



APPROVED

**By decision of the Annual General Meeting of Shareholders
of JOINT STOCK COMPANY
“FIRST UKRAINIAN INTERNATIONAL BANK”
dated 30.04.2025 (Minutes No. 94)**

**REGULATIONS
ON THE SUPERVISORY BOARD**

**of JOINT STOCK COMPANY
“FIRST UKRAINIAN INTERNATIONAL BANK”**

(NEW EDITION)

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Section 1. GENERAL PROVISIONS

1.1. The Regulations on the Supervisory Board of JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK” (hereinafter referred to as the Regulations) have been developed in accordance with the provisions of the Law of Ukraine “On Banks and Banking Activities”, the Law of Ukraine “On Joint Stock Companies”, the Regulations on the Organisation of the Risk Management System in Ukrainian Banks and Banking Groups, approved by the Resolution of the Board of the National Bank of Ukraine No. 64 dated 11/06/2018, the Regulations on the Organisation of the Problem Assets Management Process in Ukrainian Banks, approved by the Resolution of the Board of the National Bank of Ukraine No. 97 dated 18/07/2019, the Regulations on the Organisation of the Internal Control System in Ukrainian Banks and Banking Groups, approved by the Resolution of the Board of the National Bank of Ukraine No. 88 dated 02/07/2019, other acts of Ukrainian legislation and the Articles of Association of JOINT STOCK COMPANY “FIRST UKRAINIAN INTERNATIONAL BANK” (hereinafter referred to as the Bank).

1.2. The Regulations shall determine the legal status, procedure for election and termination of powers of members of the Supervisory Board of the Bank (hereinafter referred to as the Board), their rights and obligations, convening and holding meetings of the Board, as well as its decision-making.

1.3. The Regulations shall be approved by the General Meeting of Shareholders of the Bank (hereinafter referred to as the General Meeting) and may be amended only by the General Meeting.

Section 2. LEGAL STATUS OF THE SUPERVISORY BOARD OF THE BANK

2.1. The Board of the Bank is a collegial body, which shall protect the rights of all shareholders of the Bank and within the limits of competence determined by the Bank’s Articles of Association and legislation, manage the Bank, as well as control and regulate the activities of the Bank’s Management Board.

2.2. In its activities, the Board of the Bank shall be guided by the laws of Ukraine “On Banks and Banking Activities”, “On Joint Stock Companies”, other legislative acts of Ukraine, regulations of the National Bank of Ukraine (hereinafter referred to as the legislation of Ukraine), the Bank’s Articles of Association, decisions of the General Meeting, as well as these Regulations.

2.3. The Board of the Bank shall be accountable and controlled by the General Meeting in its activities.

Section 3. COMPETENCE OF THE SUPERVISORY BOARD OF THE BANK

3.1. The exclusive competence of the Board shall include resolving issues stipulated by the legislation and clause 7.8. of the Bank’s Articles of Association. The Board of the Bank shall be fully responsible for establishing a comprehensive, adequate and effective system of risk management to which the Bank is exposed in its activities. To ensure proper risk management, the Board of the Bank shall:

- 1) determine and monitor compliance with the Bank’s corporate values, which are based on conducting business on legal and ethical principles, and constantly maintain a high risk management culture;
- 2) devote sufficient time, effort and resources to participate in the Bank’s risk management and monitor the comprehensiveness, adequacy and effectiveness of the risk management system;
- 3) create and maintain an organisational structure, risk management information system and internal control at the appropriate level, ensuring effective risk management;
- 4) ensure that the Bank’s remuneration policy is consistent with and promotes effective risk management, without encouraging excessive risk-taking;
- 5) establish cases of imposing a ban (veto) by the person performing the functions of the Chief Risk Officer(CRO), Chief Compliance Officer(CCO) on the decisions of the Board of the Bank, committees and other collegial bodies of the Board of the Bank;
- 6) promote the creation of regular and transparent communication mechanisms within the Bank.

The Board of the Bank shall be the main user of management risk reporting and shall be responsible for developing requirements for such reporting, generating requests and ensuring receipt of information necessary to perform its functions. The Board of the Bank shall require explanations from the Bank’s managers or risk management and compliance departments if risk reporting does not meet the requirements for management risk reporting approved by it, and takes adequate measures.

3.2. The Board shall consider issues/decisions of the Bank’s Management Board, committees and other collegial bodies established by the Bank’s Management Board, on which a ban (veto) has been imposed CRO and/or CCO for subsequent decision-making on confirmation or overcoming the ban (veto). The decision of the Board of the Bank to overcome the ban (veto) shall be made taking into account the Bank’s risk profile and the

consequences that such a decision may lead to. The presence of the person who imposed the ban (veto) shall be mandatory when the Supervisory Board considers the issue of overcoming the ban (veto).

The Board's decision to overcome the ban (veto) shall be made by a simple majority of votes of the Board members present.

The Board's decision to overcome or confirm the ban (veto) shall be notified to the relevant collegial body of the Bank.

If the Board adopts a decision to confirm the ban (veto), the decision of the collegial body to which the veto right was applied cannot be implemented.

