

Approved by:	Minutes of the Supervisory Board No 2 dated 21.03.2025
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**BYLAWS ON THE MANAGEMENT BOARD OF JOINT STOCK COMPANY
«CREDIT AGRICOLE BANK»
(new wording)**

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1. INTRODUCTION

1.1. These Bylaws on the Management Board of JSC “CREDIT AGRICOLE BANK” (hereinafter, the **Bank**) were developed in accordance with the current legislation of Ukraine and the Bank’s Charter.

1.2. These Bylaws define the legal status, competence, functions, composition, term of office, formation and organization of the Management Board as a whole, and the rights and duties of the Management Board, the status of the secretary of the Management Board and committees, and other issues related to the activities of the Management Board.

2. DEFINITIONS AND INTERPRETATION OF TERMS

2.1. Headings of Articles herein are inserted for convenience of reference only and are not to be considered in the construction of the provisions hereof. In these Bylaws, any reference to the “**Bylaws**” will be treated as reference to these Bylaws, which can eventually be modified or supplemented.

3. GENERAL PROVISIONS

3.1. The Management Board of the Bank is a collective executive body managing the Bank’s day-to-day activities and bearing responsibility for the effectiveness of its operations according to the principles and procedures established by the Charter of the Bank, resolutions of the General Shareholders’ Meeting of the Bank and the Supervisory Board of the Bank. The Chairman of the Management Board serves as the chairman of the executive body of the Bank and manages its work.

3.2. The Management Board decides on all matters of the Bank’s activity, except those that fall within the exclusive competence of the General Shareholders’ Meeting and the Supervisory Board.

3.3. Within its competence defined by the legislation of Ukraine, the Charter and these Bylaws, the Management Board acts on behalf of the Bank and is accountable to the General Shareholders’ Meeting and the Supervisory Board of the Bank.

3.4. The Management Board organizes and ensures the implementation of decisions of the General Shareholders’ Meeting and the Supervisory Board of the Bank.

3.5. Members of the Management Board of the Bank are appointed by the resolution of the Supervisory Board of the Bank in a number of at least 3 persons for a term of 5 years, provided the Supervisory Board does not approve a different term. The quantitative composition of the Management Board may be changed from time to time by the Supervisory Board of the Bank as may be currently required. If the quantitative composition of the Management Board has not been determined separately but the number of the Management Board members elected by the Supervisory Board of the Bank is no less than 3 (three) persons, it is deemed that the quantitative composition of the Management Board is equal to the actual number of elected Management Board members.

3.6. The powers of any member of the Management Board (including the Chairman of the Management Board) may be prematurely terminated. The decision on early termination of the powers of the Management Board members may be taken in respect of all the members of the Management Board or only some of its members. Unless otherwise provided by legislation, the decision on termination of the powers of members of the Management Board (including the Chairman of the Management Board) is made in the same manner as on their election. The contract concluded with each of the members of the Management Board (including the Chairman of the Management Board) is terminated in case of termination of their powers. The powers of the

Chairman of the Management Board are terminated by the decision of the Supervisory Board with the simultaneous adoption of a decision on the appointment of the Chairman of the Management Board or a person that will temporarily exercise such powers.

3.7. The Management Board of the Bank consists of the Chairman of the Management Board of the Bank and members of the Management Board (including Deputy Chairman, if s/he is appointed by the Supervisory Board of the Bank).

3.8. Members of the Supervisory Board may not be appointed members of the Management Board.

3.9. The rights, duties and responsibilities of the Chairman and members of the Management Board are determined by the legislation, the Charter, the Bylaws on the Management Board of the Bank, as well as the employment agreement (contract) concluded with each of them. On behalf of the Bank, the contract is signed by the Chairman of the Supervisory Board or another person authorized to sign by the Supervisory Board.

A member of the Management Board shall perform his/her duties personally and may not delegate his/her powers to another person, except as provided for by the laws of Ukraine.

3.10. The Chairman of the Management Board of the Bank shall have the right to act on behalf of the Bank without a power of attorney, including representation of the interests of the Bank vis-à-vis any legal entities and/or individuals, undertake deeds on behalf of the Bank. Board members shall also have the right to act on behalf of the Bank without a power of attorney, including represent the interests of the Bank vis-à-vis any legal entities and/or individuals, undertake deeds on behalf of the Bank but only within the scope of responsibility specified for each member of the Management Board by the relevant resolution of the Management Board of the Bank.

3.11. Each Board member shall manage and be personally liable for the activities of the relevant units of the Bank that report to this Board member according to the organizational chart of the Bank.

