

«Approved»:	Resolution of the Sole shareholder of JSC «CREDIT AGRICOLE BANK» No 1 dd. «25» April 2025 (effective date – 08 th May 2025)
--------------------	---

**BYLAWS ON THE SUPERVISORY BOARD OF
JOINT-STOCK COMPANY CREDIT AGRICOLE BANK
(new version)**

TABLE OF CONTENTS

1. DEFINITION AND INTERPRETATION OF TERMS	3
2. GENERAL PROVISIONS.....	3
3. POWERS OF THE SUPERVISORY BOARD	3
4. ELECTING, COMPOSITION AND TERM OF POWERS OF THE SUPERVISORY BOARD..	4
5. RIGHTS AND OBLIGATIONS OF THE SUPERVISORY BOARD MEMBERS	6
6. CHAIRMAN AND DEPUTY CHAIRMAN OF THE SUPERVISORY BOARD.....	7
7. SUPERVISORY BOARD COMMITTEES.....	8
8. SUPERVISORY BOARD SECRETARY	8
9. SUPERVISORY BOARD MEETINGS	9
10. CONTROL OVER IMPLEMENTATION OF THE SUPERVISORY BOARD DECISIONS ..	11
11. FINAL PROVISIONS.....	11

The Bylaws on the Supervisory Board of JOINT-STOCK COMPANY CREDIT AGRICOLE BANK (hereinafter – the **Bank**) were drafted in accordance with the current legislation of Ukraine and the Charter. These Bylaws determine the legal status, competence, functions, composition, the term of authority, the procedure for the formation and organization of the work of the Supervisory Board as a whole, as well as the rights and obligations of the members of the Supervisory Board, the status of the secretary of the Supervisory Board and the Committees of the Supervisory Board of the Bank, other issues related to the activities of the Supervisory Board.

1. DEFINITION AND INTERPRETATION OF TERMS

1.1. The section headings are used in these Bylaws for convenience only and should not be taken into account when interpreting the contents hereof.

2. GENERAL PROVISIONS

2.1. The Supervisory Board is the body responsible for controlling the activities of the Management Board, protecting the rights of depositors, other creditors and shareholders of the Bank. The Supervisory Board does not participate in the current management of the Bank

2.2. The objective of activity of the Supervisory Board is to represent interests and protect the rights of the Shareholder, ensure the effectiveness of its investments, promote the implementation of the charter goals and objectives of the Bank, identify ways and methods for implementing the strategy aimed at increasing the profitability and competitiveness of the Bank, oversee the activities of the Board.

2.3. The operation procedure of the members of the Supervisory Board, rights and obligations of its members, the procedure for paying them remuneration are determined by the current legislation of Ukraine, the Charter, the Bylaws, as well as the civil law or employment contract (agreement) which is concluded with the member of the Supervisory Board.

2.4. The Supervisory Board determines the forms of control over the activities of the Management Board.

2.5. The Supervisory Board is responsible for the Bank's activities and financial position.

2.6. The Supervisory Board is fully responsible for establishment of comprehensive, adequate and effective system of managing the risks to which the Bank is exposed in its activities. The Supervisory Board performs all respective duties and functions stipulated by the effective legislation of Ukraine, in particular, the NBU regulations.

2.7. The Supervisory Board reports to the Shareholders of the Bank on its activities, the general condition of the Bank and its actions aimed at achieving the Bank's goals and objectives. For this purpose, the Supervisory Board performs all respective duties and functions stipulated by the effective legislation of Ukraine, in particular, the NBU regulations.

2.8. The Chairman, Deputy Chairman and the members of the Supervisory Board of the Bank, in the course of performing their duties, shall have the right to familiarize themselves with the documents and information concerning the activities of the Bank, including all the units of the Bank, regardless of the country of their seat, and the subsidiaries of the Bank, the right to access the systems of automation of banking operations, and the right to receive information from the Bank's managers and employees on the issues arising in the course of performing their duties.

3. POWERS OF THE SUPERVISORY BOARD

3.1. At its meetings, the Supervisory Board has the right to consider and resolve issues that fall within its competence.

3.2. The exclusive competence of the Supervisory Board includes making decisions on issues specified in the Bank's Charter.

