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the Ukrainian language version shall prevail

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JOINT STOCK COMPANY
“FIRST UKRAINIAN INTERNATIONAL BANK”
(JSC “FUIB”)
Kyiv

APPROVED
by the decision of the Supervisory Board of
JSC “FUIB”
Minutes No. 385 of 19.04.2022

Chairman of the Supervisory Board

_____ **Oleg POPOV**

**REGULATIONS
ON COLLEGIAL BODY
“RENUMERATION AND NOMINATIONS COMMITTEE OF
THE SUPERVISORY BOARD OF JOINT STOCK COMPANY
“FIRST UKRAINIAN INTERNATIONAL BANK”**

Kyiv 2022

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	COMMERCIALY CONFIDENTIAL	Version 2.0
	5. Corporate governance	
	REGULATIONS ON COLLEGIAL BODY “REMUNERATION AND NOMINATIONS COMMITTEE OF THE SUPERVISORY BOARD OF JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK”	

TABLE OF CONTENTS

1. GENERAL PROVISIONS.....	3
2. TERMS, DEFINITIONS AND ABBREVIATIONS.....	3
3. PURPOSE, COMPETENCE AND FUNCTIONS OF THE COMMITTEE	3
4. RIGHTS AND OBLIGATIONS OF THE COMMITTEE AND ITS MEMBERS	5
5. COMPOSITION AND PROCEDURE FOR FORMING THE COMMITTEE	6
6. CHAIRPERSON OF THE COMMITTEE	7
7. SECRETARY OF THE COMMITTEE	7
8. PROCEDURE OF MEETINGS AND DECISION-MAKING OF THE COMMITTEE	8
9. PROCEDURE FOR THE COMMITTEE REPORTING TO THE SUPERVISORY BOARD ..	10
10. DOCUMENT REVISION PROCEDURE	10
11. LIST OF INTERRELATED DOCUMENTS	11
12. REVISION HISTORY	11

	COMMERCIALLY CONFIDENTIAL	Version 2.0
	5. Corporate governance	
	REGULATIONS ON COLLEGIAL BODY “REMUNERATION AND NOMINATIONS COMMITTEE OF THE SUPERVISORY BOARD OF JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK”	

1. General provisions

1.1. These Regulations are drawn up according to the Law of Ukraine “On Joint Stock Companies”, the Law of Ukraine “On Banks and Banking Activities”, “Methodical Recommendations on Organization of Corporate Governance in Banks of Ukraine” approved by the NBU Board decision No. 814-rsh of 03.12.2018, “Regulations on Financial Monitoring by Banks” approved by the NBU Board resolution No. 65 of 19.05.2020, other regulatory legal acts of Ukraine, as well as the Charter of Joint Stock Company “FIRST UKRAINIAN INTERNATIONAL BANK” (hereinafter referred to as the “Bank”).

1.2. These Regulations define status, tasks and functions of the Remuneration and Nominations Committee of the Supervisory Board (hereinafter referred to as the “Committee”), rights and obligations of its members, procedure for organizing work and decision-making by the Committee, procedure for interaction of the Committee with the Supervisory Board and other bodies of the Bank.

1.3. The Committee is not the Bank's governing body, and the Bank does not assume civil rights and obligations through the Committee. The Committee is fully accountable to the Supervisory Board of the Bank in its activities.

2. Terms, definitions and abbreviations

Bank means JSC “FUIB”, JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK”.


Collective suitability means that the members of the Bank's Board, members of the Bank's Management Board have general/cumulative knowledge, skills, professional and managerial experience to the extent necessary (sufficient) to understand all aspects of the Bank's activities, properly assess the risks that the Bank may be exposed to, make informed decisions, as well as to ensure effective management and control over the Bank's activities as a whole, taking into account the functions assigned to such a body by law, the Bank's Charter and its internal documents.

Heads of control units are managers, who perform the functions of Chief Risk Officer and Chief Compliance Officer, Director of the Internal Audit Department.

3. Purpose, competence and functions of the Committee

3.1. The Committee is established for the purpose of preliminary examination and preparation of issues for consideration by the Supervisory Board of the Bank that are related to formation of personnel policy for the selection of highly qualified managers of the Bank; development of principles and criteria for determining the amount of remuneration and compensation paid to managers and other persons performing managerial functions, development of a transparent incentive system.