The decision of the Board to overcome the veto is the basis for the implementation of the decision of the Board, committees and other collegial bodies established by the Board of the Bank, in respect of which the veto right was applied, without the collegial body re-considering the issue on which such a decision was made.

3.3. The Board of the Bank shall ensure the functioning of the Bank's internal control system and monitors its effectiveness by:

1) approval of the organisational structure of the Bank's internal control system, including the structures of risk management, compliance, and internal audit units and the procedure for their subordination and reporting to the Board of the Bank, as well as the procedure for reporting and interaction of these units with the Bank's Management Board;

2) delegation of powers to committees of the Board and the Bank's Management Board in accordance with internal bank documents;

3) consideration of issues of organising internal control and measures to improve its effectiveness;

4) control over the activities of the Bank's Management Board regarding the organisation and proper functioning of the internal control system, taking measures to timely implement the recommendations of the Board of the Bank and its committees on the organisation of internal control;

5) ensuring the functioning and monitoring of the effectiveness of the risk management system;

6) approval of internal bank documents on the organisation and functioning of the internal control system, which are subject to approval by the Board of the Bank in accordance with the requirements of the law;

7) review of the results of monitoring the effectiveness of the internal control system carried out by the second and third level control units;

8) monitoring the implementation by the Bank's Management Board of measures determined to improve the efficiency of the Bank's internal control system.

3.4. The Board of the Bank shall be responsible for establishing and ensuring the functioning of an effective problem asset management process in the Bank and perform at least the following functions:

1) approves and annually, and if necessary, during the year, reviews the distressed assets management strategy and the operational plan for implementing the distressed assets management strategy (hereinafter referred to as the operational plan) and makes amendments to them;

2) at least once every three months, monitors the results achieved in the previous period according to all indicators defined in the distressed asset management strategy and operational plan, analyses the reasons for deviations from the planned indicators and, if necessary, approves additional measures necessary for the implementation of the distressed asset management strategy and implementation of the operational plan;

3) determines the powers of the Bank's Management Board to make decisions on the settlement of debtors'/counterparties' debts and the management of problem assets and seized property; 4) adopts decisions on the settlement of debts of debtors'/counterparties – persons related to the Bank in cases provided for by regulations of the National Bank of Ukraine (hereinafter referred to as the NBU);

5) makes decisions on the settlement of debts of debtors'/counterparties and the management of seized property that exceed the powers of the Bank's Management Board;

6) approves the policy on debt write-off.

3.5. The Chairman and members of the Board of the Bank, while performing their functional duties, shall have the right to familiarise themselves with documents and information on the Bank's activities, including all divisions of the Bank regardless of their country of location, affiliated entities of the Bank and members of the Banking Group (if any), the right to access the banking operations automation system and the right to receive information from managers and employees of the Bank on issues arising in connection with the performance of their functional duties.

3.6. The decision to grant consent to the Bank's significant transaction, if the market value of the subject of such transaction exceeds 25 percent, but is less than 50 percent of the value of the Bank's assets, according to the Bank's latest annual financial statements, may be made by the Bank's Supervisory Board, if at the date of adoption of such decision the Bank's Supervisory Board consists of at least one third of independent directors.

The decision to grant consent to the Bank's significant transaction, if the market value of the subject of such transaction is 50 percent or more of the value of the Bank's assets according to the Bank's latest annual

financial statements, may be made by the Bank's Supervisory Board, if at the date of adoption of such decision the Bank's Supervisory Board consists of at least one-third of independent directors.

3.7. The Board of the Bank shall also consider other issues submitted for its discussion by the General Meeting and the Bank's Management Board.

3.8. By decision of the General Meeting, the Board may be entrusted with the performance of certain functions that fall within the competence of the General Meeting, with the exception of those that, according to the legislation, shall be attributed to the exclusive competence of the General Meeting.

By decision of the Board, powers that do not fall within its exclusive competence may be delegated to the Bank's Management Board.

3.9. The Board of the Bank shall be responsible for:

- 1) ensuring strategic management of the Bank;
- 2) compliance of the Bank's activities with the legislation;
- 3) implementation of the Bank's development strategy in accordance with the main areas of activity determined by the General Meeting and the Bank's business development plan;
- 4) ensuring effective organisation of corporate governance;
- 5) functioning and monitoring of the effectiveness of the Bank's internal control system, risk management system and compliance control system;
- 6) appointment of the Chairman and members of the Bank's Management Board, as well as heads of control units.

Members of the Board of the Bank shall be responsible for the Bank's activities within their competence.

The Board of the Bank shall support effective interaction and exercise control over the activities of the Bank's Management Board, control units, and the Corporate Secretary.

Members of the Bank's Supervisory Board shall have the right to participate in meetings of the Management Board and its committees, including with the right to an advisory vote as experts in accordance with the Bank's internal regulatory documents.

The Board of the Bank shall take measures to prevent conflicts of interest in the Bank and to facilitate their resolution.

The Board of the Bank shall notify the NBU of conflicts of interest arising in the Bank.

