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the Ukrainian language version shall prevail

APPROVED
by the decision of the Annual General Meeting of
Shareholders of
JOINT STOCK COMPANY
“FIRST UKRAINIAN INTERNATIONAL BANK”
dated 28.04.2023 (Minutes No. 89)

REGULATIONS
ON THE GENERAL MEETING OF SHAREHOLDERS OF
JOINT STOCK COMPANY
“FIRST UKRAINIAN INTERNATIONAL BANK”
(REVISED VERSION)

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Section 1. GENERAL PROVISIONS

1.1. Regulations on the General Meeting of Shareholders of JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK” (hereinafter referred to as the “**Regulations**”) are developed according to the provisions of 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, other instruments of the Ukrainian legislation and the Charter of JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK” (hereinafter referred to as the “**Bank**”).

1.2. The Regulations define the legal status of the General Meeting of Shareholders of the Bank (hereinafter – “**General meeting**”), the procedure for convening and holding the General Meeting, as well as its decision-making.

1.3. These Regulations shall be approved by the General Meeting and may be amended and/or supplemented by a decision of the General Meeting.

Section 2. LEGAL STATUS OF THE GENERAL MEETING

2.1. The General Meeting of the Bank is the highest governance body of the Bank.

2.2. In its activities, the General Meeting of the Bank shall be guided by the legislation, in particular, the regulations of the National Bank of Ukraine (hereinafter – “**legislation of Ukraine**”), the Bank's Charter, as well as these Regulations.

2.3. General meetings can be annual or extraordinary. All general meetings, except annual ones, shall be considered extraordinary.

2.4. The annual general meeting shall be held no later than April 30 of the year following the reporting year.

2.5. The agenda of the annual general meeting shall include issues stipulated by the legislation of Ukraine and the Bank's Charter.

Section 3. COMPETENCE OF THE GENERAL MEETING

3.1. The competence of the General Meeting shall be determined by the legislation of Ukraine and the Bank's Charter.

3.2. The General Meeting, as the highest governance body of the Bank, may consider and resolve any issues related to the Bank's activities, except for those that are referred to the exclusive competence of the Bank's Supervisory Board by law or the Charter. In addition, the Management Board of the Bank shall have the right to make a decision on submitting any issue that is referred to the exclusive competence of the Supervisory Board of the Bank by law or the Charter to the General Meeting, if the Supervisory Board of the Bank is not formed in the composition minimum required according to the legislation of Ukraine. The General Meeting of the Bank may consider the issue and make a decision thereon.

Decisions of the General Meeting shall be binding on all management bodies, officials, managers and employees of the Bank.

3.3. The authority to resolve issues falling within the exclusive competence of the General Meeting may not be delegated to other bodies of the Bank.

Section 4. FORMAT OF GENERAL MEETINGS

4.1. The General meetings can be held by:

1) in-person voting (hereinafter referred to as the physical General meeting) with the joint attendance of shareholders (their representatives) on the day and time of the General meeting at the place of its holding or by electronic absentee voting by means of an authorized electronic system according to the procedure established by law for discussion and decision-making on items on the agenda;

2) electronic voting (hereinafter referred to as the electronic General meeting) by electronic absentee voting of shareholders using an authorized electronic system according to the procedure established by law and these Regulations;

3) polling (hereinafter referred to as remote General meeting) by remotely filling out bulletins by shareholders and sending them to the Bank through the depository system of Ukraine according to the procedure established by the legislation and these Regulations.

4.2. The party convening the General meeting may decide to hold a remote General meeting if it is impossible to hold a physical or electronic General meeting or if the interests of shareholders require it.

Section 5. PROCEDURE FOR CONVENING THE GENERAL MEETING

5.1. The General meeting shall be convened by the Supervisory Board or shareholders of the Bank.

5.2. The Annual general meeting shall be convened by the Supervisory Board solely on its own initiative. Extraordinary general meetings shall be convened by the Supervisory Board on its own initiative or within 10 days from the date of receiving the request for convocation thereof.

5.3. The procedure for convening the General meeting shall provide for:

- 1) making a decision on convocation of the General Meeting and choosing one of its formats;
- 2) determination of the date for making a list of shareholders, who should be notified of the General meeting and have the right to participate in the General meeting;
- 3) approval of the draft agenda of the General meeting;
- 4) approval of the notice of holding the General meeting;
- 5) election of the following by the party convening the General meeting:
 - the person, who will chair the General meeting, and the person, who will perform the functions of the Secretary of the General meeting;
 - personal composition of the registration commission;
 - personal composition of the temporary counting commission (in case of holding the physical general meetings) and the counting commission (when holding the remote general meetings);
- 6) notification of shareholders on holding the General meeting;
- 7) disclosure of information about the General meeting on the Bank's website (on the website specified in the notice of the General meeting);
- 8) posting a notice of holding the General meeting in the database of the entity engaged in disclosure of regulated information on behalf of participants in capital markets and professional participants in organized commodity markets;
- 9) submission of proposals by shareholders on issues included in the draft agenda of the General meeting, approval of the agenda of the General meeting;
- 10) if changes are made to the draft agenda of the General meeting, notification of shareholders on the relevant changes;
- 11) other actions provided for by law.