Issues belonging to the exclusive competence of the Supervisory Board cannot be resolved by other bodies of the Bank.

3.3. The Supervisory Board may delegate resolving certain issues of its competence not belonging to the exclusive competence of the Supervisory Board to the Management Board or the Chairman of the Management Board or to the Supervisory Board bodies (in particular, its committees).

3.4. By exercising the functions of control and regulation of the Management Board's activity, the Supervisory Board elects, controls and, if necessary, terminates the powers of the members of the Management Board, ensuring that the Bank has an appropriate plan of succession in senior management, examines candidates for the position of a member of the Management Board regarding the required qualifications, professional competence, and the impeccability of their business reputation.

3.5. The Supervisory Board shall take appropriate measures to prevent the emergence of conflicts of Interest in the Bank and promote their settlement.

3.6. Members of the Supervisory Board are required to refuse to participate in the decision-making process if the conflict of Interest prevents them from full performance of their duties in the interests of the Bank, its depositors and Shareholders.

3.7. The Supervisory Board must ensure the maintenance of effective relations with the NBU.

3.8. The Supervisory Board has the right to use services of the independent specialists (lawyers, economists, etc.) for the purposes of studying and analyzing certain aspects of the Bank's activities. In addition, the Supervisory Board may, if necessary, decide on entering into services contracts with external consultants and experts in accordance with the powers defined by the Charter and the law.

3.9. The Supervisory Board shall be entitled to approve internal documents on the Bank on risk management issues whose list is defined by the effective law of Ukraine and to exercise control over their implementation, observance and time updating.

The Supervisory Board can define the nature, format and scope of the information on risks, consider management reporting on risks and, if the risk profile of the Bank does not correspond to the approved risk appetite, shall immediately make decision on application of adequate measures for risk mitigation.

3.10. The Supervisory Board approves decisions on providing consent to implementation of major changes in the activity of the Bank.

3.11. The Supervisory Board shall prepare an annual report on its work to reflect the assessment of the Supervisory Board's activity. The procedure of preparing, contents and form of the report are defined by the current legislation.

4. ELECTING, COMPOSITION AND TERM OF POWERS OF THE SUPERVISORY BOARD

4.1. Members of the Supervisory Board are elected from among shareholders or persons representing their interests, and independent members (independent directors). The term of office of members of the Supervisory Board is determined by the decision of the General Meeting, but may not exceed 3 (three) years.

The Chairman, Deputy Chairman and members of the Supervisory Board are elected according to the decision of the General Meeting.

Members of the Supervisory Board shall perform their duties personally and cannot delegate their duties to any other person.

4.2. The Supervisory Board shall consist of the following members: the Chairman, Deputy Chairman (if elected) of the Supervisory Board and the members of the Supervisory Board.

The Chairman and members of the Supervisory Board take office upon their approval by the National Bank of Ukraine.

4.3. At least one third of the Supervisory Board shall be represented by independent directors, and their minimal number shall be three persons. Independent directors must meet the requirements established by the current legislation of Ukraine.

The election of the members of the Supervisory Board of the Bank is carried out according to the procedure prescribed by law for the joint stock company with one shareholder, without cumulative voting. The same person may be elected to the Supervisory Board multiple times.

If within the period of time established by the law, the General Meeting made no decision on election/termination of the members of the Supervisory Board, approval of conditions of civil agreement, job contracts (agreements) concluded with them, establishing of the amount of their remuneration, election of the person authorized to sign such contracts (agreements) with the Supervisory Board members, the powers of the Supervisory Board members shall be terminated other than the powers to prepare, call and conduct the General Meeting.

The General Meeting can make a decision on early termination of powers of the Supervisory Board members and election of new members. If election of the Supervisory Board members was not made by cumulative voting, the General Meeting can decide to terminate powers of a particular member of the Supervisory Board.

A Supervisory Board member elected as the Shareholder's representative can be replaced by the Shareholder at any time through sending of the respective written notice to the Bank according to the legislation.

Termination of powers of the Supervisory Board member means concurrent termination of contract (agreement) concluded with them.