3.10. The Board of the Bank shall ensure the maintenance of effective relations with the NBU.

Section 4. COMPOSITION OF THE SUPERVISORY BOARD OF THE BANK. RIGHTS, OBLIGATIONS AND RESPONSIBILITIES OF THE CHAIRMAN AND MEMBERS OF THE SUPERVISORY BOARD OF THE BANK

4.1.. The quantitative composition of the Board and the term of office of its members shall be established by the Bank's Articles of Association. . The Board of the Bank shall consist of at least one-third independent members (hereinafter referred to as independent directors), the number of whom shall not be less than three persons.

Only an individual can be a member of the Board. The Board of the Bank shall consist of the Chairman and members of the Board of the Bank. When electing members of the Board of the Bank, the collective suitability of the Board of the Bank shall be ensured.

4.2. Independent directors of the Bank shall meet the requirements established by law regarding independence. .

The NBU shall have the right to determine additional requirements for independent directors of the Board of the Bank.

At least half of the members of the Board of the Bank, including the Chairman of the Board of the Bank, shall have at least three years of experience in the banking and/or financial sector. .4.3. The Chairman and members of the Board of the Bank shall meet the qualification requirements for business reputation and professional suitability throughout their term of office, and independent directors shall also meet the requirements for their independence.

In case of non-compliance with the qualification requirements and/or independence requirements during the term of his/her powers, a member of the Board shall resign his/her powers early by providing a written notification to the Chairman of the Board of the Bank, the Chairman of the Management Board of the Bank, the Corporate Secretary within 2 business days from the date of detection of the non-compliance.

4.4. The Board shall be headed by the Chairman of the Board, who ensures the effective functioning of the Board and bear personal responsibility for the performance of its functions by the Board and the decisions it makes.

4.5. The Chairman of the Board shall be appointed by the General Meeting from among the members of the Board. A member of the Board of the Bank who was the Chairman of the Bank's Management Board during the previous year may not be elected as the Chairman of the Board of the Bank.

4.6. Chairman of the Board of the Bank shall:

1) monitor the implementation of the plan of regular meetings of the Board for the current year, approved by the Board;

2) organise the work of the Board, convene, hold and chair meetings of the Board, determine the agenda of the meetings;

3) ensure open discussion and free exchange of opinions at Board meetings and the proper level (completeness) of consideration of all issues at them;

4) cooperate with the Chairman and members of the Management Board, the Corporate Secretary, as well as with the Bank's shareholders;

5) preside over the General Meeting of the Bank (except in cases where the General Meeting is chaired by another person authorised by the Board or elected by decision of the General Meeting itself);

6) conclude fixed-term employment/civil law contracts with other members of the Board on behalf of the Bank (if authorised to do so by the General Meeting);

7) ensure the preparation of a report on the activities of the Board and its consideration by the General Meeting of Shareholders of the Bank;

8) perform other functions necessary for the effective operation of the Board of the Bank within the limits of its powers. The Chairman of the Board shall ensure a clear division of responsibilities between the members of the Board and effective exchange of information between them.

The Chairman of the Board shall ensure that the Board's decisions are made on the basis of documents and information that the Board receives in advance of the meeting in order to be able to study the issue (make a comprehensive assessment of the information provided) and make a well-considered decision on it.

4.7. In the event that the Chairman of the Board is unable to exercise its powers, its powers shall be exercised by the Deputy Chairman of the Board, if appointed by the General Meeting, or by one of the members of the Board, who is elected by the members of the Board from among those present at the meeting by a simple majority of votes at the beginning of the meeting.

4.8. The Chairman and members of the Board of the Bank may not be members of the Management Board, as well as hold other positions in the Bank under the terms and conditions of an employment agreement (contract) or provide other services to the Bank in accordance with a civil law contract.

A member of the Management Board may not be a manager, officer and/or member of the Board of a bank or other governing body of another bank registered in Ukraine, except as provided for by the laws of Ukraine.

4.9. To ensure the effective operation of the Board, the Chairman and members of the Board shall act in the interests of the Bank's shareholders, exercise their rights and conscientiously fulfil their obligations to the Bank, and not disclose confidential information about the Bank's activities, as well as information that constitutes the Bank's commercial and banking secrets.

4.10. Based on the terms and conditions approved by the decision of the General Meeting, the Chairman and members of the Board of the Bank may be paid remuneration and (or) compensated for expenses related to their performance of the functions of members of the Board of the Bank during the period of their duties. The amounts of such rewards and compensations shall be determined in labour or civil law agreement concluded with members of the Board. The terms and conditions for the payment of remuneration to the Chairman and members of the Supervisory Board of the Bank shall be established taking into account the requirements of the approved Regulations on the Remuneration of Members of the Supervisory Board of the Bank, the requirements for which are established by the NBU. In the event of concluding a civil law contract with a member of the Board of the Bank, such a contract may be for a fee or free of charge.