5.4. When approving the agenda of the General meeting, the party that convenes the General meeting shall determine whether the issues included in the agenda are interrelated or not. Presence of interrelation between the issues on the agenda of the General meeting shall mean that it is impossible to count votes and make a decision on one issue on the agenda if decision has not been made or a mutually exclusive decision has been taken on the previous (one of the previous) issue(-s) on the agenda. When holding the physical General meeting, the issue on the agenda, in respect of which interrelation is determined, shall not be put to a vote if a decision has not been taken or a mutually exclusive decision has been made on the previous (one of the previous) issue(-s) on the agenda of the General meeting.

In case of the physical or electronic General meeting, after approval of the agenda the party convening the General meeting shall designate the person(-s) authorized to interact with the authorized electronic system in connection with the General meeting.

5.5. A written notice of the General meeting and a draft agenda shall be sent to each shareholder listed in the list of shareholders or delivered to the shareholder in person in any way that allows confirming the fact of sending/serving such notice.

If the party convening the General meeting is the Supervisory Board, notices of the General meeting and the draft agenda shall be sent to shareholders in the manner determined by the Supervisory Board. When the General meeting is convened by shareholders (shareholder), notices of the General meeting and the draft agenda shall be sent to shareholders through the depository system of Ukraine.

The Joint Stock Company shall post the information provided by law on its website and shareholders convening the General Meeting – on the website specified in the notice of the General meeting.

Notice of the General meeting shall be additionally placed in the database of the entity engaged in disclosure of regulated information on behalf of participants in capital markets and professional participants in organized commodity markets.

Notices of the General meeting shall be sent and made public no later than 30 days before the date of holding thereof (in case provided by clause 12.7 of these Regulations – no later than 15 days before the date of the General meeting).

5.6. The notice of the General meeting shall specify:

- 1) identification code, full name and location of the Bank;

- 2) date and time of the start of the General meeting and in case of physical General meetings – also the venue thereof (indicating the number of room, office or hall where shareholders should arrive, etc.);
- 3) format of the General meeting;
- 4) start and end time of registration of shareholders for participation in the General meeting;
- 5) date of making a list of shareholders entitled to participate in the General meeting;
- 6) draft agenda and draft decisions (except for cumulative voting) on each issue included in the draft agenda;
- 7) address of the Bank's website where the information provided by law is posted;
- 8) procedure for familiarizing shareholders with the materials that they can get acquainted with during preparation for the General meeting (in particular, a certain place for familiarization (number of room, office, etc.) is indicated as well as an official of the Bank (in case if the General meeting is convened by shareholders – a person designated by such shareholders) responsible for the procedure for familiarizing shareholders with the documents);
- 9) information about the rights granted to shareholders according to the legislation, which they can exercise after receiving notice of the General meeting, as well as period, during which such rights can be exercised;
- 10) procedure for shareholders to submit proposals to the draft agenda of extraordinary general meetings;
- 11) procedure for participation and voting at the General meeting by proxy.

5.7. When holding an electronic General meeting, the notice shall additionally indicate the date and time of the start and end of voting using an authorized electronic system.

When holding the remote General meeting, the notice shall additionally indicate the date and time of the start and end of sending voting bulletins to the depository institution.

5.8. Each shareholder may make proposals on issues included in the draft agenda of the General meeting, as well as on new candidates for the Supervisory Board, number of which may not exceed its quantitative composition.

The Supervisory Board shall have the right to make proposals on issues included in the draft agenda of the General meeting.

Proposals shall be submitted no later than 20 days before the date of the General meeting, and for candidates to the Supervisory Board – no later than 7 days before the date of the General meeting. Proposals for including new issues in the draft agenda of the General meeting shall contain relevant draft decisions on these issues (except for cumulative voting). Proposals for candidates for members of the Bank's Board shall contain information about whether the proposed candidate is a representative of the shareholder(-s) or whether the candidate is proposed for the position of a member of the Bank's Board as an independent director. Such information shall be included in the cumulative voting bulletin opposite the name of the corresponding candidate.

The proposal shall be signed by the shareholder (representative of the shareholder) submitting it. If the proposal is signed by the shareholder's representative, a document confirming the representative's authority shall be attached to the proposal.

The proposal to the draft agenda of the General meeting of the Bank shall be sent in writing indicating the details of the shareholder submitting it, the number, type and/or class of shares belonging to the latter, the content of proposal, which may include new issues to the draft agenda and/or new draft decisions, as well as the number, type and/or class of shares belonging to the candidate proposed by such shareholder to the Supervisory Board of the Bank.

The party convening the General meeting shall decide to include proposals in the draft agenda (new issues on the agenda and/or new draft decisions on the agenda items) and approve the agenda no later than 15 days before the date of the General meeting, and in respect of candidates for the Supervisory Board – no later than 4 days before the date of the General meeting.

5.9. Proposals of shareholders (shareholder) that in aggregate own (owns) 5 or more percent of the voting shares as well as proposals of the Supervisory Board shall be subject to mandatory inclusion in the draft agenda of the General meeting. In this case, the decision of the party convening the General meeting to include the issue in the draft agenda shall not be taken and the proposal shall be considered included in the draft agenda if it is submitted in compliance with the requirements of clause 5.8. of these Regulations.

Proposals of shareholders to the draft agenda of the General meeting shall be made only by introducing new draft decisions on issues included in the draft agenda and new issues together with draft decisions on these issues as well as by including candidates proposed by shareholders to the Supervisory Board in the list of candidates put to a vote at the General meeting. The Bank may not change issues or draft decisions proposed by shareholders or information about candidates for the Bank's Supervisory Board.

