

Approved
By decision of General Meeting of Shareholders
Minutes N 1 of June 25, 2010

Under the assignment of the General Meeting of
Shareholders
The Chairman of General Meeting
of Shareholders of Bank Vozrozhdenie
_____ Marinichev Yu.M.

Alterations N2
REGULATION
ON THE BOARD OF DIRECTORS
of Bank Vozrozhdenie

1. To state chapter 3 “SCOPE OF AUTHORITY OF THE BOARD OF DIRECTORS” as follows:

“3.1. Making decisions on the following issues is attributed to the competence of the Board of Directors of the Bank:

- 3.1.1. Determination of the primary directions of the Bank’s development;
- 3.1.2. Calling annual and extraordinary General Meetings of Shareholders except for the cases stipulated by the current law of the Russian Federation;
- 3.1.3. Approval of agenda of the General Meeting of Shareholders;
- 3.1.4. Determination of date of drawing up lists of persons entitled to participate in the General Meeting of Shareholders of the Bank as well as other issues related to preparation and holding of the General Meeting of Shareholders attributed to the competence of the Board of Directors by the Federal Law “On Joint stock companies”;
- 3.1.5. Increase of the Bank’s authorized capital through placement of additional shares (issued securities convertible into shares) by means of open subscription within the amount and categories (types) of the quoted shares if the number of placed ordinary shares (issued securities convertible into shares) makes 25 or less percent of earlier placed ordinary shares;
- 3.1.6. Approval of the decision on issuing securities, prospectus of the securities issue, in cases specified by the current law of the Russian Federation;
- 3.1.7. Placement of bonds or other securities by the Bank;
- 3.1.8. Disposal of bonds or other securities convertible into shares acquired by the Bank not for purpose of decreasing authorized capital;
- 3.1.9. Determination of price of the property and price of placement and buy-back of securities in cases specified by the current law of the Russian Federation;
- 3.1.10. Acquisition of shares, bonds and other securities placed by the Bank in cases specified by the current law of the Russian Federation;
- 3.1.11. Approval of the following reports:
 - on results of purchase of shares in case the General Meeting of Shareholders took the decision to reduce the authorized capital by means of purchasing the Bank’s shares for purpose of their redemption
 - on results of presentation of shareholders' demands for redemption of the shares in their possession;
 - on results of redemption of shares purchased by the Bank in accordance with the decision of the General Meeting of Shareholders of the Bank;
- 3.1.12. Defining criteria of selecting candidate members of the Board of Directors and the Bank’s executive bodies;
- 3.1.13. Creation of the Management Board of the Bank, defining the number of its members, electing its members upon presentation of the Chairman of the Management Board of the Bank and early termination of authority of the members of the Management Board of the Bank;
- 3.1.14. Signing by the Chairman of the Board of Directors of the Bank on behalf of the Bank the labor contract with the Chairman of the Management Board, the members of the Management Board, defining and approval of terms and conditions of contracts with them;
- 3.1.15. Making decisions on size of remunerations for members of the Bank’s Executive Bodies and approval of internal regulations stipulating principles and order of payments of remunerations to members of the Bank’s Executive Bodies;