4.11. The Board of the Bank annually, in accordance with the procedure determined by it, shall evaluate the effectiveness of the Board as a whole and each member of the Board in particular, its committees, assess the compliance of the collective suitability of the Board with the size of the Bank, complexity, volumes, types, nature of the Bank's operations, organisational structure and risk profile of the Bank, and take measures to improve the mechanisms of the Board's activities based on the results of such evaluation.

The results of the evaluation of the performance of the Bank's Board and its committees, carried out by the Board or with the involvement of independent experts, shall be presented by the Chairman of the Bank's Board at the meeting of the Board for discussion and approval in the form of a report on the evaluation of the Board's performance and measures to improve the performance of the Bank's Board. Shareholders shall be informed of the report on the assessment of the effectiveness of the Board's activities, measures to improve the Board's activities, and the minutes of the meeting of the Board of the Bank on the discussion and approval of the assessment results and measures that have already been taken and should be taken to improve the activities of the Board of the Bank and its committees, in accordance with the procedure established by the Law of Ukraine "On

Joint Stock Companies”. The analysis of the received information/documents shall be carried out by shareholders when considering the report on the activities of the Board of the Bank.

4.12. The members of the Board of the Bank shall be responsible for supporting the Bank’s ethical values and ensuring that they are followed by the Bank’s employees.

4.13. Members of the Board shall be obliged (in order for the Bank to properly fulfil the requirements of the legislation regarding notification to the Deposit Guarantee Fund of Individuals, the National Bank of Ukraine, the National Securities and Stock Market Commission, and other authorities in cases provided for by these Regulations and legislation) to notify the Bank through the Corporate Secretary of all changes to their personal data (the list of which and the transfer of which to the relevant authorities is provided for by these Regulations and legislation).

4.14. Members of the Board shall be required to notify the Corporate Secretary of any changes in personal data within 5 business days of their occurrence and provide copies of documents confirming the occurrence of such changes (if any).

4.15. Members of the Board shall not have the right to disclose banking and/or commercial secrets, as well as confidential information about the Bank’s activities, except for cases provided for by the legislation of Ukraine.

Section 5. ELECTION AND TERM OF AUTHORITY OF MEMBERS OF THE SUPERVISORY BOARD OF THE BANK

5.1. Members of the Board of the Bank shall be elected by shareholders during the General Meeting exclusively by cumulative voting (except in cases established by the legislation of Ukraine) for a term of no more than three years.

The Board shall be composed of individuals who are shareholders or persons representing their interests, and independent directors, and have full legal capacity.

The Chairman and members of the Board of the Bank shall take office after their approval by the NBU, except in cases where such approval is not required by law. The first day of exercising powers as a member of the Board shall be considered to be the day following the day the Bank receives the notification from the NBU about approval for the position of a member of the Board of the Bank. Persons elected as members of the Board may be re-elected an unlimited number of times.

A member of the Board, in respect of whom the NBU has made a demand for termination of powers due to the refusal to approve it, shall refrain from taking actions, making decisions and to cease performing his/her official duties from the date of receipt by the Bank of the relevant written demand of the NBU by submitting a written application to the Bank.

During the election of members of the Board, along with information about each candidate for members of the Board of the Bank (shareholder details, size of the shareholding held by him/her), the cumulative voting ballot shall indicate information about whether such candidate is a shareholder, a representative of a shareholder or group of shareholders (with information about such shareholder or shareholders), or whether he/she is a candidate for the position of independent director. Candidates for members of the Board of the Bank shall meet the requirements for professional suitability, business reputation, education, and relevant work experience established by the legislation of Ukraine.

A Board member shall perform his/her duties personally and may not delegate his/her powers to another person.

5.2. A member of the Board elected as a representative of a shareholder or group of shareholders may be replaced by such shareholder or group of shareholders at any time.

In the event of a replacement of a Board member who is a shareholder representative, the powers of the withdrawn Board member shall be terminated, and the new Board member shall assume powers from the date the Bank receives a written notification from the shareholder(s) represented by the relevant Board member (subject to prior approval by the NBU Board member).

The notification of the replacement of a member of the Board of the Bank – a shareholder representative shall contain information specified by the legislation of Ukraine.

The specified notification shall be addressed to the Chairman of the Bank’s Management Board or the person performing his/her duties, and sent to the Bank no later than 5 business days before the date of replacement of the Board member – shareholder representative.

A shareholder (group of shareholders) cannot recall its representative without appointing a new representative to the Board of the Bank.

5.3. A member of the Board shall exercise his/her powers in compliance with the terms and conditions of a civil law agreement or employment agreement (contract) with the Bank and in accordance with the Bank’s Articles of Association.

The shareholder(s), whose representative(s) is/are elected as a member of the Board of the Bank, may limit the powers of their representative as a member of the Board of the Bank. The shareholder(s) and the member of the Board who is his/her (their) representative shall be jointly and severally liable for compensation for losses caused to the Bank by such member of the Board.

On behalf of the Bank, an agreement (contract) with a member of the Board shall be signed by a person authorised to do so by the General Meeting.

The validity of the agreement (contract) with a member of the Board (if a decision is made to conclude such an agreement (contract)) shall be terminated together with the termination of his powers.