3.12. The Chairman and members of the Management Board must meet the qualification requirements.

3.13. The Management Board submits reports on its activities to the Bank's Supervisory Board on the annual basis. The procedure and deadlines for reporting to the Management Board may be determined by the Supervisory Board of the Bank. The reports of the Management Board are prepared in writing and may contain information on the financial and economic conditions of the Bank; results of the Bank's activity; execution of decisions of the Supervisory Board of the Bank; implementation of risk management strategy and policy; organization of an effective system of internal control, etc.

4. POWERS OF THE MANAGEMENT BOARD

4.1. The Management Board resolves all issues related to the management of the current activities of the Bank, except for issues that fall within the exclusive competence of the General Shareholders' Meeting of the Bank or the Supervisory Board. The competence of the Management Board includes decision-making on issues specified in the Bank's Charter.

4.2. The Management Board may delegate specific issues of their competence defined by the Charter, Bylaws or applicable laws of Ukraine, to any temporary or permanent committees, commissions, working groups, other persons etc. taking into account requirements of the current legislation of Ukraine.

5. CHAIRMAN OF THE MANAGEMENT BOARD

5.1. The Chairman of the Management Board is an officer of the Bank, manages all activities of the Bank in accordance with the powers granted to him by the Charter, the General Shareholders' Meeting of the Bank, the Supervisory Board, and is personally responsible for the Bank's activities.

The Chairman of the Management Board is elected by the Supervisory Board. The term of office of the Chairman of the Management Board and the terms and conditions of the employment agreement (contract) with him/her are determined by the Supervisory Board.

5.2. Following the relevant decision of the Supervisory Board, the Chairman of the Management Board issues orders on appointment and dismissal of members of the Management Board, Deputy Chairmen of the Management Board, the Head of the Internal Audit Department of the Bank, Chief Risk Officer, Chief Compliance Officer, the responsible employee. The Chairman of the Management Board has the right to act on behalf of the Bank without a power of attorney, including representing the Bank, making transactions on behalf of the Bank, issuing orders and instructions binding on all employees of the Bank.

5.3. The Chairman of the Management Board shall:

1) Organize the work of the Management Board, convene and chair meetings of the Management Board, provide for keeping of minutes of the meetings of the Management Board;

2) Dispose of the Bank's property;

3) Approve the staff list of the Bank and salary payment conditions for the Bank's employees, (including establishing salaries and paying bonuses to employees) including the employees of separate units of the Bank (branches, outlets, representative offices, etc.) except as provided by law and the Charter;

4) Approve the Bank's internal regulations other than those which under Bylaws, the Charter and applicable laws of Ukraine shall be approved by the General Shareholders' Meeting of the Bank, the Supervisory Board of the Bank or the Management Board of the Bank

5) Issue orders and instructions related to the Bank's activities;

6) Appoint and dismiss employees of the Bank, impose disciplinary sanctions, and hold employees liable for damages;

7) Represent the Bank without a power of attorney in all companies, organizations and institutions in Ukraine and abroad, sign on behalf of the Bank the Charter and any changes (amendments) thereto, undertake on behalf of the Bank other legal actions which are in compliance with the applicable laws and the Charter;

8) Taking into account the requirements and constraints of the current legislation of Ukraine and the Charter, independently decide on the conclusion and without a power of attorney enter into agreements (transactions) on behalf of the Bank, including on banking services, purchase and sale of movable and immovable property, etc.;

9) Within the scope of his powers issue powers of attorney for performance of any actions on behalf of the Bank in Ukraine and abroad;

10) Create interim and standing commissions, working groups, etc., decide on the election (change) of their members, except those whose creation is the responsibility of the General Shareholders' Meeting, the Supervisory Board, the Management Board;

11) Resolve other issues related to current activities set forth in the legislation of Ukraine, the Charter and the Bylaws on the Management Board of the Bank, as well as the contract concluded with the Chairman of the Management Board of the Bank that are outside the scope of exclusive competence of the General Shareholders' Meeting of the Bank and the Supervisory Board of the Bank, as well as issues entrusted by the General Shareholders' Meeting, the Supervisory Board and

the Management Board.

5.4. The Chairman of the Management Board may assign (delegate) specific issues of their competence defined by the Charter, the Bylaws on the Management Board and / or the current legislation of Ukraine to any member of the Management Board/Deputy Chairman of the Management Board (if elected/appointed) and / or other employees of the Bank by issuing appropriate orders and/or instructions, and, for the purpose of representation before third parties - powers of attorney.

5.5. The Chairman of the Management Board bears the responsibility for storage of the documents of the Bank and the Chief accountant – for storage of documents on accounting and financial reporting.

