office management in bank, including the general provisions and the order of signing the agreements concluded by the Bank, monetary and

settlement documents and correspondence;

2.2.22. to consider and solve other matters referred to the consideration by the bank Management Board by the managers of the Bank departments and administrations;

2.3. The bank Management board may take the decisions on any matters of the Bank activity, besides the matters referred to the competence of the General Shareholders Meeting and the Supervisory Board of the Bank.

If required the Bank Management board is entitled to take the resolutions on the matters referred to the scope of responsibility of the Bank Committees.

2.4. The resolution of the Bank Management board is compulsory to perform by all the Bank employees in full and within the established terms.

3. Rules and procedures of the operation of the Bank Management Board

3.1. The Meeting of the Management Board is convened by the Chairperson (Acting Chairperson). The Meetings of the Management Board are conducted in case of need but at least once a month. Each Member of the Management Board is entitled to demand to conduct the extraordinary meeting of the Management Board of the Bank to introduce matter into the agenda.

If the Chairperson (Acting Chairperson), Deputy Chairperson or the other Members of the Management Board did not initiate convening of the extraordinary meeting, then such meetings are conducted each first Thursday of the month.

3.2. Organizing of the meetings of the Management Board and maintenance of the minutes' records are entrusted to the Corporate Secretary.

The agenda of the meetings of the Management Board is executed under the proposals of Members of the Management Board, minutes' resolutions of the Management Board, considering the proposals of the heads of the structural Bank subdivisions.

3.3. If required to include the matter to the agenda of the meeting of the Management board, then all the materials for the consideration of the agenda are provided by the Head or the Employee of the structural subdivision of the Bank at least in four working days before the planned date for conducting of the meeting of the Management board to the Corporate Secretary in electronic and paper means. Under the provided materials, the Corporate Secretary makes the agenda at least in two days before the planned date, prepares the draft minutes of the meeting of the Management Board and provides the specified documents to the Chairperson (Acting Chairperson), Deputy Chairperson and to the members of the Management Board together with all the provided materials by e-mail or by paper means.

3.4. The meeting of the Management Board is conducted by the Chairperson (Acting Chairperson), and if the Chairperson (Acting Chairperson) is absent, then it is conducted by Deputy Chairperson or the Member of the Management Board elected at the meeting by the majority of votes of the present Members of the Management Board.

3.5. The Management Board is competent to solve the matter if at least half of all the effective members of the Management Board are present, including the Chairperson (Acting Chairperson). One member of the Management Board has one vote. The resolution is considered to be taken in case more than half of the members of all the half of all the present members of the Board voted for it. If the votes were divided, then the decision is considered to be taken if the Chairperson (Acting Chairperson) voted for it.

3.6. In case of disagreement with the taken decision of the Management Board, the members of the Management Board may inform on their separate viewpoint to the Supervisory Board or to the General Shareholders Meeting. In case the Chairperson (Acting Chairperson) does not agree with the taken decision of the Management Board, he is entitled

to suspend the performance of such resolution and to transfer it to be solved to the Bank Supervisory Board.

3.7. The meeting of the Management Board records the minutes (into the form according to the Annex 1 to the present Bylaw) that is signed by the Chairperson (Acting Chairperson), Deputy Chairperson, all the present Members of the Management board and the Corporate Secretary when voting on all the matters provided into the agenda is over. Having signed the minutes the Corporate Secretary assigns the registration number to the minutes and introduces the information on the minutes to the electronic catalogue. The minutes of the meetings of the Bank Management Board are provided to the members of the Bank Management Board absent at the meeting of the Bank Management Board to study the taken resolutions.

3.8. In case of private meeting of the Management board, the preparation of the materials is performed observing the established rules for the processing of the documents with the limited access.

3.9. The resolutions of the Management board may be taken into the working order. The consideration and signing of the resolutions of the Management Board into the working order is provided by the person initiating the resolution. Having signed the resolution and duly executed the annexes to it (if any), the persons having initiated the resolution transfers it for the registration to the Corporate Secretary. The resolution taken into the working order must be signed by the Chairperson (Acting Chairperson) and all the Members of the Management Board.