Members of the Committee shall have the appropriate knowledge, skills and professional experience necessary to perform their functions.

	COMMERCIALLY CONFIDENTIAL	Version 2.0
	5. Corporate governance	
	REGULATIONS ON COLLEGIAL BODY “REMUNERATION AND NOMINATIONS COMMITTEE OF THE SUPERVISORY BOARD OF JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK”	

3.2. Functions of the Committee include:

3.2.1. regarding nominations and termination of powers/dismissal:

1) monitoring of the development and periodic review of the Bank's policy (internal regulations) on appointments;

2) provision of the Supervisory Board with recommendations on candidates for the position of a member of the Supervisory Board and the Management Board of the Bank, managers performing the functions of the Chief Risk Officer and Chief Compliance Officer, responsible employee of the Bank for financial monitoring, as well as their preliminary approval before appointment by the Supervisory Board;

3) monitoring of the activities of the Bank's Management Board and provision of recommendations to improve the activities of the Management Board;

4) annual assessment of members of the Supervisory Board, Management Board, heads of control units, responsible employee of the Bank for financial monitoring for compliance with qualification requirements, and independent members of the Supervisory Board – also with the requirements for independence and submission of a report thereon to the Supervisory Board of the Bank;


5) annual assessment of the effectiveness of the Management Board, the Supervisory Board of the Bank as a whole (which includes assessment of the structure, size, composition of the collegial body) and each member of the Management Board, the Supervisory Board of the Bank in particular, committees of the Supervisory Board of the Bank, provision of recommendations to the Supervisory Board of the Bank on necessary changes based on the results of the assessment;

6) assessment of the collective suitability of the Management Board, the Supervisory Board of the Bank for compliance with the size of the Bank, complexity, volumes, types, nature of operations performed by the Bank, organizational structure and risk profile of the Bank, taking into account the specifics of the Bank's activities as systemically important (if such status exists) and/or the activities of the banking group, which includes the Bank, as well as provision of recommendations to the Supervisory Board on improving the operating principles of the Management Board, the Supervisory Board of the Bank based on the results of the assessment;

7) development of a succession plan for the positions of the Chairman and members of the Supervisory Board, the Management Board of the Bank, ensuring that the Management Board has a proper succession plan for other persons performing managerial functions in the Bank, submission of proposals to shareholders regarding candidates for the positions of members of the Supervisory Board of the Bank according to the Bank's internal regulations;

8) provision of the Bank's Supervisory Board with recommendations on the personal composition of each of its committees, assessment of the necessary time to be spent on performing the duties of the Chairperson or member of the Committee, as well as on periodic rotation of members of the Bank's Supervisory Board between the committees of the Supervisory Board;

9) monitoring of the development and provision of the rules (code) of ethical conduct of the Bank officials to the Bank's Supervisory Board for approval, which, in particular, regulates issues of conflicts of interest, confidentiality, straight dealing, protection and proper use of the Bank's assets, compliance with the requirements of legislation and internal regulations, as well as the need to provide the Bank's Supervisory Board with information about any known facts of violations of legal requirements or ethical standards;

	COMMERCIALLY CONFIDENTIAL	Version 2.0
	5. Corporate governance	
	REGULATIONS ON COLLEGIAL BODY “REMUNERATION AND NOMINATIONS COMMITTEE OF THE SUPERVISORY BOARD OF JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK”	

10) control over the implementation and provision of recommendations on orientation and training programs for members of the Supervisory Board and the Management Board of the Bank necessary for effective performance of their duties within the framework of the corporate governance model introduced in the Bank;

3.2.2. regarding determination of remuneration:

1) monitoring of the development and periodic review of the Bank's remuneration policy (internal regulations), remuneration principles and criteria;

2) provision of recommendations to the Supervisory Board of the Bank on formation of the Bank's remuneration system and ensuring compliance of remuneration with the risk management culture, the Bank's strategy, the approved Bank's exposure to risk, financial results and internal control system, as well as requirements of the legislation of Ukraine for the Supervisory Board to take into account both the interests of recipients of remuneration and long-term interests of Bank participants, investors and other stakeholders when forming the remuneration system;

3) submission of proposals to the Supervisory Board of the Bank regarding remuneration of members of the Bank's Management Board, managers, who perform the functions of the Chief Risk Officer and Chief Compliance Officer, responsible employee of the Bank for financial monitoring, ensuring their consistency with the remuneration policy adopted by the Bank and its compliance with assessment of the work of these persons;