5.10. A decision to refuse to include the proposals of shareholders (shareholder) that in aggregate own (owns) 5 or more percent of voting shares in the draft agenda of the General meeting may be made only in the following cases:

- 1) failure of shareholders to comply with the deadline set out in clause 5.8. of these Regulations;
- 2) incompleteness of data provided in clause 5.8. of these Regulations.

The decision to refuse to include proposals of shareholders (shareholder) that own (owns) less than 5 percent of the voting shares in the draft agenda of the General meeting may be made on the grounds provided in subclauses

1 and 2 hereof as well as in case of failure of shareholders to submit any draft decision on the agenda items proposed by them and on other grounds defined by the legislation of Ukraine or the Bank's Charter.

5.11. A reasoned decision to refuse to include the proposal in the agenda of the General meeting shall be sent by the Supervisory Board to the shareholder that submitted the proposal in writing, within 3 days from the date of its adoption.

A shareholder's appeal against the Bank's decision to refuse to include its proposal in the draft agenda to the court shall not stop the General meeting from being held.

5.12. If changes are made to the draft agenda of the General meeting, the party convening the General meeting shall notify the shareholders of the relevant changes in the same way and in respect of the same persons, to whom the notice of the General meeting has been sent, no later than 10 days before the date of holding thereof.

5.13. From the date of sending notice of the General meeting to the date of its holding, the Bank or shareholders convening the General meeting shall provide shareholders with the opportunity to get acquainted with the documents necessary for making decisions on issues included in the draft agenda and on the agenda at the Bank's location on working days, during working hours and in an accessible place specified in the notice of the General meeting, and on the day of the General meeting – also at the place of its holding. Such documents may be provided in electronic form or in any other way specified by the shareholder in the request for familiarization with the documents.

In the absence of documents specified in this clause on the day of the General meeting at the place of its holding, the General meeting may not make a decision on the relevant issue.

5.14. After sending a notice of the General meeting to shareholders, the Bank may not change the documents sent to shareholders or which they can read, except for changes to these documents due to amendments in the agenda or correction of errors. In this case, changes shall be made no later than 10 days before the date of the General meeting, and for candidates to the Supervisory Board – no later than 4 days before the date of the General meeting.

5.15. Before the beginning of the General meeting, the Bank shall provide written answers to written questions of shareholders on issues included in the draft agenda of the General meeting and the agenda of the General meeting received by the Bank no later than 1 business day before the date of holding thereof. Answers shall be sent to the shareholder at the address specified by the latter in the request to the Bank. The Bank can provide one general answer to all questions of the same content.

Section 6. WORKING BODIES OF THE GENERAL MEETING

6.1. The working bodies of the General meeting are:

- Registration commission;
- Temporary counting commission and counting commission;
- Chairman of the General Meeting;
- Secretary of the General Meeting.

6.2. A Registration commission shall be established to register shareholders (their representatives) and determine whether the quorum is present that is required to recognize the General meeting as duly constituted.

Members of the Registration commission shall be appointed by the party convening the General meeting.

The Head of the Registration commission shall be elected by a simple majority vote of its members prior to the start of registration.

Within the scope of its powers, the Registration commission shall:

- 1) verify identity of shareholders (their representatives);
- 2) verify the powers and register persons, who have arrived to participate in the physical General meeting;
- 3) keep records of powers of attorney reflecting the details of powers of attorney in the list of shareholders, who have registered to participate in the physical General meeting;
- 4) issue bulletins for voting at the physical general meetings certified by the Head of the Registration commission;
- 5) determine the total number of votes of shareholders present at the physical General meeting;
- 6) prepare conclusions on the presence or absence of a quorum at the General meeting;
- 7) draw up a list of shareholders, who have registered to participate in the physical General meeting;
- 8) draw up the minutes according to the results of registration of participants in the General meeting.

6.3. A counting commission shall be elected to organize the voting procedure, provide explanations on the voting procedure and other issues related to ensuring the voting at the physical General meetings, as well as to carry out the counting of votes. Prior to election of the counting commission, the counting of votes at the physical General meeting shall be carried out by the temporary counting commission formed by the party convening the General meeting. The Head of the temporary counting commission shall be elected by a simple majority of votes of the members of the temporary counting commission before the beginning of the General meeting.

Within the scope of its competence, the counting commission shall:

- 1) count votes and sum up the results of voting;

- 2) draw up protocols on voting results;
- 3) seal up voting bulletins during the physical General meetings (bulletins shall be bound, numbered and signed by members of the counting commission).

Within the scope of its powers, the temporary counting commission shall:

- 1) count votes and sum up the results of voting on election of the counting commission;
- 2) draw up a protocol on the results of voting on election of the counting commission.

The party convening the General meeting shall determine the issue of electing the counting commission as the first item on the agenda of the General meeting.

Powers of the counting commission may be delegated under the contract to the Central Securities Depository or a depository institution that provides the Bank with additional services, in particular, related to performance of the functions of the counting commission.

The counting commission may not include persons, who are members of or are candidates for the Bank's bodies. In case of the electronic General meeting, votes shall be counted by an authorized electronic system.

6.4. The General meeting shall be chaired by the Chairman of the Supervisory Board, a member of the Supervisory Board, or another person authorized by the Supervisory Board.

The Chairman of the General meeting shall:

- 1) manage the work of physical general meetings;
- 2) announce opening of the physical General meeting and completion of its work;
- 3) be responsible for compliance with the approved rules of procedure for holding physical General meetings;
- 4) announce the items on the agenda and give the floor to speak at the physical General meeting;
- 5) declare that a vote has not been taken on an item on the agenda due to rejection or adoption of a mutually exclusive decision on a previous issue (one of the previous issues);
- 6) give explanations on issues related to the General meeting;
- 7) put to the vote draft decisions on the agenda of the physical General meeting and announce the results of voting;
- 8) announce a break during the physical General meeting (if the meeting participants decide to announce a break);
- 9) sign the Regulations approved by the decision of the General meeting, unless another person is authorized by the General meeting;
- 10) sign the minutes of the General meeting.