4. Chairperson of the Bank Management Board

4.1. The Management Board is headed by the Chairperson (Acting Chairperson). The Chairperson (Acting Chairperson) holds the position having received the written approval of the National Bank of Ukraine. In case of performance of the duties of the Chairperson of the Management Board, the scope of powers of the Acting Chairperson of the Management Board is similar to the scope of powers of the Chairperson of the Management Board, excluding cases of temporary performance of duties due to vacation, business trip, illness or other reason of temporary absence of the person who constantly holds this position.

4.2. Chairperson (Acting Chairperson) of the Bank Management Board manages the functioning of the Bank Management board and is entitled to represent the Bank interests without the Power of Attorney.

4.3. The following matters are within the competence of the Chairperson (Acting Chairperson) of the Bank Management Board:

4.3.1. to convene the meeting and to vote at the meetings of the Bank Management Board;

4.3.2. to issue the orders and other acts on the matters of the Bank activity that are compulsory to the performance by all the Bank employees, excluding the cases when the issue of certain orders and acts is within the competence of the other Bank bodies;

4.3.3. to conclude the legal acts (transactions), agreements (contracts) on behalf of the Bank;

4.3.4. to approve the internal Bank documents regulating the activity of the structural subdivisions of the Bank that define the competence of such structural subdivisions and to solve other matters on the organizational structure of the Bank, besides the matters approved by the present Articles of Association and other internal Bank documents are referred to the competence of the General Meeting and the Supervisory Board of the Bank;

4.3.5. to approve the staffing table;

4.3.6. to organize recording of the minutes of the Bank Management Board and to control the performance of the resolutions of the Bank Management Board;

4.3.7. to establish the credit or other committees to provide the additional measures to manage the Bank risks;

4.3.8. to engage and discharge the Bank employees, to determine the payment conditions for the work of the Bank employees as well as Heads of the branches and representations of the Bank, to define the conditions for the premiums and to impose the penalties;

4.3.9. to issue order on the other matters of the Bank operating activity;

4.3.10. to issue and to sign the Powers of attorney for the right to represent the Bank interests before the third persons;

4.3.11. to perform other authorities on behalf of the Bank.

4.4. In case the Chairperson (Acting Chairperson) of the Bank Management Board cannot perform his powers due to vacation, business trip, illness or other reason of temporary absence, then his powers are performed by Deputy Chairperson or one of the Members of the Bank Management Board under the relevant written order by the Chairperson (Acting Chairperson) of the Bank Management Board, indicating the term during which the Member of the Management Board is entitled to perform the powers, envisaged by p. 4.3.1-4.3.11 of this Bylaw. Thus, a Member of the Board, which performs the powers of the Chairperson (Acting Chairperson) of the Bank Management Board, may enter into transactions and agreements (contracts) on behalf of the Bank of which the market value of property or services that are their object, is not more than 20 million Euros (or the equivalent in another currency).

In case if the market value of property or services that is the object of transactions and agreements (contracts) is more than 20 million Euros (or the equivalent in another currency), the decision on authorization of such deals is approved by the Management Board of the Bank. This decision is formalized into a Minutes, indicating the main conditions of such transaction or agreement (contract) and signed by all Members of the Board and Corporate Secretary. The Chairperson (Acting Chairperson) of the Bank Management Board is entitled to suspend the performance of the resolution in case of disagreement with the resolution taken at the meeting of the Management Board and to transfer it for the consideration of the Supervisory Board of the Bank.

Annex 1 to Bylaw on Management Board of JSC PIRAEUS BANK ICB

MINUTES # ____/____-K

MEETING OF THE MANAGEMENT BOARD

Of JSC PIRAEUS BANK ICB

Kyiv

Present:

« ____ » _____

Members of the Management board:

Chairperson/Acting Chairperson _____
Member of the Management board

Member of the Management board _____
Member of the Management board _____
Member of the Management board _____

Corporate Secretary _____

Agenda:

1.

On the 1 matter:

The following persons were listened to

Voted: "for" unanimously.

Resolved:

1.

2. **control the performance of resolutions to entrust to _____ . Report on the performance of the resolution is to be provided within the term in _____**

Chairperson/(Acting Chairperson) Chairperson

Member of the Management board _____
Member of the Management board _____
Member of the Management board _____
Member of the Management board _____

Corporate Secretary _____

**Acquainted with the minutes of the report of
The PIRAEUS BANK ICB JSC** _____