4) submission of proposals to the Supervisory Board of the Bank regarding the terms of contracts concluded with members of the Bank's Management Board, managers, who perform the functions of the Chief Risk Officer and Chief Compliance Officer, responsible employee of the Bank for financial monitoring, including the conditions for their early termination (if a decision is made to conclude a contract);

5) submission of proposals to the Supervisory Board of the Bank regarding key performance indicators (KPIs), main goals and objectives for the Chairman and members of the Management Board of the Bank, managers, who perform the functions of Chief Risk Officer and Chief Compliance Officer (based on previous recommendations of the Risk Management Committee of the Supervisory Board);

6) according to the Bank's internal regulations, provision of general recommendations and proposals to the Bank's Management Board and the Supervisory Board regarding the level and structure of remuneration, incentives for persons, who perform managerial functions in the Bank;


7) approval of the report on remuneration of members of the Supervisory Board/Management Board of the Bank.

The Committee shall examine the policy of the Bank's Management Board regarding selection and appointment of persons, who perform managerial functions in the Bank.

4. Rights and obligations of the Committee and its members

4.1. For exercising their functions, the Committee and its members shall have the following rights:

1) to request, within their competence, documents, reports, explanations and other information from members of the Supervisory Board, the Management Board, other committees established in the Bank, the Compliance Control Unit, the corporate secretary and other employees of the Bank;

	COMMERCIALLY CONFIDENTIAL	Version 2.0
	5. Corporate governance	
	REGULATIONS ON COLLEGIAL BODY “REMUNERATION AND NOMINATIONS COMMITTEE OF THE SUPERVISORY BOARD OF JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK”	

2) to invite members of the Supervisory Board of the Bank, the Management Board of the Bank, including the Deputy Chairman of the Management Board for risk management (CRO), other committees established in the Bank, the Director of the Internal Audit Department, the Head of the Compliance Control Unit (CCO), the Corporate secretary and other persons to their meetings or to consider a certain issue, if necessary, without the right to vote;

3) to use the services of external experts and consultants according to the established procedure within the limits of funds provided for in the Bank's budget for the current year;

4) to participate in monitoring and verifying the implementation of decisions and instructions of the Bank's Supervisory Board within their authority;

5) to develop and make proposals for amendments and additions to these Regulations;

6) to develop and submit draft documents related to the Committee's activities for approval by the Bank's Supervisory Board;

7) to demand convocation of the Committee meeting and place a question on the agenda of the Committee meeting;

8) to demand inclusion of their written dissenting opinion to the minutes of the Committee meeting;

9) to terminate their powers prematurely by sending a corresponding statement to the Chairman of the Bank's Supervisory Board and the Chairperson of the Committee;

10) to enjoy other rights necessary for exercise of the powers assigned to them.

In order to improve the activities of the Bank's Supervisory Board, the Committee may also provide recommendations to the Bank's Supervisory Board, which it deems appropriate, in any area within the Committee's competence.

4.2. The Committee and its members shall:

1) carry out their activities without prejudice, honestly and in good faith according to these Regulations, in the interests of shareholders and the Bank as a whole;

2) devote sufficient time to effectively perform their duties;

3) participate in the work of the Committee and attend its meetings in presentia;

4) report to the Bank's Supervisory Board on the results of their activities at least once a year;


5) observe confidentiality of information received during the course of the Committee's activities;

6) notify the Bank's Supervisory Board of any changes in their status as an independent director or a conflict of interest in connection with decisions to be taken by the Committee.

5. Composition and procedure for forming the Committee

5.1. Election of the Chairperson and members of the Committee, as well as early termination of their powers shall fall within the competence of the Bank's Supervisory Board. The Committee shall consist of members of the Bank's Supervisory Board, who have necessary professional knowledge to work in the Committee.

The decision to establish and liquidate the Committee shall be made by a majority vote of the members of the Bank's Supervisory Board, who participate in the meeting and have the right to vote.

	COMMERCIALLY CONFIDENTIAL	Version 2.0
	5. Corporate governance	
	REGULATIONS ON COLLEGIAL BODY “REMUNERATION AND NOMINATIONS COMMITTEE OF THE SUPERVISORY BOARD OF JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK”	

In case of equal distribution of votes among members of the Supervisory Board of the Bank during the decision-making, the vote of the Chairman of the Supervisory Board shall be casting.