Without the decision of the General Meeting, the powers of the Supervisory Board member can be terminated in cases defined by the effective legislation of Ukraine.

If the number of members of the Supervisory Board with valid powers is less than half its quantitative composition elected by the General Meeting in accordance with the law, the Bank within 3 months shall convene an unscheduled General Meeting in order to elect new members of the Supervisory Board.

4.4. Members of the Supervisory Board of the Bank may not be members of the Management Board, as well as hold other positions in this Bank under the terms of the employment contract or render services to the Bank under the civil agreement.

4.5. A civil agreement, employment agreement (contract) may be concluded with a member of the Supervisory Board. Such an agreement or contract shall be signed on behalf of the Bank by the person authorized by the General Meeting under the terms approved by the decision of the General Meeting. A civil agreement concluded with a member of the Supervisory Board may be either reimbursable or non-reimbursable.

The validity of an agreement (contract) concluded with a member of the Supervisory Board shall be terminated in case of termination of their powers.

4.6. For the purpose of determining the "materiality of business relations" when assessing the independence of a member of the Supervisory Board, as stipulated by the Law:

4.6.1. Business relations between the Bank and the person from a list of those indicated in Clause 3 Paragraph 1 of Article 73 of the Law, shall be deemed "material" if they meet at least one of the following criteria:

(a) the Bank and the person concluded an agreement, the subject of which is the delivery of goods and / or services by such person in favour of the Bank, and the contract value exceeds 5% of total annual turnover according to the financial statements or tax return (for an individual) of such person for the past year, or

(b) the Bank and the person, concluded an agreement, the subject of which is the delivery of goods and / or services by Bank in favour of such person, and the contract value exceeds 0.05% of total assets of the Bank according to the financial statements of the Bank for the previous year.

4.6.2. business relations between the affiliated to the Bank legal entity and the person from a list of those indicated in Clause 3 Paragraph 1 of Article 73 of the Law, shall be deemed “material” if:

(a) between the affiliated to the Bank legal entity and the person, specified in Clause 3 of Paragraph 1 of Article 73 of the Law, concluded an agreement, the subject of which is the delivery of goods and / or services by such person in favour of a legal entity affiliated to the Bank and the contract value exceeds 5% of total annual turnover according to the financial statements or tax return (for an individual) of such person for the past year, or

(b) between the affiliated to the Bank legal entity and the person, specified in Clause 3 of Paragraph 1 of Article 73 of the Law, concluded an agreement, the subject of which is the delivery of goods and / or services by the affiliated to the Bank legal entity in favour of such person, and the contract value exceeds 0,05% of total assets of the affiliated to the Bank legal entity according to the financial statements for the previous year.

In any case, if the value of goods or services that are the subject of agreements, specified in Sub-clauses 4.6.1, 4.6.2 hereof, does not exceed 8,000 euros during calendar year (or the equivalent in any other foreign or local currency, calculated at the official rate of the NBU), such business relationships are not considered “material business relationship”.

The materiality of business relationship concerning persons, specified in Clause 3 Paragraph 1 of Article 73 of the Law, is determined by the Bank as of the date of election of such persons to the Supervisory Board and for the past year, and by independent members of the Supervisory Board on their own during the whole term of holding relevant positions in the Supervisory Board.

5. RIGHTS AND OBLIGATIONS OF THE SUPERVISORY BOARD MEMBERS

5.1. Supervisory Board members may:

- 1) obtain complete and accurate information about the Bank that is necessary for the performance of their functions. Requests for obtaining respective information are submitted to the Chairman of the Management Board;
- 2) request the Supervisory Board to convene the General Meeting;
- 3) demand the convening of an unscheduled meeting of the Supervisory Board;
- 4) submit written comments regarding the decisions of the Supervisory Board;
- 5) receive remuneration for the performance of the Supervisory Board member functions;
- 6) attend Management Board meetings;
- 7) develop missions, long-term strategies, mid-term and short-term plans;
- 8) exercise other rights as defined by the current legislation of Ukraine.

