

APPROVED  
By Extraordinary General Meeting of Shareholders  
ZENIT Bank (open joint stock company)  
August 06, 2007

Minutes № 4  
dated August 10, 2007

Chairman of the Extraordinary General Meeting of Shareholders,  
Chairman of the Board of Directors of the Bank

\_\_\_\_\_ A.A. Sokolov

**REGULATION  
On the Board of Directors of  
Bank ZENIT  
(Open Joint Stock Company)**

**1. GENERAL PROVISIONS**

1.1. This Regulation on the Management Board of Bank ZENIT (open joint stock company) (hereinafter – the Regulation) was developed in accordance with the Civil Code of the RF, the Federal law “On joint stock companies”, the current law, legal acts of the RF, the Charter of Bank ZENIT (open joint stock company) (hereinafter – the Bank).

1.2. This Regulation determines the procedure of convening and holding meetings of the Board of Directors of the Bank, rights and responsibilities of its members.

1.3. The Board of Directors of the Bank provides general management of the Bank's activity, except for resolution of matters referred by the Federal law “On joint stock companies” to the competence of the General Meeting of shareholders.

1.4. In its activity the Board of Directors of the Bank is guided by the current law, legal acts of the RF, the Charter of the Bank, this Regulation and by-laws of the Bank in the part related to activity of the Board of Directors of the Bank.

1.5. Matters provided by the Federal law “On joint stock companies” refer to the competence of the Board of Directors of the Bank.

1.6. The Board of Directors of the Bank is entitled to set up temporary and permanent committees for preliminary study and review of the most important matters referred to the competence of the Board of Directors of the Bank.

1.7. Committees under the Board of Directors of the Bank act on the basis of provisions approved by the Board of Directors of the Bank. The Board of Directors of the Bank determines personal membership in the committees.

**2. ELECTION OF THE BOARD OF DIRECTORS OF THE BANK**

2.1. Members of the Board of Directors of the Bank are elected by cumulative voting at the General Meeting of shareholders following the procedure provided by the Federal law “On joint stock companies” and the Charter of the Bank for a term until the next Annual General Meeting of shareholders and may be re-elected an unlimited number of times.

Under cumulative voting the number of votes of each shareholder is multiplied by the number of persons to be elected to the Board of Directors of the Bank, and a shareholder is entitled to give the votes thus calculated to one candidate or distribute them among two or more candidates. Candidates who received the largest number of votes are deemed elected to the Board of Directors of the Bank.

2.2. Decision of the General Meeting of shareholders on early termination of authority may be taken in respect of all members of the Board of Directors.

In case of early termination of authority of the Board of Directors of the Bank, authority of the new Board of Directors elected by an extraordinary General Meeting of shareholders shall remain in force until the next annual General Meeting of shareholders.

2.3. A member of the Board of Directors of the Bank is entitled at any time to notify the Board of Directors of the Bank of voluntary termination of his authority. The authority of members of the Board of

Directors of the Bank is deemed terminated after the General Meeting of shareholders passes a decision on their early termination.

2.4. Members of the Management Board of the Bank may not account for more than one quarter of the Board of Directors of the Bank. The person performing the functions of the sole executive body may not simultaneously be the Chairman of the Board of Directors. Members of the Audit Commission may not simultaneously be members of the Board of Directors.

2.5. The Board of Directors of the Bank numbers fifteen members, including at least one independent member of the Board of Directors meeting the requirements set forth by the Charter of the Bank. The concept of independence in the meaning of this clause does not apply for the purpose of determining the composition of independent directors when the Board of Directors of the Bank approves interested party transactions following the procedure provided by the Federal law "On joint stock companies".

By decision of the General Meeting of shareholders the number of members of the Board of Directors may be modified, but the number of members of the Board of Directors of the Bank may not become less than nine.

2.6. Persons having convictions for economic crimes or crimes against state power, or in respect of which there exist court decisions that established the fact of illegal actions in bankruptcy, intentional or fictitious bankruptcy, damages to a credit organization, or other persons not meeting qualification requirements established by Federal laws and regulatory acts of the Bank of Russia adopted in accordance with them.