5.2. The Committee shall consist of at least three members, two of which are independent directors. The Chairperson of the Committee shall be elected from among the independent directors. The Chairman of the Bank's Supervisory Board may not be the Chairperson of the Committee.

5.3. The Chairperson and members of the Committee shall be elected by the Bank's Supervisory Board by a simple majority vote.

5.4. The Committee may not include the Chairman, members of the Management Board and employees of the Bank. Members of the Management Board/ employees of the Bank may participate in the Committee meetings as invited persons.

5.5. The term of office of the Committee members shall coincide with the term of their powers as members of the Bank's Supervisory Board.

5.6. The Committee may be prematurely dissolved by a decision of the Bank's Supervisory Board.

6. Chairperson of the Committee

6.1. The Chairperson of the Committee shall organize the work of the Committee headed, i.e.:

1) convene meetings of the Committee, determine the format, date, time of meetings and chair them;

2) approve the agenda of the Committee meetings;

3) organize taking of minutes of the Committee meetings;

4) organize discussion of issues at the Committee meetings, as well as hear the opinions of persons invited to participate in the meeting;

5) maintain constant contacts with members of the Bank's Supervisory Board, members of the Bank's Management Board, and structural subdivisions of the Bank in order to obtain the most complete and reliable information necessary for the Committee to make decisions and in order to ensure their effective interaction with the Bank's Supervisory Board;


6) distribute responsibilities among its members, give them and the Secretary of the Committee instructions related to examination and preparation of issues for consideration at the Committee meeting;

7) ensure and coordinate implementation of the Committee's decisions;

8) develop and approve the Committee's work plan for the current year, as well as the schedule of the Committee meetings (hereinafter referred to as the Schedule), taking into account the schedule of meetings of the Supervisory Board, monitor implementation of decisions and instructions of the Committee;

9) ensure organization of registration and storage of documentation on the Committee's work, including minutes of meetings with the agenda, decisions of the Committee.

7. Secretary of the Committee

	COMMERCIALLY CONFIDENTIAL	Version 2.0
	5. Corporate governance	
	REGULATIONS ON COLLEGIAL BODY “REMUNERATION AND NOMINATIONS COMMITTEE OF THE SUPERVISORY BOARD OF JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK”	

7.1. The Secretary of the Committee may be appointed by decision of the Committee. The Secretary of the Committee shall not be a member of the Committee and perform organizational and technical functions, as well as ensure settlement of procedural matters of the Committee's activities and interaction of the Committee with other bodies of the Bank.

7.2. The Secretary of the Committee shall ensure:

- 1) preparation and holding of the Committee meetings;
- 2) collection and systematization of materials for the meetings;
- 3) timely sending of notifications to members of the Committee and invited persons about holding of the Committee meetings, the agenda of meetings, materials related to items on the agenda;
- 4) record-keeping at the meetings, as well as further storage of minutes of the Committee meetings;
- 5) as necessary, issue extracts from the Committee's minutes, as well as maintain a list of responsible persons and deadlines for implementing the Committee's decisions;
- 6) analysis of instructions of the Bank's Supervisory Board that fall within the competence of the Committee;
- 7) performance of other functions on instructions from the Chairperson or other members of the Committee.


8. Procedure of meetings and decision-making of the Committee

8.1. Meetings of the Committee shall be held as deemed necessary, but not less than two meetings per year, according to the schedule approved by the Bank's Supervisory Board (regular meetings). If necessary, the Committee shall hold extraordinary meetings.

8.2. Meetings of the Committee shall be convened by the Chairperson of the Committee on his/her own initiative, at the request of a member of the Bank's Supervisory Board, by a decision of the Bank's Supervisory Board or by a decision of the Bank's Management Board.

8.3. Members of the Supervisory Board of the Bank, who are not members of the Committee, the Chairman of the Management Board of the Bank, members of the Management Board of the Bank, including the Deputy Chairman of the Management Board for risk management (CRO), the Director of the Internal Audit Unit, the Head of the Compliance Control Unit (CCO), and other employees of the Bank may be invited to attend the meeting of the Committee. If necessary, experts and consultants with the necessary professional knowledge can be involved in the Committee's work.