5.6. If the Chairman of the Management Board of the Bank is unable to perform his/her functions, an Acting Chairman of the Management Board of the Bank may be appointed by resolution of the Supervisory Board and/or order of the Chairman of the Management Board for this period. Unless otherwise provided by the resolution of the Supervisory Board and/or order of the Chairman of the Management Board of the Bank, the person appointed as Acting Chairman of the Management Board of the Bank may represent the Bank without a power of attorney, take legal actions on behalf of the Bank and perform all other functions and make decisions falling within the competence of the Chairman of the Management Board of the Bank pursuant to the applicable laws of Ukraine, the Charter, resolutions of the General Shareholders' Meeting of the Bank or the Supervisory Board of the Bank, or the Management Board of the Bank.

6. ORGANIZATION OF THE MANAGEMENT BOARD MEETINGS

6.1. The Management Board holds regular and extraordinary meetings. Regular meetings are held at least once a month. Extraordinary meetings are held if necessary and may be convened at the request of the Supervisory Board, the Chairman/member of the Management Board, the National Bank of Ukraine and in other cases stipulated by law. The request for convening an extraordinary meeting of the Management Board together with the list of issues proposed for consideration are submitted to the secretary of the Management Board.

The meeting of the Management Board is chaired by the Chairman of the Management Board or another member of the Management Board who temporarily performs the duties of the Chairman of the Management Board during his absence. Meetings can be held face-to-face (through physical presence in the same room and/or through remote participation by means of audiovisual communication) or decisions of the Management Board can be made through poll voting.

Members of the Supervisory Board, the Head of the Internal Audit Department, Chief Risk Officer, Chief Compliance Officer, as well as, upon the agreement of the Chairman of the Management Board, representatives of the trade union or other body authorized by the work collective, which signed the collective agreement on behalf of the work collective, external auditors and other persons have the right to attend on the Management Board meetings.

6.2. A meeting of the Management Board is considered valid if more than half of its members participate in it.

6.3. Decisions of the Management Board are taken by a simple majority of votes of the members of the Management Board attending the meeting.

6.4. Information about the meeting of the Management Board and its agenda is prepared and brought to the attention of the members of the Management Board by the secretary of the Management Board by means of e-mail no later than 1 (one) working day before the date of the meeting. Amendments to the agenda shall be agreed with the Chairman of the Management Board in advance (not later than 1 (one) working day before the meeting of the Management

Board).

6.5. The secretary of the Management Board is responsible for organizing the meetings of the Management Board, planning regular meetings of the Management Board and keeping records. The secretary of the Management Board is appointed by the Chairman of the Management Board.

6.6. For the purpose of effective current management of the Bank, the Management Board may hold working meetings, including those with the heads of structural units, control units to discuss work issues in the relevant direction.

7. PREPARATION OF MATERIALS FOR MANAGEMENT BOARD MEETINGS

7.1. The initiator of consideration of the issue (at the level of a member of the Management Board or with the approval of a member of the Management Board responsible for the relevant direction, or a member of the Supervisory Board or other person/body in cases stipulated by law) sends the secretary of the Management Board a request (in the prescribed form), justification (in particular, the legal norm, which requires the resolution of the issue at the level of the Management Board, to be indicated), draft decision and materials on issues proposed for the consideration of the Management Board, no later than 2 (two) working days before the date of the meeting. With the permission of the Chairman of the Management Board (received by approval via corporate e-mail, in particular), the materials may be submitted later.

7.2. When preparing a draft decision of the Management Board, the issue consideration initiator shall indicate in the draft decision the persons responsible for the execution of instructions and specific deadlines for their implementation (if required).

7.3. Responsibility for preparation of timely and quality information and training materials for the meetings of the Management Board rests with the issue consideration initiator.

8. PROCEDURE FOR FORMALIZATION OF VOTING PROCESS AND RESULTS

8.1. The Management Board decisions are formalised with the Minutes signed by the Chairman of the Management Board and in the absence of the latter by the chairman of the meeting and the secretary of the Management Board. Administration, registration and safekeeping of the minutes of the Management Board is ensured by the secretary of the Management Board.

When voting, each member of the Management Board has one vote and can vote "for", "against" or "abstain". In case of a tie, the vote of the Chairman of the Management Board is decisive.

8.2. The minutes may contain, in particular:

- serial number,
- the date of the meeting,
- meeting start and end time,
- information about the present members of the Management Board,
- information about the quorum,
- information about the persons invited to the Management Board meeting,
- meeting agenda,
- a brief overview of the considered issues,

- provided recommendations,
- adopted decisions with the results of roll-call voting (except in the case of unanimous voting) and special opinions (if available),
- information on the refusal of a member of the Management Board to participate in decision-making due to an existing or potential conflict of interests.

The minutes, which includes a decision, which essentially is a credit decision, must be drawn up in accordance with the requirements of the legislation of Ukraine.