5.4. The General Meeting shall have the right at any time to decide on the early termination of the powers of the Chairman and members of the Board and to decide on the election of a new Board.

5.5. The NBU shall have the right to demand the termination of the powers of any member of the Board of the Bank if he/she does not meet the qualification requirements, and in the case of independent directors – also/or the independence requirements specified by the legislation of Ukraine, and/or if a member of the Board of the Bank improperly performs his/her functions.

5.6. The powers of a member of the Board shall be terminated early in the event of:

1) resignation of a member of the Board at his/her own request (subject to written notification of this to the Bank two weeks in advance);

2) inability to perform the duties of a member of the Board due to health reasons;

3) entry into force of a court verdict or decision sentencing him/her to a punishment that excludes the possibility of performing the duties of a member of the Board;

4) death, recognition of him/her as incapacitated, with limited legal capacity, missing, deceased;

5) receipt by the Bank of a written notification from the shareholder about the replacement of the member of the Board who is his/her representative;

6) in the event of alienation by the shareholder(s), represented by a member of the Board, of all shares of the Bank owned by him/her;

7) non-compliance of an independent director with the independence criteria specified by law;

8) adoption by the General Meeting of a decision to recall a member of the Board for failure to perform or improper performance of the duties assigned to him/her or if he/she does not meet the qualification requirements established for the Bank's managers;

9) election by the General Meeting of a new composition of the Board in accordance with clause 5.4. of these Regulations;

10) receipt of a written request from the NBU to terminate the powers of a member of the Board in cases established by the legislation of Ukraine;

11) in other cases provided for by the legislation of Ukraine.

5.7. The Bank shall ensure control over the compliance of independent directors of the Board with the requirements for their independence, and in case of non-compliance, ensure that measures are taken to replace them in accordance with the requirements of the law and the Bank's internal regulatory documents.

Upon assuming office, members of the Board shall provide the Bank with the necessary information about them in accordance with the requirements of the legislation of Ukraine applicable to banks, including with regard to associates of members of the Board and legal entities in which the member of the Board holds a significant stake, and for independent directors of the Board – also an assurance of compliance with the requirements for an independent member (director) in accordance with the requirements of the legislation of Ukraine (unless otherwise provided for by the legislation of Ukraine), with subsequent provision (clarification) of information on changes in such information in accordance with the requirements of the legislation of Ukraine and/or internal regulatory documents of the Bank.

5.8. In cases provided for in sub-clauses 1-7 of clause 5.6. of these Regulations, the powers of a member of the Board with the simultaneous termination of the contract shall be terminated without a decision of the General Meeting.

5.9. If the number of members of the Board whose powers are valid is less than half of its quantitative composition elected by the General Meeting, the Board shall convene an extraordinary General Meeting within three months to elect the entire Board.

5.10. When appointing/dismissing the Chairman or member of the Board, the Bank shall take the necessary actions in accordance with the legislation of Ukraine.

Section 6. PROCEDURE FOR PREPARING MEETINGS OF THE SUPERVISORY BOARD OF THE BANK.

COMMITTEES OF THE SUPERVISORY BOARD OF THE BANK

6.1. Meetings of the Board of the Bank shall be convened by the Chairman of the Board at least once a

quarter in accordance with the meeting plan approved by the Board (regular meetings). At the initiative of the Chairman of the Board or at the request of any member of the Board, the Management Board or the Chairman/member of the Management Board of the Bank, CRO, CCO, Extraordinary meetings may be convened by the head of the internal audit unit, as well as the NBU. The request to convene an extraordinary meeting shall be made in written/electronic form and sent by e-mail to the Chairman of the Board. The request shall contain the grounds for convening an extraordinary meeting of the Board.

6.2. Board meetings can be held

- in person, through the direct presence of Board members in a designated location;
- in person, via audio and/or video conference (interactive audiovisual communication), conference call (simultaneous conversation of Board members in the “telephone conference” mode);
- remotely, by means of electronic communication (e-mail).

6.3. The agenda for the Board meeting shall include:

- a) issues the consideration of which is entrusted to the Board by the General Meeting;
- b) issues falling within the competence of the Board in accordance with the requirements of the legislation of Ukraine and the Bank’s Articles of Association, including those considered by the Board’s committees.

6.4. The Secretary of the Board shall organise the preparation of documents and technical support for the activities of the Board during meetings and between meetings. The functions of the Secretary of the Board shall be performed by the Corporate Secretary.

In the absence of the Corporate Secretary, the functions of the Secretary of the Board or the Secretary of a separate meeting of the Board shall be performed by another person by decision of the Board of the Bank.

6.5. The Secretary of the Board shall, no later than 5 business days before the date of the regular meeting of the Board, send the agenda of the meeting to the Chairman and members of the Board, together with information on the form of the meeting, date, time, place of the meeting, as well as necessary information regarding each item on the agenda.

6.6. The Secretary of the Board shall ensure the provision of materials on the agenda of the Board meeting to the members of the Board.

6.7. Regular meetings of the Board shall be held in accordance with the Schedule, which is approved annually by decision of the Board. In case of production necessity, the dates of regular meetings of the Board of the Bank may be postponed to another date.