### **3. CHAIRMAN OF THE BOARD OF DIRECTORS OF THE BANK**

3.1. The Chairman of the Board of Directors of the Bank is elected by members of the Board of Directors from their number by a majority of the votes of the total number of votes of members of the Board of Directors.

The Chairman of the Board of Directors may be re-elected at any time by the Board of Directors of the Bank by a majority of the votes of the total number of votes of members of the Board of Directors.

3.2. The Chairman of the Board of Directors organizes its work, convenes meetings of the Board of Directors of the Bank and presides over them, organizes keeping of minutes at meetings and presides over the General Meeting of shareholders.

3.3. The Chairman of the Board of Directors signs on behalf of the Board of Directors of the Bank documents approved at meetings of the Board of Directors of the Bank, unless otherwise provided by decision of the Board of Directors of the Bank.

3.4. During temporary absence of the Chairman of the Board of Directors (due to illness, business trip, leave, etc.) one of the members of the Board of Directors selected by the Board of Directors of the Bank performs his functions.

3.5. The first meeting of a new composition of the Board of Directors of the Bank for the purpose of electing in the established manner the Chairman of the Board of Directors is convened by the Chairman of the former Board of Directors.

If there is a quorum, such meeting may be held on the date of the General Meeting of shareholders, at which the new Board of Directors of the Bank is elected.

### **4. PROCEDURE OF CONVENING AND HOLDING MEETINGS OF THE BOARD OF DIRECTORS OF THE BANK**

4.1. A meeting of the Board of Directors of the Bank is convened by the Chairman of the Board of Directors of the Bank upon his own initiative, upon demand of a member of the Board of Directors, the Audit Commission of the Bank, the Management Board of the Bank, the Chairman of the Management Board of the Bank and other persons determined by the Charter of the Bank.

4.2. A demand to convene a meeting of the Board of Directors of the Bank (hereinafter – a Demand) should be in writing and forwarded to the Chairman of the Board of Directors of the Bank (by registered letter, by fax, by courier or by other means allowing to establish receipt thereof).

A demand should contain:

- Name of the initiator of the meeting,

- Matter on the agenda and causes for its inclusion,

- Form of the meeting,

- Address, to which a reply to the Demand made is to be forwarded;

- Signature of the initiator of the meeting (if a Demand is made by the Management Board of the Bank, it should be signed by the Chairman of the Management Board of the Bank).

If a Demand does not contain the above information, the Chairman of the Board of Directors of the Bank is entitled to refuse to convene a meeting of the Board of Directors of the Bank.

4.3. Meetings of the Board of Directors of the Bank are held as needed, but in any case not less than twice a year.

The Chairman of the Board of Directors of the Bank must convene a meeting of the Board of Directors of the Bank to decide the following matters:

- Convocation of the annual General Meeting of shareholders and taking decisions required for its conduct set forth by the Federal law “On joint stock companies”;

- Preliminary approval of the Bank’s annual report pursuant to clause 4, article 88 of the Federal law “On joint stock companies”;

- Review of shareholders’ proposals to include matters in the agenda of the annual General Meeting of shareholders and nominations of candidates to the Board of Directors of the Bank, the Audit Commission and a candidate to the position of the Chairman of the Management Board;

- Convocation of an extraordinary General Meeting of shareholders for the purpose of electing a new Board of Directors of the Bank in cases when the number of members of the Board of Directors of the Bank becomes less than the number constituting a quorum for meetings of the Board of Directors of the Bank,

- Other matters to be decided by the Board of Directors of the Bank in accordance with the current law and legal acts of the RF.

4.4. The Chairman of the Board of Directors of the Bank must consider a Demand made and take one of the following decisions:

- On convocation of a meeting of the Board of Directors, and forward to all members of the Board of Directors a notice of the meeting provided by clause 4.8 (clause 5.6, accordingly) of this Regulation,

- On refusal to convene a meeting, and forward a motivated decision to the initiator of the meeting not later than within 7 days of the date of the Demand.