6.5. The Secretary of the General Meeting shall be elected by a decision of the Supervisory Board. The Secretary's duties shall include ensuring that the course of the physical General meeting and its decisions are reflected in the minutes of the General meeting and signing the minutes of the General Meeting. As a rule, the Bank's Corporate Secretary shall be elected as the Secretary of the General meeting. The Corporate secretary shall ensure that the materials of the General meeting are stored.

Section 7. RIGHT TO PARTICIPATE IN THE GENERAL MEETING

7.1. The General meeting may be attended by persons included in the list of shareholders entitled to such participation or their representatives.

Other persons may also participate in the physical General meetings at the invitation of the party (body) convening the General meeting.

7.2. The list of shareholders entitled to participate in the General meeting shall be made as of 11:00 p.m. of the working day 2 business days before the date of General meeting according to the procedure established by the legislation on the depository system of Ukraine.

The list of shareholders entitled to participate in the General meeting may not be changed after its compilation.

7.3. A shareholder may issue a power of attorney for the right to participate and vote at the General meeting to its representative(-s).

In case of participation in the General meeting through an authorized electronic system, a depository institution that serves the securities account of the shareholder, where the Bank's shares belonging to the shareholder are accounted for, can act as a representative of the shareholder at the General meeting if provided in the agreement concluded between them.

A representative of the shareholder – an individual or legal entity at the General meeting may be another individual or an authorized person of the legal entity. The shareholder may appoint its representative permanently or for a certain period of time.

Before expiration of time allotted for registration of participants in the General meeting, the shareholder may withdraw or replace its representative at any time by notifying the Registration commission thereof or participate in the General meeting in person. The person, whom the shareholder intends to authorize to participate in the General

meeting, shall notify such shareholder in advance of the existence of a conflict of interest related to the exercise of voting rights and provide information stipulated by law.

7.4. A power of attorney for the right to participate and vote at the General meeting issued by an individual shall be certified by a notary or other officials performing notarial actions and can also be certified by a depository institution according to the procedure established by the National Securities and Stock Market Commission.

A power of attorney for the right to participate and vote at the General meeting on behalf of a legal entity shall be issued by its body or other person authorized to do so by its constituent documents.

Powers of attorney issued by shareholders abroad shall be accepted subject to their legalization according to the procedure established by the legislation and international treaties of Ukraine.

7.5. A power of attorney for the right to participate and vote at the General meeting may contain voting tasks, i.e., a list of issues, the agenda of the General meeting indicating how and for which (against which) decision to vote. During voting at the General meeting, the representative shall vote exactly as stipulated in the voting task. If the power of attorney does not contain voting tasks, the representative shall resolve all issues related to voting at the General Meeting of Shareholders at his/her own discretion.

Section 8. REGISTRATION OF PARTICIPANTS OF THE GENERAL MEETING

8.1. Shareholders (their representatives) shall be registered by the Registration commission. Before registration, shareholders (their representatives) shall be identified. At the end of registration, the Registration commission shall determine the presence of a quorum of the General meeting based on the list of shareholders (their representatives) that have registered to participate in the General meeting.

8.2. Registration of participants of the General meeting shall be carried out on the basis of the list of shareholders entitled to participate in the General meeting drawn up according to the procedure established by the legislation on the depository system of Ukraine.

8.3. The Registration commission shall refuse to register a shareholder only in case of non-presentation of documents identifying the latter and a representative of the shareholder – in case of non-presentation of identifying documents and/ or documents confirming the authority to participate in the General meeting.

Registration of shareholders (their representatives) shall be carried out by an authorized electronic system according to the procedure established by the National Securities and Stock Market Commission.

If there is no information about a shareholder in the list of shareholders that have registered to participate in the General meeting, the authorized electronic system shall refuse to register the shareholder (its representative) to participate in the General meeting and provide a supporting document.

A reasoned decision of the Registration commission to refuse to register a shareholder or its representative to participate in the General meeting shall be signed by the Head of the Registration commission, attached to the minutes of the General meeting and issued to the party that is denied registration.

8.4. Powers of the Registration commission for the duration of the General meeting may be delegated under the contract to the Central Securities Depository or depository institution. In this case, the Head of the Registration commission shall be a representative of the Central Securities Depository or the relevant depository institution.

8.5. Based on the results of registration of shareholders (their representatives), a protocol on the results of registration shall be drawn up.

8.6. During registration according to the number of votes held, each shareholder (representative of the shareholder) of the physical General meeting shall be issued bulletins for voting on each item on the agenda.

8.7. A shareholder (its representative) that has not registered to participate in the General meeting may not participate in the General meeting.

8.8. Shareholders (shareholder) that, as of the date of making the list of shareholders entitled to participate in the General meeting, in aggregate own (owns) 5 percent or more of the voting shares, the National Securities and Stock Market Commission, as well as the National Bank of Ukraine may appoint their representatives to oversee the registration of shareholders, holding the General meeting, voting and summing up its results. The Bank shall be notified of the appointment of such representatives in writing before the start of shareholders' registration.