6.8. Extraordinary meetings of the Board may be held in cases where there is a justified need for the Board to make decisions within its exclusive competence in the period between regular meetings.

6.9. Preliminary consideration of issues that, in accordance with the Bank’s Articles of Association and these Regulations, shall be submitted to the Board is provided by the Bank’s Management Board within the limits of its powers and the Board’s committees, which submit proposals and prepare draft decisions on such issues based on the results of consideration of documents of the Bank’s structural divisions that initiate the submission of issues for consideration by the Board of the Bank, taking into account the requirements of clause 6.10. and clause 6.11. of these Regulations.

6.10. Issues or reports of structural divisions of the Bank that are subordinate and/or accountable directly to the Board of the Bank in accordance with the legislation of Ukraine and regulatory documents of the Bank are previously considered and processed by committees of the Board in cases provided for by the Bank’s internal regulatory documents and the regulation(s) on committees of the Supervisory Board of the Bank.

6.11. Materials for consideration of issues by the Board of the Bank shall be prepared by the responsible structural divisions of the Bank, which initiate the adoption/consideration of the issue by the Board of the Bank, and shall be preliminarily approved by the Bank’s Management Board within its competence.

Materials on the agenda of the Board shall be prepared by the responsible structural divisions of the Bank, which shall contain:

- a) a description of the issue being considered and the justification for the proposed decision (explanatory note);
- b) draft decision of the Board.

When submitting for consideration an issue related to the adoption of a decision on conducting banking transactions, as well as in other necessary cases, the materials shall contain economically justified conclusions with the necessary calculations.

Materials and proposals shall be submitted to the Secretary of the Board, as a rule, no later than 7 business days before the date of the next meeting.

6.12. The Supervisory Board of the Bank may, by its decision, form permanent or temporary committees from among its members for the preliminary study and preparation for consideration at a meeting of issues within the competence of the Supervisory Board, and delegate to them part of its functions, taking into account the requirements of the legislation. If the Bank has systemically important status, the Board shall establish the following standing committees:

- 1) the Audit Committee;
- 2) Risk Management Committee;
- 3) Remuneration and Nomination Committee.

The Board shall have the right to form other committees of the Supervisory Board.

The procedure for the formation, functioning (responsibilities, scope of activity) and composition of the committees of the Supervisory Board shall be determined by the Regulations on Committees, approved by the Supervisory Board of the Bank. The procedure for the formation and operation of such committees of the Supervisory Board shall be carried out taking into account the requirements of the legislation of Ukraine. At the same time, regardless of the creation of committees, the Board shall remain responsible for overall risk management in the Bank and ensure control over the performance of the functions delegated to it.

The Bank shall provide the necessary financing for the activities of the Supervisory Board committees, including the involvement of necessary experts for professional consultations, in accordance with the procedure determined by the relevant regulations and/or the decision of the General Meeting.

Section 7. PROCEDURE FOR HOLDING MEETINGS OF THE SUPERVISORY BOARD OF THE BANK

7.1. The Chairman of the Board shall preside over the meetings of the Board. In the absence of the Chairman of the Board, the meeting shall be chaired by the Deputy Chairman of the Board or a member of the Board who, by decision of the Board, shall be assigned the duties of Chairman at the meeting of the Board.

7.2. A meeting of the Board shall be valid if more than half of its members participate in it. If the number of members of the Board whose powers are valid is half or less than half of its quantitative composition elected by the General Meeting in accordance with the requirements of the legislation, the Board may not make decisions, except for decisions on issues specified by the legislation regarding the holding of the General Meeting to elect the entire Board.

In the event of early termination of the powers of one or more members of the Board and until the election of the full Board, the meetings of the Board shall be authorised to resolve issues within its competence, provided that the number of members of the Board whose powers are valid is more than half of its total membership.

7.3. At a meeting of the Board, each member shall have one vote, except for decisions by the Board regarding transactions in which a member of the Board is interested. In such a case, the Board member interested in the transaction shall not have the right to vote on this issue, and the decision to grant consent to the transaction with interest shall be made by a majority vote of the Board members who are not interested in the transaction and who are present at the Board meeting. If only one disinterested member of the Board is present at a meeting of the Board, the decision to grant consent to the conclusion of a transaction with an interest shall be made by such member alone. At the request of the Chairman of the Board, the relevant members of the Management Board or other persons designated by the Board, if they are separately invited (heads of structural units, other employees of the Bank, as well as representatives of other enterprises and organisations (external auditors, independent consultants, etc.)), are required to participate in its meeting or in the consideration of individual issues on the meeting agenda. The Chairman of the Bank's Management Board shall have the right to participate in meetings of the Board with the right to an advisory vote.

7.4. Members of the Board shall refrain from taking actions and/or making decisions if this may lead to a conflict of interest and/or impede the proper performance of their duties in the interests of the Bank.

Members of the Bank's Board shall refuse to participate in decision-making if a conflict of interest prevents them from fully performing their duties in the interests of the Bank, its depositors and shareholders. In such cases, the Board of the Bank Member shall not have the right to vote when the Board makes a decision and is not taken into account when determining the Board's quorum.