8.4. Any member of the Supervisory Board of the Bank, the Chairman of the Management Board of the Bank, a member of the Management Board of the Bank, including the Deputy Chairman of the Management Board for risk management (CRO), the Director of the Internal Audit Unit, the Head of the Compliance Control Unit (CCO), as well as experts and consultants involved in the work can approach the Chairperson of the Committee with a proposal to consider any issue that falls within the competence of the Committee. The issue may be considered either at the next scheduled meeting of the Committee or, if the issue is of particular importance and its consideration is urgent, at an extraordinary meeting of the Committee.

	COMMERCIALLY CONFIDENTIAL	Version 2.0
	5. Corporate governance	
	REGULATIONS ON COLLEGIAL BODY “REMUNERATION AND NOMINATIONS COMMITTEE OF THE SUPERVISORY BOARD OF JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK”	

8.5. The agenda of the Committee meeting shall be determined by the Chairperson of the Committee. In addition, any member of the Committee may initiate inclusion of an additional issue in the agenda that is related to the functions of the Committee. By mutual agreement of the Committee members, the agenda may be changed and supplemented. If necessary, the Committee may refuse to discuss the issues specified in the agenda of the current meeting in favour of other issues that are of the highest priority, by the majority decision of the Committee members.

8.6. If the Committee member has a personal interest in considering an issue on the Committee's agenda, this information shall be disclosed at the Committee meeting.

8.7. The Committee shall operate on the principle, according to which during consideration of a compensation package for the Bank's management the head, whose compensation package is being considered, is not present at the Committee meeting.

8.8. The Secretary of the Committee shall notify members of the Committee and invited persons about the Committee meeting as well as send the necessary materials to the Committee members at least 3 (three) business days before the date of the meeting in the manner agreed by the members of the Committee.

8.9. A meeting of the Committee shall be duly constituted (there is a quorum) if two-thirds of the Committee members participate therein.

8.10. Meetings of the Committee can be held by direct presence of the Committee members in a certain place or remotely via telephone and/or videoconference (interactive audiovisual communication), conference communication (simultaneous conversation of the Committee members in the “telephone meeting” mode) or using special electronic means, which is equal to personal presence. Decisions of the Committee may be taken by absentee voting (written polling or other technical means of communication).


8.11. The Committee meetings shall be chaired by the Chairperson. During the meeting, opinions of the Committee members and persons invited to the Committee meeting on the items on the agenda shall be heard.

8.12. All decisions of the Committee shall be made by a majority vote of the members, who participate in the Committee meeting. When making decisions, each member of the Committee shall have one vote.

The Chairperson of the Committee (a member of the Committee, who temporarily performs the Chairperson's duties) shall have the casting vote in case of equal distribution of votes of the Committee members when the Committee makes a decision.

8.13. The Chairperson of the Committee may temporarily delegate powers to another member of the Committee if the Chairperson cannot attend the meeting, whereof the Chairperson of the Committee informs other members of the Committee. A member of the Committee, to whom the powers of the Chairperson of the Committee are delegated, shall have one vote when the Committee makes decisions.

8.14. The Committee shall make a decision within the framework of the issues referred to it for examination and preparation in order to make an appropriate decision by the Bank's Supervisory Board

	COMMERCIALLY CONFIDENTIAL	Version 2.0
	5. Corporate governance	
	REGULATIONS ON COLLEGIAL BODY “REMUNERATION AND NOMINATIONS COMMITTEE OF THE SUPERVISORY BOARD OF JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK”	

by drawing up a draft decision of the Supervisory Board and include it in the minutes of the Committee meeting.

8.15. Decisions of the Committee in the form of a draft decision of the Bank's Supervisory Board shall be sent by e-mail to the Secretary of the Bank's Supervisory Board (the Corporate secretary of the Bank) for inclusion in the agenda of the regular (extraordinary) meeting of the Bank's Supervisory Board.

8.16. The Bank's Supervisory Board may make a reasoned decision to reject the draft decision of the Supervisory Board proposed by the Committee. As a result of rejection, the issue shall be sent for reconsideration by the Committee.

8.17. Decisions of the Committee shall be recorded in the minutes prepared by the Secretary of the Committee. The minutes of the meeting shall be previously agreed with all members of the Committee present at the meeting. The minutes shall be signed by the Chairperson of the Committee meeting and the Secretary of the Committee.