8.9. By the decision of the party convening the General meeting or the General meeting itself, the progress of the General meeting or consideration of a separate issue may be recorded using technical means. The relevant entries shall be attached to the minutes of the General meeting.

Section 9. PROCEEDINGS OF THE GENERAL MEETING

9.1. Physical general meetings shall be held on the territory of Ukraine within the community at the location of the Bank (registered as of the date of posting the notice of the General meeting), except in cases where, as of the date of the decision to convene the General meeting, 100 percent of the Bank's shares are owned by foreigners, stateless persons, foreign legal entities and/or international organizations.

The General meeting may not start earlier than indicated in the notice of the General meeting. Shareholders (representatives of shareholders) that have registered to participate in the General meeting may participate in the General meeting.

The shareholder may also participate in physical general meetings remotely through an authorized electronic system. In this case, the shareholder shall be provided with the opportunity to participate in the discussion of items on the agenda.

9.2. A physical general meeting shall begin with the report of the Head of the Registration commission on the results of registration of participants in the General meeting and the presence of a quorum.

General meetings shall be recognized as duly constituted if shareholders (representatives of shareholders) that in aggregate own more than 50 percent of the voting shares have registered to participate therein.

If a quorum has not been reached at the end of registration, the General meeting shall be declared invalid. If there is a quorum, the Chairman of the General meeting shall open the physical General meeting.

9.3. At the beginning of the physical General meeting, the Chairman of the General Meeting shall also inform the shareholders about the following:

- presence of members of the Supervisory Board and the Management Board at the General meeting;
- presence of persons, who are not shareholders or representatives of shareholders, at the General meeting;
- presence of an authorized employee of the National Bank of Ukraine and/ or the National Securities and Stock Market Commission at the General meeting;
- proceedings of the General meeting.

9.4. The physical General meeting shall continue until all issues on the agenda are considered.

9.5. Voting shall be held at the physical General meeting on all issues on the agenda put to the vote.

9.6. Physical General meetings may not make decisions on issues that are not included in the agenda, except for changing the order of consideration of issues on the agenda and announcing a break until the next day.

9.7. Every 3 hours of continuous work, the Chairman of the physical General meeting shall announce a break of at least 15 and no more than 60 minutes. The General meeting may not last after 10.00 p.m. local time. If all items on the agenda cannot be considered, a break may be announced within one day until the next day. The decision to announce a break until the next day shall be made by at least three-quarters of the votes of shareholders that have registered to participate in the physical meeting and are owners of shares voting on at least one issue that would be considered the next day.

The work of the physical General meeting shall be performed after a break until the next day without additional registration of shareholders (their representatives) and according to the registration data of the first day.

The number of votes of shareholders that have registered to participate in the physical General meeting shall be determined based on the registration data of the first day. After the break, the physical General meeting shall be held in the same place as indicated in the notice of the General meeting.

If the next day, after the break the shareholders that were present before the break are absent, their votes shall be counted as "Did not participate in the voting", whereof the Chairman of the physical General meeting should notify all shareholders before the break.

The number of breaks during the meeting may not exceed three.

9.8. During the General meeting, the order of consideration of items on the agenda may change, provided that at least three-quarters of the votes of shareholders that have registered to participate in the General meeting are cast for such a decision.

9.9. The Chairman of the physical General meeting shall present items on the agenda of the General meeting for consideration. Consideration of each item on the agenda, except for the election of the Bank's Supervisory Board, shall begin with announcement of draft decisions.

In the case provided by law, the Chairman of the General meeting shall announce that a vote has not been held on the agenda item due to rejection or adoption of a mutually exclusive decision on the previous issue (one of the previous issues). Information about the fact and reasons for non-voting shall be reported to the Chairman of the General meeting during holding thereof and be reflected in the minutes of the General meeting.

9.10. Items on the agenda of the physical General meeting shall be considered according to the following rules of procedure:

- main report – up to 15 minutes;
- supplementary report – up to 10 minutes;
- answers to questions – up to 30 minutes.

Questions shall be asked to the speakers and co-rapporteurs orally or in writing (by providing notes to the Chairman of the General meeting). Questions shall be formulated briefly and clearly.

Each speaker shall strictly adhere to the established rules of procedure.

9.11. After discussion, the Chairman of the General meeting shall consistently put to the vote all draft decisions on the agenda item under consideration. Before the start of voting, the Head of the counting commission or the Head

of the temporary counting commission (until election of the counting commission) shall explain the voting procedure to shareholders.

9.12. The General meeting may determine a different schedule of its work.

9.13. The voting process may not be interrupted. No one shall be given the floor during voting.

9.14. The results of voting on each item on the agenda that has occurred during the General meeting shall be summed up by members of the counting commission or members of the temporary counting commission (until election of the counting commission) and announced immediately after their summing up.

At the end of the work of the General meeting, the Chairman of the General meeting shall announce its adjournment.

9.15. The procedure for holding remote and electronic general meetings shall be established by the National Securities and Stock Market Commission.

Section 10. PROCEDURE FOR DECISION-MAKING BY THE GENERAL MEETING

10.1. One voting share shall grant the shareholder one vote to resolve each of the issues put to the vote at the General meeting, except for cumulative voting.

A shareholder may not be deprived of the right to vote except to the extent required by law.

By a decision of the National Bank of Ukraine or in other cases established by the legislation of Ukraine, a temporary ban may be imposed on exercise of voting rights by a shareholder-owner of a direct substantial share in the Bank in respect of the Bank's shares owned by the shareholder, by an owner of an indirect share in the Bank – in respect of shares owned by a shareholder of the Bank, through which such a person owns an indirect substantial share in the Bank, as a result of which it is deprived of the right to participate in voting on the agenda items at the General meeting.