- 3.1.16. Making decision on possibility for Chairman of the Management Board and/or members of the management Board to take positions in management bodies of other organizations;
- 3.1.17. Taking decision on possibility of holding multiple positions by the Chairman of the Management Board and/or the members of the Management Board in executive bodies of other organizations;
- 3.1.18. Disposal of shares and other securities convertible into shares acquired by the Bank with no intend to reduce Bank's authorized capital;
- 3.1.19. Determination of price (monetary assessment) of property, price of placement and buy-back of issued securities in cases stipulated by the current legislation;
- 3.1.20. Creation of committees and commissions of the Board of Directors;
- 3.1.21. Approval of Regulations, rules and other internal documents stipulating the activity (creation, competence, scope of authority, etc.) of committees and commissions of the Board of Directors of the Bank;
- 3.1.22. Development of recommendations to the General Meeting of Shareholders on issues included to the agenda with regard to:
- amounts of remunerations and compensations payment to the members of the Board of Directors and the members of the Audit Commission for their further approval by the General Meeting of Shareholders;
 - amount of dividends on shares and the order of their payment;
 - increase of the authorized capital by increasing face value of shares or by additional placement of shares;
 - the Bank's reorganization;
 - shares' split and consolidation;
 - approval of large deals and deals with related parties in cases specified by the current law of the Russian Federation;
 - acquisition of placed shares by the Bank in cases specified by the current law of the Russian Federation;
 - making decision on Bank's participation in holdings, financial and industrial groups and other associations of proprietary organizations;
 - approval of Bank's internal regulations.
- 3.1.23. Defining the amount of payment for the Auditor's services;
- 3.1.24. Utilization of the Bank's reserve fund, utilization of other funds (establishing limits on spending funds), carrying out control over spending funds within established limits and approval of the Bank's internal regulations on above-mentioned procedures;
- 3.1.25. Approval of the Bank's internal regulations except for the Bank's internal regulations that shall be approved by the General Meeting of Shareholders of the Bank, as well as other Bank's internal regulations subject to approval by the executive bodies of the Bank in accordance with the Articles of Association;
- 3.1.26. Opening (closing) branches and opening (closing) representative offices, approval of regulations on branches and representative offices and amendments and addendums thereto, taking decisions on change of the status of a branch to an internal division;
- 3.1.27. Introduction of alterations and amendments into the Articles of Association of the Bank related to creation of branches, opening of representative offices, change of their residence and their liquidation, as well as change of the status of a branch to an internal structural division;
- 3.1.28. Approval of the Bank's registrar, terms and conditions of the contract therewith, as well as termination of the contract therewith;
- 3.1.29. Approval of transactions with related parties in cases and in the order stipulated by the current law of the Russian Federation, the Bank's Articles of Association and internal documents of the Bank;
- 3.1.30. Approval of large transactions related to acquisition and disposal of property with the value of 25 to 50 percent of the book value of the Bank's assets in the order stipulated by the current law of the Russian Federation, the Bank's Articles of Association and the internal documents of the Bank;
- 3.1.31. Approval of the Bank's internal regulations on procedure and order of concluding by the Bank of large deals, deals with interested parties and deals of lending to related parties;
- 3.1.32. Approval of the Bank's financial and economic plan (the budget) as well as making alterations and amendments thereof;
- 3.1.33. Preliminary approval of the Bank's Annual Report;
- 3.1.34. Consideration of a business plan submitted for approval to the General Meeting of Shareholders;
- 3.1.35. Making decisions on writing bad loans and other similar indebtedness as well as interest accrued thereon off the Bank's balance sheet at the expense of the provisions on possible losses on loans in order stipulated by the Bank of Russia regulations;

3.1.36. Approval of the Bank's internal regulations setting up the procedure and the order of writing bad loans, loan indebtedness and other similar indebtedness as well as the interest accrued thereon off the Bank's balance sheet at the expense of the created provisions for loan losses;

3.1.37. Approval of the Bank's internal documents setting up the procedure of making decisions on assigning the Bank's rights of demand to the third parties;

3.1.38. Making decisions on signing assignment agreements with the third parties including cases when amount of borrower's liabilities to the Bank on the granted loan equals or exceeds 1% of the Bank's equity as of the date of the recent report before such a decision and including cases when the borrower (debtor) is a shareholder or an affiliated person(s) of the shareholder owing not less than 5% of the Bank's voting shares as well as in other cases;

3.1.39. Approval of the Bank's internal regulations setting up the procedure of making decisions on concluding deals of compensation for release from obligations;

3.1.40. Making decisions on entering into agreements of compensation for release from obligations, if such agreement assumes receipt by the Bank of property (right of property) with value exceeding amount of debt determined as of the date of concluding deal and accounted by the Bank, and/or if size of the borrower's obligations on loan to the Bank equals or exceeds 3 (three) percent of the book value of the Bank's assets as of the last reporting date before making such decision and/or if borrower is a shareholder owing not less than 5 percents of the Bank's voting shares or Bank's affiliated person as well as in other cases specified in the Bank's internal regulations. Making decisions on concluding (breaking) deals with property received according to the above mentions agreements of compensation, on altering and/or amendment of terms of such deals, change of purposes of using property received by compensation agreement;

3.1.41. Making decisions on cancellation of a retail borrower's obligations (forgiving debt) if size of borrower's obligations equals or exceeds 3 (three) percent of the book value of the Bank's assets as of the last reporting date before making such decision and/or if the borrower is a shareholder owing not less than 5 percents of the Bank's voting shares or Bank's affiliated person as well as in other cases specified in the Bank's internal regulations;