5.2. Supervisory Board members are obliged to:

- 1) act in the interest of the Shareholder, exercise their rights and obligations regarding the Bank faithfully and reasonably, not disclose information constituting banking secrecy of the Bank;
- 2) refrain from participating 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, a member of the Supervisory Board shall not have the right to vote when the Supervisory Board makes a decision and shall not be taken into account when determining the quorum;
- 3) be guided in their activities by the Charter, the Bylaws, decisions of the General Meeting, and the current legislation of Ukraine;
- 4) comply with decisions made by the General Meeting and the Supervisory Board;
- 5) comply with all rules established in the Bank that are connected with confidential information circulation, security, and storing mode. Not to disclose confidential information that became known to them due to performing the functions of a Supervisory Board member to persons who do not have access to such information, as well as use it in their own interests;
- 6) work on increasing the Bank's security and reliability, ensure that the Bank maintains effective relationships with supervisory authorities, and approach and oversee the work of external auditors with due diligence;
- 7) in case of unilateral abdication, inform the Management Board and the Supervisory Board thereon not later than two weeks in advance;
- 8) pay sufficient attention and effort to performance of their duties;
- 9) periodically assess the efficiency of own governance practice, prevention of the conflicts of Interest, identification of weaknesses and taking measures required for their elimination.

5.3. The requirements to education, qualifications, professional experience and impeccable business reputation for members of the Supervisory Board are determined by the requirements of the current legislation of Ukraine.

6. CHAIRMAN AND DEPUTY CHAIRMAN OF THE SUPERVISORY BOARD

6.1. The Chairman and Deputy Chairman of the Supervisory Board shall be elected by the General Meeting.

6.2. Chairman of the Supervisory Board shall:

- 1) organize the work of the Supervisory Board;
- 2) convene the meeting of the Supervisory Board, approve the agenda of the meetings;
- 3) chair the meetings of the Supervisory Board;
- 4) manage the preparation of materials and draft decisions for discussion by the Supervisory Board;
- 5) propose issues for consideration by the Supervisory Board;
- 6) sign contracts with the Chairman and members of the Management Board, unless other persons have been authorized to perform such actions by the Supervisory Board;
- 7) sign minutes of the Supervisory Board meetings;
- 8) if the Supervisory Board makes a decision regarding setting up of Committees of the Supervisory Board, and unless otherwise provided for by such a decision, organize work of setting up such committees, nomination of the members of the Supervisory

Board to be included in such committees, as well as coordinate activities, connections of committees with each other and with other bodies and officials of the Bank;

- 9) maintain constant contacts with other bodies and officials of the Bank;
- 10) exercises control over the implementation of the decisions of the Supervisory Board, unless otherwise determined by the respective resolution of the Supervisory Board;
- 11) perform other actions determined herein, by the Charter, decisions of the General Meeting of Shareholders of the Bank and the Supervisory Board.

6.3. If the Chairman of the Supervisory Board is unable to exercise his/her authority, his/her authority shall be exercised by the Deputy Chairman of the Supervisory Board (in case of his/her election). If the Deputy Chairman of the Supervisory Board is unable to perform the duties of the Chairman of the Supervisory Board, or if the Deputy Chairman of the Supervisory Board has not been elected, one of the members of the Supervisory Board, in its decision, shall perform these duties.

The Chairman of the Supervisory Board may entrust the exercising of certain powers to the Deputy Chairman of the Supervisory Board (in case of his/her election) and/or to any Member of the Supervisory Board.

7. SUPERVISORY BOARD COMMITTEES

7.1. The Supervisory Board of the Bank establishes the following permanent operating committees for preliminary study and preparation for consideration at the Supervisory Board meeting of issues within the competence of the Supervisory Board:

- Audit Committee;
- Risk Management Committee;
- Appointment and Remuneration Committee.

An independent director is appointed to the Audit Committee, Risk Management Committee and Appointment and Remuneration Committee of the Bank.

The Supervisory Board of the Bank has the right to create other temporary and permanent committees. The decisions regarding establishment of any committee and the list of issues (powers) that will fall within the scope of the committee's authority are taken by a simple majority of votes of the attending and voting members of the Supervisory Board.

7.2. The functions and powers of committees, their structure, the procedure for involving other persons in the work of committees, as well as other issues related to the activities of committees, are determined by the Supervisory Board.