10.2. Decision of the General meeting on the issue put to the vote shall be made by a simple majority of votes of shareholders that have registered to participate in the General meeting and are owners of shares voting on the specified issue, unless the legislation of Ukraine and/or the Bank's Charter establish a larger number of votes required for the decision of the General meeting.

10.3. Voting shall take place immediately after consideration of each item on the agenda.

10.4. Members of the Supervisory Board shall be elected by cumulative voting.

When electing members of the Supervisory Board by cumulative voting, voting shall be held in respect of all candidates simultaneously.

Candidates, who have received the highest number of shareholder votes in comparison with other candidates, shall be considered elected. If two and/ or more candidates receive the same number of votes of shareholders, which makes it impossible to determine the final composition of the Supervisory Board according to the quantitative restriction of members of the Supervisory Board, the Supervisory Board shall be considered unformed.

Members of the Bank's Supervisory Board shall be elected, and the Bank's Supervisory Board shall be formed only if the full number of members of the Bank's Supervisory Board is elected by cumulative voting.

10.5. Voting at the General meeting on the agenda items shall be carried out exclusively using voting bulletins.

The voting bulletin (other than cumulative voting) shall contain:

1) full name of the Bank and code according to the Unified State Register of Legal Entities, Individual Entrepreneurs and Public Organizations;

2) date of the General meeting;

3) date and time of start and end of voting (in case of electronic and remote general meetings);

4) issue put to the vote and draft decision(-s) on the issue;

5) options for voting for each draft decision (inscriptions “for” and “against”);

6) a clause stating that the bulletin shall be signed by the shareholder (representative of the shareholder) and contain the name of the legal entity (if it is a shareholder). In the absence of a signature, the bulletin shall be considered invalid;

7) details of the shareholder or its representative (if any) and the number of votes belonging to it.

The cumulative voting bulletin shall contain:

1) full name of the Bank and code according to the Unified State Register of Legal Entities, Individual Entrepreneurs and Public Organizations;

2) date of the General meeting;

3) date and time of start and end of voting (in case of electronic and remote general meetings);

4) a list of candidates for members of the Bank's body with information about them as required by the National Securities and Stock Market Commission;

5) place for the shareholder (representative of the shareholder) to indicate the number of votes that it gives for each candidate;

6) a clause stating that the bulletin shall be signed by the shareholder (representative of the shareholder). In the absence of a signature, the bulletin shall be considered invalid;

7) details of the shareholder and its representative (if any), indication of the number of votes belonging to the shareholder.

The bulletin for voting at the physical General meeting (including for cumulative voting) issued by the Registration commission shall be certified by the signature of the Head of the Registration commission after registration of the shareholder (representative of the shareholder) for participation in the General meeting.

The bulletin for voting at the physical General meeting (including for cumulative voting) of a shareholder participating remotely through an authorized electronic system shall be certified by an encrypted and certified digital signature of the shareholder and/or other means of electronic identification that meet the requirements determined by the National Securities and Stock Market Commission.

The bulletin for voting at electronic or remote general meetings shall be certified by an encrypted and certified digital signature of the shareholder (its representative) and/ or other means of electronic identification that meet the requirements determined by the National Securities and Stock Market Commission.

If the voting bulletin consists of several sheets, the pages of bulletin shall be numbered. In this case, each sheet of the bulletin shall be signed by the shareholder (representative of the shareholder).

10.6. The form and text of the voting bulletin shall be approved by the party convening the General meeting no later than 15 days before the date of the General meeting, and for cumulative voting – no later than 4 days before the date of the General meeting. Shareholders may familiarize themselves with the form of the voting bulletin after its approval before the General meeting.

10.7. The voting bulletin shall be declared invalid on the grounds provided for by the legislation of Ukraine.

Voting bulletins declared invalid shall not be taken into account when counting votes.

The specifics of voting at electronic general meetings shall be determined by the National Securities and Stock Market Commission.

10.8. The General meeting may not make decisions on issues that are not included in the agenda, except for changing the order of consideration of issues on the agenda and announcing a break during the General meeting until the next day.

10.9. Based on the results of each voting, a protocol shall be drawn up and signed by all members of the counting commission, who have taken part in the counting of votes.

In case of delegation of the powers of the counting commission to the Central Securities Depository or depository institution, with which a service agreement has been concluded, in particular, on performance of the functions of the counting commission, the protocol on the voting results shall be signed by a representative of the Central Securities Depository or the relevant depository institution.

In case of the electronic general meeting, an authorized electronic system shall generate a protocol on the results of voting according to the information about the results of voting, which is certified by the Central Securities Depository in the manner established by the National Securities and Stock Market Commission and signed by a person authorized to interact with the authorized electronic system in connection with the General meeting. The decision of the General Meeting of Shareholders of the Bank shall be considered adopted from the moment of drawing up the protocol on the voting results. The protocol on the voting results shall be drawn up separately for each item on the agenda of the General meeting.

10.10. The protocol on the voting results (except for cumulative one) shall specify:

1) date of voting;

2) issue put to the vote;

3) decision and number of votes “for” and “against” for each draft decision on each item on the agenda put to the vote;

4) number of votes of shareholders that have not participated in the voting;

5) number of votes of shareholders that have participated in the General meeting remotely via an authorized electronic system;

6) number of votes of shareholders on bulletins declared invalid.