7.5. The Chairman of the Board, as well as any member of the Board, may make proposals during the meeting regarding the procedure for conducting the Board meeting or the Board agenda. Decisions on these issues shall be adopted by the Board immediately.

7.6. The Chairman and members of the Board present at the meeting participate in the discussion and decision-making on any issue on the agenda of the meeting.

7.7. Each member of the Board shall have the right to participate in in-person meetings of the Board via audio and/or video conference. The participation of a member of the Board of the Bank in such a meeting shall be taken into account for determining the quorum and during voting at such a meeting.

7.8. The decision to hold a Board meeting by poll shall be made by the Chairman of the Board. The draft decision on the issue to be voted on shall be prepared by the Secretary of the Board and sent together with the necessary materials on the agenda of the meeting by electronic means to all members of the Board for consideration and voting.

A Board member shall be required to vote in writing and/or provide the Board Secretary with his/her opinion on the proposed draft decision within 2 business days from the date of sending such draft decision and materials.

A Board member shall notify the Board Secretary of his/her decision regarding the issue put to the vote by sending a corresponding electronic message in response to the received message.

Board members may express a special opinion and make amendments to the proposed draft decision on agenda items. In this case, the amended draft decisions shall be re-sent to the Board members for voting. The waiting period for proposals and voting results cannot exceed 2 business days. The votes shall be counted on the day of receipt of the notice from the last member of the Board of the voting results or on the 3rd business day from the date of sending the issue for voting (depending on the earlier date).

Board members who do not vote within the specified time limit shall be considered to have not participated in the vote.

The date of the Board's decision through a poll shall be considered the date of the end of voting. After drawing up the minutes of the Board meeting, the secretary shall inform the Board members of the results of the consideration of the issue put to the vote.

Section 8. PROCEDURE FOR ADOPTION AND FORMULATION OF DECISIONS OF THE SUPERVISORY BOARD OF THE BANK

8.1. Based on the results of consideration of the agenda items, the Board shall adopt binding decisions.

The decision of the Board shall be made by open voting by a simple majority of the votes of the Board members, out of the total number of them who have the right to vote. In the event of an equal distribution of votes of the members of the Board during decision-making, the vote of the Chairman of the Board (presiding at the meeting of the Board) shall be decisive.

A member of the Board whose opinion does not coincide with the adopted decision may request that his/her separate opinion be included in the minutes of the Board meeting and, if he/she deems it necessary, may bring his/her separate opinion to the attention of the Bank's shareholders.

8.2. The decisions of the Board shall be recorded in the minutes of the Board meeting.

The minutes of the in-person meeting of the Board, in particular, shall indicate:

- a) place, date, time of the beginning and end of the meeting, form of the Board meeting;
- b) members of the Board present at the meeting;
- c) Chairman and Secretary of the meeting;
- d) information on the quorum of the meeting (availability of a quorum);
- e) persons invited to the meeting;
- e) agenda of the meeting;
- f) speakers and content of the report on the discussion of the issue;
- h) expressed opinions of the members of the Board of the Bank on the discussed issue (if any);
- g) a separate opinion of a member of the Board of the Bank that differs from the majority opinion (if any);
- h) decisions made on the issues discussed and voting results (indicating the position of each member of the Board);
- i) information regarding the refusal of a Board member to participate in making a decision/decisions due to an existing or potential conflict of interest;
- j) list of annexes.

The minutes of the Board, compiled based on the results of the meeting held by surveying Board members, shall include, in particular:

- a) the form of holding a Board meeting;
- b) the start date and end date of the survey;
- c) date of decision;
- d) members of the Board present at the meeting;
- e) the agenda of the meeting;
- e) decisions made by the Board on each agenda item and voting results (indicating the position of each member of the Supervisory Board).

8.3. The minutes of the Board meeting shall be drawn up within 5 business days after the meeting.

8.4. The minutes of the meeting shall be signed by all members of the Board or the Chairman of the Board (in his/her absence at the Meeting – by the chairman of the Board meeting, who performs his/her duties) and the Secretary of the Board (or the Secretary of the Board meeting).

The minutes of a Board meeting may be drawn up in the form of an electronic document, on which qualified electronic signatures of the Chairman of the Board and the secretary of such a meeting are placed.

8.5. The minutes of the Board of the Bank meeting shall be drawn up in the required number of copies in Ukrainian and Russian or, if necessary, with a parallel translation into any other language. The minutes of the Board meetings shall be numbered continuously throughout in chronological order.

8.6. The Corporate Secretary shall ensure the storage of original copies of the minutes of the Board meetings and attached materials.

8.7. Excerpts from the minutes of the Board meetings shall be signed by the Secretary of the Board. Copies of minutes and extracts from the minutes of the Board meetings shall be certified by the signature of the Secretary of the Board or (if necessary) by the signature of the Chairman of the Board and the seal of the Bank.