8. SUPERVISORY BOARD SECRETARY

8.1. In order to provide an effective organizational and informational support of the Supervisory Board, the position of the Secretary of the Supervisory Board may be created. The functions of the Secretary of the Supervisory Board may be performed by the corporate secretary of the Bank or by the decision of the Supervisory Board, the functions of the Secretary of the Supervisory Board may be assigned to other employee of the Bank.

8.2. The Secretary of the Supervisory Board performs the following actions:

- 1) informs all members of the Supervisory Board of holding regular and unscheduled meetings of the Supervisory Board by order of the Chairman of the Supervisory Board;
- 2) provide the Chairman and members of the Supervisory Board with the necessary information and documentation;

- 3) carries out the record of correspondence addressed to the Supervisory Board and organizes preparation of respective responses;
- 4) maintains and carries out the preparation of the minutes of meetings of the Supervisory Board, including those carried out by survey;
- 5) keeps records and stores the signed minutes of the Supervisory Board;
- 6) signs copies of the minutes of meetings of the Supervisory Board, extracts and excerpts from them;
- 7) supervises the implementation of the decisions of the Supervisory Board by order of the Chairman of the Supervisory Board;
- 8) performs other actions on behalf of the Chairman of the Supervisory Board and/or members of the Supervisory Board

9. SUPERVISORY BOARD MEETINGS

9.1. The organizational form of the Supervisory Board's work is regular and unscheduled meetings.

9.2. The Supervisory Board draws up and approves the annual plan of meetings, which consists of the schedule of regular meetings of the Supervisory Board. The Chairman and members of the Supervisory Board, if necessary, have the right to initiate changes to the meeting schedule. The meeting plan is changed by the Supervisory Board by adopting a separate decision. The change of time and/or date of the meeting may be agreed upon by the Chairman of the Supervisory Board via e-mail approval.

9.3. Regular meetings of the Supervisory Board are held as needed, but at least once a quarter. The Supervisory Board may decide to approve the schedule of regular meetings for the relevant calendar year.

9.4. Unscheduled meetings of the Supervisory Board shall be convened at the initiative of the Chairman of the Supervisory Board or at the request of a member of the Supervisory Board, Chairman or member of the Management Board. At the request/invitation of the Supervisory Board or Chairman of the Supervisory Board, during its meeting or while considering certain issues of the agenda of the meeting, members of the Management Board, internal and external auditors, and other persons identified by it take part with the right to an advisory vote (unless otherwise provided in the relevant request/invitation of the Supervisory Board or the Chairman of the Supervisory Board).

9.5. Supervisory Board meeting shall be conducted at the Bank's location or in any other place at the Supervisory Board discretion.

9.6. The Supervisory Board meetings can be held with usage of any information and/or telecommunication technologies that enable remote participation of the Supervisory Board members online, discussion of the issues of the agenda and making decisions of the issues submitted for consideration without physical presence in the venue of the meeting.

9.7. A meeting of the Supervisory Board shall be deemed to be quorate if more than half of its members (quorum) participate in the meeting of the Supervisory Board, including those using information and/or telecommunication technologies online (audio or video conference). The decisions of the Supervisory Board shall be made by a majority of members of the Supervisory Board from their total number who have voting right. One member of the Supervisory Board has one vote. If the votes are equally divided, the voice of the Chairman of the Supervisory Board is decisive.

9.8. Proposals regarding the issues on the agenda may be made by members of the Supervisory Board, the Management Board, the head of the Bank's Internal Audit Unit, Chief Risk

Officer and Chief Compliance Officer. Materials prepared for consideration at the meeting of the Supervisory Board together with the agenda shall be provided for familiarization to the members of the Supervisory Board within 5 (five) working days prior to the meeting. The indicated materials, including the agenda, may be submitted for familiarization via any information and/or telecommunication technologies.