3.1.42. Control over the Bank's activity including:

- creation and running of efficient internal control;
- approval of Regulation on Internal Control and Audit Service, Rules of managing internal control system in the Bank and other regulations related to Bank's internal control whose approval attributed to the competence of the Board of Directors by current law of the Russian Federation;
- taking measures to provide for efficient execution by the executive bodies of the Bank of recommendations and comments of the Bank's Internal Control and Audit Service, the Bank's Auditor and supervisory bodies;
- reviewing conformity of internal control with the nature, scope and terms of the Bank's activity in case of changes thereof;
- approval of Internal Control and Audit Service's working schedule, consideration of reports of Internal Control and Audit Service, the controller over the Bank's professional activity on the securities market, the officer responsible for AML/CFT compliance and the Bank's internal division responsible for control over the credit risks;
- approval of candidate for head of Internal Control and Audit Service as advised by the Chairman of the Bank's Management Board;

3.1.43. Making decision on extraordinary review of the Bank's financial and economic activity carried out by the Revision Commission as well as consideration of reports on reviews;

3.1.44. Accepting recommendations with regard to voluntary or mandatory proposals received by the Bank including assessment of offered price of purchased securities and possible changes of their price after acquisition. Assessment of plans of person who submitted such proposals with regard to the Bank including its employees;

3.1.45. Creation of the risk management system, approval of the risk management strategy and carrying out control over compliance with the Order of managing risk arising in the process of the Bank's activity;

3.1.46. Development of procedure and carrying out self assessment of the Board of Directors' activity;

3.1.47. Other issues stipulated by the current law of the Russian Federation, the Articles of Association of the Bank, the present Regulations and internal documents of the Bank

Issues attributed to the competence of the Board of Directors can not be submitted for resolution to the Bank's executive bodies."

2. To state 5th paragraph of item 4.6. as follows:

“- who is not an affiliated person to the Bank (except for the membership in the Board of Directors);”.

3. To state 3rd paragraph of item 4.8. as follows:

“- persons who have criminal record for crimes in the area of economic activities or crimes against the state.”.

4. To state item 6.1. as follows:

“6.1. A member of the Board of Directors is entitled to:

- make a substantiated request to call an extraordinary meeting of the Board of Directors;
- make suggestions in writing on items of the agenda of the Board of Directors;
- to express one’s dissenting opinion on items of the agenda and
- be present at the meetings of the Bank’s Management Board (with the right of deliberative vote);
- in the stipulated order, request documents and data necessary for work from the Management Board and officials of the Bank;
- in the stipulated order, request from officials of the Bank explanations on concerned issues related to the Bank’s activity within the scope of authority of the Board of Directors;
- to receive remunerations for performing one’s duties and compensation of expenses incurred with regard to carrying out functions of member of the Bank’s Board of Directors according to decision of the General Meeting of Shareholders;
- To exercise rights provided by the current law of the Russian Federation and Bank’s Articles of association.”.

5. To state 4th and 5th paragraphs of item 6.2. as follows:

“- disclose information on possession of the Bank’s securities, as well as purchase and/or sale of the Bank’s securities. Notification about concluded transactions with such securities along with information about quantity and type of securities shall be addressed to the Chairman of the Bank’s Board of Directors not later than 5 calendar days after such transactions take place;

- in case of change of the earlier presented data set in item 5.8., notify the Bank in writing within 10 calendar days from the moment of such changes;”.

6. To supply chapter 6 with item 6.4. as follows:

“6.4. Member of the Board of Directors who didn’t participate in voting or voted against decision taken by the Board of Directors in violation of order stipulated by Federal Law “On Joint Stock Companies”, other laws of the Russian Federation, the Bank’s Articles of Association has a right to challenge such decision in court in case his right’s and legal interests were infringed.

Such claim can be brought before the court within one month since the day when member of the Board of Directors knew or must have known on taken decision.”.

7. To state 2nd paragraph of item 7.8. as follows:

“- increase of the authorized capital of the Bank by placement of additional shares within quantity of authorized shares stipulated by the Bank’s Articles of Association;

8. To supply item 7.8. with 3rd paragraph as follows:

“- on placement of bonds convertible into shares and other securities convertible into shares;”.
To consider paragraphs third-sixth as fourth – seventh.

6. To supply chapter 7 with item 7.9. as follows with changing respectively the following numbering:

“7.9. Decisions made by the Bank’s Board of Directors in violation of competence of the Board of Directors, without reaching quorum on the meeting of the Board of Directors’ if presence of quorum is mandatory for such meetings by the Federal Law “On joint stock companies” and Bank’s Articles of Association or without necessary majority of votes, then such decision have no power irrespectively of appeal.”.