8.8. The Secretary of the Board shall send copies (at the request of authorised divisions of the Bank – additional original copies shall be made) of the decisions adopted by the Board of the Bank to the Chairman of the Board of the Bank and additionally to the heads of the structural divisions of the Bank, if they are directly charged with the duty of implementing such decisions by the Board's decision. Copies of the minutes of the Board meetings, certified by the Secretary of the Board, shall be provided to members of the Management Board, the Board, the internal audit unit and the external auditor of the Bank, the CCO, the CRO, and the shareholders of the Bank upon their request.

8.9. Minutes of meetings and other documents of the Board shall be stored in the Bank's current records for 3 (three) years after the end of the year in which they were adopted, and then transferred to the Bank's archives in accordance with the established procedure and stored throughout the Bank's operations.

Section 9. CONTROL OVER THE IMPLEMENTATION OF DECISIONS ADOPTED BY THE SUPERVISORY BOARD OF THE BANK

9.1. Control over the implementation of the Board's decisions shall be exercised by the Chairman of the Board or, upon his/her authorisation, another member of the Board and the Corporate Secretary.

9.2. The implementation of the decisions of the Board of the Bank shall be organised by the Bank's Management Board. Heads of structural units responsible for implementing the Board's decisions shall be personally responsible for their timely and high-quality implementation.

9.3. Information on the implementation of the Board's decision shall be brought to the attention of the Board by the responsible person at the next meeting, unless a different procedure and deadline is established by the Board's decision. In the event of any reasons that prevent the timely implementation of the Board's decision, the head of the responsible structural unit of the Bank shall contact the Chairman of the Management Board in advance with a request to submit to the Board the issue of establishing a different deadline for the implementation of the decision.

9.4. The Corporate Secretary of the Bank, in terms of organising the work of the Board of the Bank, shall bear personal responsibility for:

- providing assistance and consultations to the Board, Board committees and the Management Board;
- development, amendment and submission to the Board of the Bank for consideration and approval of the annual plan of Board meetings, but no later than the date of the first meeting;
- ensuring the preparation of Board meetings, sending the meeting agenda and materials in advance, developing the meeting agenda;
- timely preparation and signing of minutes of Board meetings;
- providing copies of meeting minutes or extracts from them to the Bank's management bodies and other authorised persons;
- storage of minutes of Board meetings and attached meeting materials;
- organising participation of the members of the Bank's Board in onboarding programmes, events and professional development programmes for the members of the Bank's Board in the relevant areas.

The Corporate Secretary shall report to the Board of the Bank on his/her work at least once a year.

9.5. Members of the Board may not be vested with powers to organise and control the Bank's activities related to state secrets. The Chairman of the Board of the Bank shall organise the protection of state secrets in accordance with the requirements of the secrecy regime in the Bank and exercise constant control over the protection of state secrets when the Bank carries out activities related to state secrets, and ensure that information constituting a state secret is not disclosed to persons who do not have the appropriate access to state secrets granted in accordance with the Law of Ukraine "On State Secrets".

Section 10. TRANSPARENCY OF THE ACTIVITIES OF THE SUPERVISORY BOARD OF THE BANK

10.1. The Board of the Bank shall prepare a report on its activities every year. The report on the activities of the Board of the Bank shall be a separate component of the Bank's annual report and shall be subject to publication in accordance with the requirements of the legislation provided for the procedure and deadlines for publishing the Bank's annual report.

10.2. The activities of the Board of the Bank shall be subject to evaluation, the results of which are reflected in the report on the assessment of the effectiveness of the Board's activities, taking into account the requirements of the legislation. The Bank's Regulations regulating the procedure for evaluating the activities of the Supervisory Board shall be approved by the Bank's Supervisory Board.

10.3. The Corporate Secretary (Secretary of the Board) shall provide the NBU with information on issues considered at the meeting of the Bank's Board, including the status of implementation of the strategy, business plan, strategy and operational plan for management of the Bank's distressed assets, and decisions taken thereon, as well as the list of members of the Bank's Board present at the meeting(s), on an annual basis, not later than April 30, and at the request of the NBU within its powers to carry out banking supervision.

Section 11. FINAL PROVISIONS

11.1. These Regulations shall enter into force on the date of their approval by a decision of the General Meeting, unless otherwise established by such decision.

11.2. From the date of entry into force of this version of the Regulations, the "Regulations on the Supervisory Board of JOINT STOCK COMPANY "FIRST UKRAINIAN INTERNATIONAL BANK", approved by the decision of the General Meeting of Shareholders of the Bank (Minutes of the meeting No. 93 dated 26/04/2024), shall cease to be valid.

11.3. The Regulations shall be reviewed by the Board of the Bank on a regular basis, but not less than once every three years.

11.4. In the event of any part of these Regulations not complying with the legislation of Ukraine, regulations of the NBU or the current version of the Bank's Articles of Association, including in connection with the adoption of new acts of Ukrainian legislation or regulations of the NBU, these Regulations shall be effective only in that part that does not contradict the legislation of Ukraine, regulations of the NBU or the current version of the Bank's Articles of Association.

Chairman of the General Meeting

Anna DUGADKO