9.9. The decisions of the Supervisory Board may be taken by polling. In this case, the polling of the members of the Supervisory Board shall be conducted by the Chairman of the Supervisory Board, by the Secretary of the Supervisory Board using any information and/or telecommunication technologies. If the Supervisory Board meeting is conducted by polling, the Chairman or the secretary of the Supervisory Board shall forward full and accurate information on each issue of the agenda together with draft decisions to each Supervisory Board member in advance and in writing (including using information and/or telecommunication technologies) and define the time within which the Supervisory Board members can express their positions. If within the established period, a Supervisory Board member has not expressed his/her position on each issue of the agenda to the Supervisory Board in writing (including using information and/or telecommunication technologies), it is deemed that such member did not take part in the polling. The polling shall be deemed qualified if more than a half of the Supervisory Board composition took part in it.

9.10. The meeting of the Supervisory Board or consideration of a separate issue in its decision or with the approval of the Chairman of the Supervisory Board may be recorded by technical means of the entire meeting of the Supervisory Board or its consideration of a separate issue.

9.11. The decisions of the Supervisory Board, including those made by polling, shall be formalized by minutes. Minutes are drawn up in English and Ukrainian.

Each member of the Supervisory Board may request that his/her explaining the reasons for his/her vote is included in the minutes.

9.12. The minutes of the meeting of the Supervisory Board shall be drawn up within five business days after the meeting, or in the case of poll voting - within 5 business days from the end of the period during which members of the Supervisory Board can notify the Supervisory Board (including using information and/or telecommunication technologies) of their position on each item on the agenda.

The minutes of the Supervisory Board shall include the information that is mandatory in accordance with the requirements of the current legislation of Ukraine.

In case of abstain voting/non-unanimous voting by the Supervisory Board Member(s), the minutes of the Supervisory Board meeting shall reflect the results of such individual voting.

9.13. The minutes of the Supervisory Board shall be signed by the Chairman of the Supervisory Board (the Deputy Chairman of the Supervisory Board (if elected) or another member of the Supervisory Board who chaired on the meeting) and the Secretary of the Supervisory Board meeting. Minutes of a meeting of the Supervisory Board may be drawn up in the form of an electronic document, which shall be signed by the qualified electronic signatures of the Chairman of the Supervisory Board (the Deputy Chairman of the Supervisory Board (if elected) or another member of the Supervisory Board who chaired on the meeting) and the Secretary of such meeting.

9.14. The signed minutes of the Supervisory Board, shall be kept throughout the whole term of the Bank's operation.

10. CONTROL OVER IMPLEMENTATION OF THE SUPERVISORY BOARD DECISIONS

10.1. Decisions made by the Supervisory Board are binding for the members of the Supervisory Board, the Chairman of the Management Board, the Management Board, structural units and Bank employees.

10.2. The decisions of the Supervisory Board are brought to the attention of their performers/responsible employees by the Secretary of the Supervisory Board or another person authorized by the Secretary of the Supervisory Board. Excerpts/extracts from the minutes of the meeting of the Supervisory Board are signed by the Chairman, Deputy Chairman of the Supervisory Board the secretary of the Supervisory Board, or Chairman of the Management Board. The Chairman of the Supervisory Board may determine another way of informing the Supervisory Board about the decision.

10.3. The control over the implementation of decisions made by the Supervisory Board is exercised by the Chairman of the Supervisory Board or, on his behalf, by the secretary of the Supervisory Board. The Supervisory Board may appoint other persons who will exercise control over the implementation of the decisions of the Supervisory Board.

11. FINAL PROVISIONS

11.1. The Bylaws shall be effective in accordance with its approval by the General Meeting (Resolution of the sole Shareholder of the Bank), unless otherwise provided by the resolution of the General Meeting.

11.2. Amendments to the Bylaws shall be approved by the General Meeting (Resolution of the sole Shareholder of the Bank) and shall be drafted in a new version. The adoption of the new version of the Bylaws, unless otherwise provided in it, makes the previous version null and void.

11.3. If any part of the Bylaws fails to comply with the current legislation of Ukraine, regulatory and legal acts of the NBU, National Commission on Securities and Stock Market and/or the Charter, including in connection with the adoption of new legislative acts of Ukraine or regulatory and legal acts of the NBU, the National Securities and Stock Market Commission, the Bylaws shall only be applicable in the part that does not contradict the current legislation of Ukraine, regulatory acts of the NBU, the National Commission on Securities and Stock Market and/or the current version of the Charter.

Chairman of the Management Board

Carlos de Cordoue