The protocol on the results of cumulative voting shall specify:

1) date of voting;

2) number of votes received by each candidate for the Bank's body;

3) number of votes of shareholders that have not participated in the voting;

4) number of votes of shareholders that have participated in the General meeting remotely via an authorized electronic system;

5) number of votes of shareholders on bulletins declared invalid.

10.11. The results of voting shall be reported at the General meeting, during which the voting is held.

Protocol on the voting results shall be attached to the minutes of the General meeting.

10.12. Decisions of the General meeting shall be binding on all shareholders of the Bank, including those that have not participated in the General meeting, voted against adoption of the decision, as well as on all bodies, officials and employees of the Bank.

10.13. The decision of the General meeting of the Bank shall not have legal force if it is adopted:

1) with exercise of the right to vote by persons, who have been temporarily banned by the National Bank of Ukraine from exercising the right to vote at the General meeting of the Bank and/or have been requested for alienation of the Bank's shares;

2) with exercise of the right to vote on shares acquired as a result of a juristic act that is null and void.

Section 11. MINUTES OF THE GENERAL MEETING

11.1. Decisions taken at the General meeting, including the results of voting on each item on the agenda, shall be recorded in minutes to be prepared by the Secretary of the General meeting during physical and remote general meetings.

11.2. The minutes of the General meeting held by electronic voting shall be generated by an authorized electronic system and certified by the Central Securities Depository according to the procedure established by the National Securities and Stock Market Commission.

11.3. The minutes of the General meeting shall be drawn up within 10 days from the date of adjournment of the General meeting.

11.4. The minutes of the Bank's General meeting shall include information about:

1) date of the General meeting;

2) format of the General meeting;

3) date and time of start and end of voting (in case of electronic and remote general meetings);

4) date of making a list of shareholders entitled to participate in the General meeting and number of votes belonging to them;

5) total number of persons included in the list of shareholders entitled to participate in the General meeting;

6) total number of votes of shareholders-owners of voting shares of the Bank that have registered to participate in the General meeting (if certain shares are not voting on all items on the agenda – the number of voting shares on each item shall be indicated);

7) total number of votes of shareholders-owners of voting shares of the Bank that have participated in the General meeting remotely via an automated electronic system (in case of physical general meeting);

8) quorum of the General meeting (if certain shares are not voting on all items on the agenda – quorum of the General Meeting on each item shall be indicated);

9) the Chairman and the Secretary of the General meeting;

10) composition of the counting commission (in case of the General meeting with in-person voting);

11) person(-s) authorized to interact with an authorized electronic system in connection with the General Meeting of Shareholders;

12) agenda of the General meeting;

13) voting results indicating the results of voting on each item on the agenda of the General meeting and decisions taken by the General meeting;

14) other information provided for by the legislation of Ukraine.

11.5. The minutes of the General meeting shall be signed by the Chairman and Secretary of the General meeting on each sheet of the minutes and bound. The minutes of the General meeting shall be subject to consecutive uninterrupted numbering in chronological order.

The Chairman and Secretary of the General Meeting shall be personally responsible for accuracy of the information (compliance of the information with the decisions taken by the General meeting) reflected in the minutes.

11.6. The minutes of the General meeting shall be posted on the Bank's website within 5 business days from the date of its compilation, but not later than 10 days from the date of the General meeting.

11.7. The Corporate secretary shall ensure storage of original copies of the minutes of the General meeting.

The minutes of the General meeting shall be kept during the entire term of the Bank's activities.

The minutes of the General meeting shall be accompanied by protocol on the voting results.

After drawing up the protocols on the voting results, the voting bulletins issued by the Registration commission shall be sealed by the counting commission (or the person, to whom the powers of the counting commission have been delegated) and stored in the Bank for the duration of its activities, but not less than four years.

11.8. Extracts from the minutes of the General meeting shall be signed by the Chairman and Secretary of the General meeting. If an extract from the minutes of the General meeting consists of several sheets, it shall be bound, affixed with the Bank's seal and signed by the Chairman or Secretary of the General meeting.

Copies of the minutes of the General meeting shall be certified by the signature of the Chairman of the Management Board and affixed with the Bank's seal.

Duly certified copies of the minutes of the General meeting and/or extracts therefrom shall be provided at the written request of any shareholder according to the procedure stipulated by the legislation of Ukraine.

Duly certified copies of the minutes of the General meeting and/or extracts therefrom shall be issued to the Bank's employees solely based on a service note justifying such a need.

Originals or duly certified copies of the minutes of the General meeting and/or extracts therefrom shall be provided to the competent state authorities, other bodies, enterprises, institutions and according to the legislation of Ukraine.

In cases stipulated by the legislation of Ukraine, the signatures of the Chairman and Secretary of the Meeting on the minutes of the General meeting shall be notarized.

Section 12. EXTRAORDINARY GENERAL MEETING

12.1. An Extraordinary general meeting of shareholders of the Bank shall be convened by the Supervisory Board:

- 1) on its own initiative;
- 2) at the request of the Management Board – in case of initiation of proceedings to declare the Bank bankrupt or the need to make a significant juristic act;
- 3) at the request of shareholders (shareholder) that, as of the date of filing the request, in aggregate own (owns) 5 or more percent of the Bank's voting shares;
- 4) at the request of the National Bank of Ukraine;
- 5) in other cases established by the legislation of Ukraine or the Bank's Charter.