The minutes are drawn up in two languages (Ukrainian and English), signed by the chairman of the meeting and provided for review at the request of a member of the Management Board, a member of the Supervisory Board, internal and external auditors, to the representatives of the National Bank of Ukraine, the National Securities and Stock Market Commission, Individual Deposit Guarantee Fund in cases prescribed by the law and to other persons determined by the Chairman of the Management Board. The Minutes of the Management Board meeting shall be drawn up within five working days after the meeting or, in the case of a poll, within 5 working days from the date of the end of the voting period.

8.3. The Management Board decisions are communicated to the members of the Management Board, initiator of issue consideration by the secretary of the Management Board.

8.4. In the case of using the right of "veto" by the Chief Risk Officer and/or The Chief Compliance Officer, such information is additionally noted in the Minutes. The Chief Risk Officer and/or The Chief Compliance Officer, in case of imposing a ban (veto) on the decisions of the Management Board and its committees, is obliged to immediately inform the Supervisory Board or the Risk Management Committee about such decisions. A vetoed Management Board decision has no legal force. The decision of the Management Board, in respect of which the veto was applied by the Chief Risk Officer and/or The Chief Compliance Officer, may be reviewed and approved by the Supervisory Board of the Bank.

9. PROCEDURE FOR POLL VOTING

9.1. Decisions of the Management Board may be taken by conducting poll voting of the members of the Management Board.

9.2. The initiator of decision-making (at the level of a member of the Management Board or with the approval of a member of the Management Board responsible for the relevant direction, or a member of the Supervisory Board or another person/authority in cases established by law) sends to the secretary of the Management Board a request (in the established form), justification, draft decision and materials on issues proposed for consideration by the Management Board.

The poll of members of the Management Board is conducted by the secretary of the Management Board, including by e-mail. If the poll is conducted by e-mail, the secretary of the Management Board must send (via e-mail) to each member of the Management Board complete and accurate information on each item on the agenda together with draft decisions. The deadline for voting is determined by the Chairman of the Management Board or the secretary of the Management Board, but may not be less than 1 (one) working day.

The decision of the Management Board, which is made by poll voting, is considered adopted if all members of the Management Board who participated in the vote voted for it, provided that more than half of the members of the Management Board took part in the vote.

In the event that during the voting period the decision was not made (or is not considered to be made in accordance with paragraph 9.2. of these Bylaws), the relevant issues are included in the agenda of the next meeting of the Management Board for deliberation and decision-making.

In the event that all present members of the Management Board have not informed the secretary of the Management Board in writing (via e-mail) of their position regarding each issue on

the agenda within the prescribed period, the relevant issues will be included in the agenda of the next meeting of the Management Board for their discussion and decision-making.

9.3. Consideration of issues and signing of the minutes of Management Board meetings regarding decisions adopted through poll voting is arranged by the secretary of the Management Board in accordance with paragraph 8.2. of the Bylaws.

10. ORGANIZATION OF CONTROL OVER THE IMPLEMENTATION OF DECISIONS OF THE MANAGEMENT BOARD

10.1. Minutes of the Management Board meetings, including those subjects to control, shall be kept by the secretary of the Management Board, who shall keep records of them.

10.2. The secretary of the Management Board may certify with his/her signature copies of the minutes of the Management Board meetings, extracts and excerpts from them.

10.3. The organization of control over the implementation of the decisions of the Management Board is carried out by a person appointed by the Management Board in the manner prescribed by the internal documents of the Bank.

If the Management Board has not appointed such person, control over the implementation of the Management Board decisions shall be ensured by the secretary of the Management Board by taking into account the Management Board decisions specified in paragraph 10.4 of the Bylaws and informing the Management Board with the frequency established by the Management Board about the status of decisions subject to control over their implementation.

10.4. Decisions involving the establishment of tasks, assignments, the person / unit responsible for implementation, the deadline for implementation are subject to control over the implementation of the Management Board decisions.

10.5. Decisions of the Management Board are executed by the responsible persons/ units within the timeframe fixed in the decisions adopted by the Management Board, which are documented by the secretary of the Management Board in the corresponding minutes.

11. FINAL PROVISIONS

11.1. These Bylaws shall enter into force on the date of its approval by the Supervisory Board of the Bank, unless otherwise provided for in the relevant resolution of the Supervisory Board.

11.2. Changes to these Bylaws shall be approved by the Supervisory Board of the Bank and shall be formalized by presenting it in a new wording. Adoption of a new wording of the Bylaws, unless otherwise provided, terminates the previous document.

11.3. In case of non-compliance of any part of these Bylaws with the current legislation of Ukraine, regulations of the National Bank of Ukraine, the National Commission on Securities and Stock Market and/ or the Charter, including in connection with the adoption of new legislation of Ukraine, these Bylaws will apply only insofar as they do not contradict the current legislation of Ukraine or the current wording of the Charter.

Chairman of the Management Board

Carlos de Cordoue