The minutes of the Committee meeting shall contain:

- 1) date, place and time, format of the Committee meeting;
- 2) a list of members of the Committee, who participated in the meeting, as well as a list of other persons, who attended the meeting of the Committee;
- 3) an agenda of the Committee meeting;
- 4) information about quorum;
- 5) a speaker and a brief overview of the issues under consideration, key proposals of the Committee members on the agenda items;
- 6) a dissenting opinion of a member of the Committee that differs from that of the majority (if any);
- 7) issues put to a vote, results of roll-call voting on them, all decisions taken with the proposed draft decision of the Bank's Supervisory Board.


8.18. The minutes shall be kept by the Secretary of the Committee, who should ensure access to the minutes of the Committee as well as materials considered at the Committee meetings to all members of the Committee and members of the Supervisory Board of the Bank.

9. PROCEDURE FOR THE COMMITTEE REPORTING TO THE SUPERVISORY BOARD

9.1. The Committee shall regularly, but at least once a year, report to the Bank's Supervisory Board on the results of its activities.

Every year, at the meeting of the Bank's Supervisory Board, which reviews the results of the Bank's Supervisory Board's activities for the reporting year, the Chairperson of the Committee shall submit a report on the Committee's activities to the Supervisory Board.

9.2. The data provided in the report on the Committee's activities shall contain information about the personal composition of the Committee, the number of meetings of the Committee and its main activities.

	COMMERCIALLY CONFIDENTIAL	Version 2.0
	5. Corporate governance	
	REGULATIONS ON COLLEGIAL BODY “REMUNERATION AND NOMINATIONS COMMITTEE OF THE SUPERVISORY BOARD OF JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK”	

The report on the Committee's activities shall be posted on the Bank's external website within three business days after its approval by the Bank's Supervisory Board.

9.3. At the instruction of the Bank's Supervisory Board, the report may also disclose other information.

9.4. The Chairperson of the Committee and the Secretary of the Committee shall organize preparation of the information about the results of the Committee's work for inclusion in the report of the Bank's Supervisory Board and the Bank's annual report.

10. Document revision procedure

10.1. These Regulations shall be updated at least once a year. The Chairperson of the Committee shall be responsible for update hereof.

10.2. These Regulations shall come into force from the moment of approval by the Bank's Supervisory Board.

Amendments and additions to these Regulations shall be approved by the Bank's Supervisory Board and formalized by a new version of the Regulations.

Adoption of a new version of the Regulations shall automatically lead to termination of the previous document.

10.3. In case of non-compliance of any part of these Regulations with the current legislation of Ukraine, regulations of the National Bank of Ukraine, the current version of the Bank's Charter or the Regulations on the Supervisory Board of the Bank, including due to adoption of new instruments of legislation in Ukraine or regulations of the National Bank of Ukraine, these Regulations will be valid only to the extent allowed by the current legislation of Ukraine, regulations of the National Bank of Ukraine, the current version of the Bank's Charter or the Regulations on the Supervisory Board of the Bank.


11. List of interrelated documents

11.1. Charter of JSC “FUIB”

11.2. Regulations on the Supervisory Board of JSC “FUIB”.

12. Revision history

Date	Author	Description of changes
14.03.2019	T. Kostiuchenko	New document
	T. Kostiuchenko	Version No. 2. The functions of the Committee are described in detail according to the amendments to the Law of Ukraine “On Banks and Banking Activities” and regulations of the NBU

	COMMERCIALY CONFIDENTIAL	Version 2.0
	5. Corporate governance	
	REGULATIONS ON COLLEGIAL BODY “REMUNERATION AND NOMINATIONS COMMITTEE OF THE SUPERVISORY BOARD OF JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK”	

12.1. From the date of approval of this version of the Regulations by the Supervisory Board of JSC “FUIB”, the Regulations “On Renumeration and Nominations Committee” approved by the decision of the Supervisory Board of JSC “FUIB”, minutes No. 313 of 14.03.2019 (ID: 2DC8D3B1AC1A5334C225882C002C5FD9), shall become invalid.

I read and understood the Regulations “On Renumeration and Nominations Committee”:

Entry No.	Full name of the Chairperson/ member	Signature
1.	K. Stalker	
2.	O. Popov	
3.	V. Mihov	