12.2. The request to hold an Extraordinary general meeting shall be submitted in writing to the Bank's Management Board at the address at the Bank's location, indicating the Bank's body or details of shareholders requiring an Extraordinary general meeting, grounds for its holding, draft agenda and draft decisions on issues included in the draft agenda (except for cumulative voting). If the request is submitted by shareholders, it shall contain information about the number, type and class of shares owned by shareholders and, if submitted in paper form at the Bank's location, be signed by all shareholders submitting it.

12.3. The Supervisory Board shall make a decision to convene an Extraordinary general meeting or refuse such convocation within 10 days from the date of receiving the request for convocation.

12.4. A decision to refuse to convene an Extraordinary general meeting may be made only in the following cases:

- if the shareholders (shareholder) are (is) not the owners (owner) of 5 or more percent of the Bank's voting shares as of the date of filing the request;
- if the request of the shareholders (shareholder) does not contain the information specified in clause 12.2. of these Regulations.

12.5. The decision of the Supervisory Board to convene an Extraordinary general meeting or a reasoned decision to refuse to convene it shall be sent to the Bank's Management Board or shareholders requesting its convocation within 3 days from the date of adoption thereof.

The Supervisory Board may not change the draft agenda of the General meeting contained in the request to hold an Extraordinary general meeting, except for inclusion of new issues or draft decisions in the draft agenda.

12.6. An Extraordinary general meeting of the Bank shall be held within 45 days from the date of receiving the request for its convocation.

12.7. If required by the interests of the Bank, when making a decision to convene an Extraordinary general meeting, the party convening the General meeting may establish that notification of shareholders about holding an Extraordinary general meeting will be carried out no later than 15 days before the date of its holding according to the procedure established by the legislation of Ukraine. In this case, the party convening the General meeting shall approve its agenda.

The party convening the General meeting may not make the decision specified in the first paragraph of this clause of the Regulations, if the agenda of the Extraordinary general meeting includes the issue of electing members of the Supervisory Board.

12.8. If the Supervisory Board does not take a decision to convene an Extraordinary general meeting at the request of the shareholders (shareholder) that, as of the date of filing the request, in aggregate own (owns) 5 (five) or more percent of the voting shares of the Bank, within 10 days from the date of receiving such a request or making a decision to refuse the convocation, the Extraordinary general meeting may be held by the shareholders (shareholder) that have (has) submitted (filed) the request according to the legislation of Ukraine, within 90 days from the date of sending a request for its convocation by such shareholders (shareholder) of the Bank.

The decision of the Supervisory Board to refuse to convene an Extraordinary general meeting of shareholders may be appealed by the shareholders to the court.

12.9. Shareholders convening an Extraordinary general meeting shall ensure that actions are taken to organize and hold the relevant Extraordinary general meeting as provided by the legislation of Ukraine and these Regulations.

Section 13. HOLDING A GENERAL MEETING, IN WHICH HOLDERS OF 100 PERCENT OF VOTING SHARES PARTICIPATE

13.1. If holders of 100 percent of the Bank's voting shares gather in one place, they shall have the right to make any decision on issues falling within the competence of the General Meeting according to the legislation and/or the Bank's Charter.

Decisions taken at such General meetings shall be considered valid provided that all the established requirements of legislation are met and recorded in the form of minutes of the General Meeting, signed by all shareholders of the Bank that own 100 percent of the voting shares.

13.2. The requirements of these Regulations regarding the procedure for convening and holding a General meeting shall not apply to the General meetings held according to the requirements of this section.

13.3. Holders of 100 percent of the Bank's voting shares may hold a joint meeting by means of telecommunications.

Section 14. CONTROL OVER IMPLEMENTATION OF DECISIONS TAKEN BY THE GENERAL MEETING

14.1. The Bank's Management Board shall organize the implementation of decisions of the General meeting and regularly report to the Supervisory Board and the General meeting according to the procedure established by the legislation of Ukraine, the Charter and internal regulatory documents of the Bank. The Supervisory Board of the Bank shall exercise control over the activities of the Management Board in implementing decisions of the General meeting, including through permanent committees of the Supervisory Board.

14.2. Heads of structural subdivisions of the Bank engaged in direct execution of decisions of the General meeting shall be personally responsible for the high-quality and timely execution of decisions taken as well as for the full and timely communication of information on the status of execution of orders/decisions of the General meeting to the Chairman of the Management Board of the Bank.

14.3. Information about implementation of decisions of the General meeting shall be brought to the attention of the General meeting by the responsible person in the annual report of the Management Board, unless the decision of the General meeting sets a different procedure and deadlines.

Section 15. FINAL PROVISIONS

15.1. These Regulations shall come into force from the date of approval hereof by a decision of the General Meeting unless otherwise established by such decision.

15.2. From the effective date of this version of the Regulations, "REGULATIONS ON THE GENERAL MEETING OF SHAREHOLDERS OF JOINT STOCK COMPANY "FIRST UKRAINIAN INTERNATIONAL BANK" approved by the decision of the General Meeting of Shareholders of the Bank (Minutes No. 87 of 25.11.2021) shall become invalid.

15.3. The Regulations shall be reviewed on a regular basis, but at least once a year.

15.4. In case of non-compliance of any part of these Regulations with the legislation of Ukraine, regulations of the National Bank of Ukraine or the current version of the Bank's Charter, including due to adoption of new instruments of Ukrainian legislation or regulations of the National Bank of Ukraine, these Regulations will apply only to the extent allowed by the legislation of Ukraine, regulations of the National Bank of Ukraine or the current version of the Bank's Charter.

Chairman of the General Meeting

Ganna DUGADKO