

APPROVED  
BY THE RESOLUTION OF THE GENERAL SHAREHOLDERS MEETING  
OF JSC PIRAEUS BANK ICB  
Minutes # 01/02 dated 03 February 2010  
Chairperson of the General Shareholders Meeting  
\_\_\_\_\_/Irina Kireeva/

**BYLAWS  
ON THE AUDIT COMMISSION  
OF JSC PIRAEUS BANK ICB**

**Kyiv – 2010**

## **1. General Provisions**

1.1. These Bylaws have been developed pursuant to the applicable law of Ukraine and the Charter of the Bank, and identify authorities, functions, and procedures of election and activities of the Audit Commission of the Bank.

1.2. The Audit Commission of the Bank (hereinafter referred to as Audit Commission) shall be established for the purpose of control over financial and business activities of the Bank.

1.3. The Audit Commission shall be established by the General Meeting of Shareholders.

1.4. The Audit Commission shall be comprised of 3 (three) persons and shall be elected by the General Meeting from among the Shareholders (their representatives) and for the term of three (3) years.

1.5. Members of the Bank's Supervisory Board, the Management Board shall not be entitled to be members of the Audit Commission.

## **2. Functions of the Audit Commission**

2.1. The Audit Commission shall carry out control over financial and business activities of the Bank, validity and expediency of credit and settlement operations (including those in foreign currency), as well as financial and commercial contracts made by the Bank.

2.2. The Audit Commission is authorized to audit financial activities of the Bank, to verify and draw conclusions on annual reports and balance sheets, prepared by the Management Board.

2.3. The Audit Commission shall report audit results to the Supervisory Board and General Meeting of Shareholders. The General Meeting of Shareholders shall not be entitled to approve annual financial statements and balance sheets of the Bank before conclusions are drawn by the Audit Commission.

2.4. The Audit Commission shall:

controls the Bank's compliance with the Ukrainian law and statutory acts of the National Bank of Ukraine;

reviews reports prepared by internal and external auditors and prepares the relevant proposals addressed to the General Shareholders Meeting;

tables proposals concerned with any issues, which fall within the Audit Committee's terms of reference and are related to the Bank's financial security and stability and customer interest protection to the General Shareholders Meeting or the Bank's Supervisory Board.

2.5. The Audit Committee is entitled to submit proposals with regard to the agenda of a General Shareholders Meeting and request that an extraordinary General Shareholders Meeting be convened. The Audit Committee members are entitled to attend meetings of the Bank's Supervisory Board and the Management Board and take part in discussions focused on the agenda items with the right of advisory vote.

2.6. The Audit Committee checks the Bank's financial and economic performance over a fiscal year. The Bank's Management Board assures that access to information is provided to the Audit Committee members as per the Regulations on the Audit Committee.

2.7. Following an audit of the Bank's financial and economic performance over a fiscal year, the Audit Committee draws up a conclusion containing information about confirmation of reliability and completeness of financial statements for a reference period and breaches of the law made while carrying out financial and economic activities, as well as breaches of the accounting and reporting procedure in place.

2.8. The Audit Committee audits the Bank's financial and economic activities upon

instruction from the General Shareholders Meeting, the Bank's Supervisory Board or at the request of a shareholder (shareholders) that cumulatively have more than 10% of votes. The Bank's officials (including the Management Board members) shall submit all required materials, accounting and other documentation and personal clarifications to the Audit Committee. The Bank's Management Board shall submit the Bank's draft annual reports and balance sheets to the Audit Committee.

2.9. The Audit Committee is entitled to engage external and internal experts and auditors in audits and inspections.

2.10. The Audit Committee reports on audit and inspection results to the General Shareholders Meeting or Supervisory Board. The Audit Committee draws up conclusions to the Bank's reports and balance sheets. The General Shareholders Meeting is not entitled to approve the Bank's financial statement without a conclusion of the Audit Committee.

### **3. Electing and Recalling Members of the Audit Commission**

3.1. The Audit Commission shall be elected by the General Meeting of Shareholders in the quantity of 3 (three) persons from among the Shareholders or their representatives and for the term of three (3) years by the way of cumulative voting.

3.2. The members of the Audit Commission shall elect the Chairman of the Audit Commission from

3.3. Members of the Supervisory Board, Management Board and Bank's employees shall not be entitled to be members of the Audit Commission.

3.4. In the case that, within the term of authorities thereof, any member of the Audit Commission terminates performance of his/her functions, he/she shall have to notify the Supervisory Board and Audit Commission one month before termination of his/her work in the Audit Commission. In such case, at the next General Meeting of Shareholders the replacement of the resigned member of the Audit Commission shall be carried out.

If as a result of a resignation the total amount of members of the Audit Commission becomes less than one-half of the members elected to the Audit Commission, the Bank's Supervisory Board shall call an Extraordinary General Meeting of Shareholders to elect new members of the Audit Commission to replace the member(s) that resigned.

### **4. Operation order of Audit Commission**

4.1. The Audit Committee meetings are held as required but not less than once a year.

4.2. Extraordinary meetings of the Audit Committee may be convened by the Supervisory Board or on initiative of shareholders that have more than 10% of votes.

4.3. Decisions of the Audit Committee are approved by majority of votes of its members.