4.5. When taking the decision to convene a meeting the Chairman of the Board of Directors of the Bank determines:

- The form of the meeting;

- The date, place and time of the meeting, or if the meeting of the Board of Directors is held in the form of voting in absentia, the ballot acceptance closing date and the mailing address, to which filled out ballots are to be forwarded,

- The agenda of the meeting,

- The list of information (materials) to be provided to members of the Board of Directors before the meeting.

A meeting of the Board of Directors (except for a meeting in the form of voting in absentia) should be held not later than within 20 days of the date of the Demand.

4.6. The agenda of a meeting of the Board of Directors includes matters proposed by the initiator of the meeting of the Board of Directors of the Bank and other persons specified in clause 4.1 of this Regulation. Preliminary generation of the agenda of a meeting of the Board of Directors of the Bank does not prevent inclusion and discussion of other matters within the competence of the Board of Directors of the Bank at the meeting of the Board of Directors of the Bank, and therefore, the agenda of a meeting is finalized at the beginning of the meeting of the Board of Directors of the Bank.

4.7. A quorum for a meeting of the Board of Directors of the Bank may not be less than half of elected members of the Board of Directors of the Bank. In the case when the number of members of the Board of Directors of the Bank becomes less than the number constituting the aforesaid quorum, the Board of Directors of the Bank must take decision on holding an extraordinary meeting of shareholders to elect a new Board of Directors. Remaining members of the Board of Directors of the Bank are entitled to take decision only on convening such extraordinary meeting of shareholders.

When determining whether a quorum is present and results of voting on matters on the agenda written opinion of a member of the Board of Directors of the Bank absent from the meeting of the Board of Directors of the Bank is taken into account. A written opinion is drawn up in a free form and may contain voting on all matters on the agenda of a meeting or on separate matters. A written opinion of a member of the Board of Directors of the Bank is forwarded by registered letter, by fax, by courier or by other means allowing to determine receipt thereof. If a member of the Board of Directors of the Bank is present at the meeting of the Board of Directors, his written opinion is disregarded in determining whether a quorum is present and results of voting.

4.8. A notice of the meeting of the Board of Directors as well as information (materials) forwarded to members of the Board of Directors of the Bank for the meeting are forwarded to each member of the Board of Directors of the Bank (by registered letter, by fax, by courier or by other means allowing to determine receipt thereof) at least 5 business days before the appointed date of the meeting.

When the Board of Directors of the Bank takes decisions on convening (refusing to convene) an extraordinary General Meeting of shareholders or on including (refusing to include) proposals received in the

agenda of the General Meeting of shareholders and nominations in the list of candidates to be elected to a relevant body of the Bank, which have to be taken within a five-day period of time pursuant to the Federal law “On joint stock companies”, a notice of the meeting of the Board of Directors as well as information (materials) forwarded to members of the Board of Directors of the Bank for the meeting are forwarded to each member of the Board of Directors of the Bank (by registered letter, by fax, by courier or by other means allowing to determine receipt thereof) at least 2 business days before the appointed date of the meeting.

A notice of the meeting of the Board of Directors of the Bank should include:

- Company (full official) name and address (location) of the Bank;
- Name of the initiator of the meeting;
- Date, place and time of the meeting;
- Matters on the agenda;
- Signature of the Chairman of the Board of Directors of the Bank.

4.9. At the meeting of the Board of Directors of the Bank decisions are taken by a majority of the votes of members of the Board of Directors participating in the meeting, unless otherwise provided by the Federal law “On joint stock companies”, the Charter or this Regulation. When taking decisions at the meeting of the Board of Directors of the Bank each member of the Board of Directors of the Bank has one vote.

Decisions on approving a major transaction, the subject of which is property, the value of which constitutes from 25 to 50 percent of the balance sheet value of the Bank’s assets, are taken by all members of the Board of Directors of the Bank unanimously, with the votes of dismissed members of the Board of Directors of the Bank being disregarded.

If members of the Board of Directors of the Bank are not unanimous in approving a transaction, by decision of the Board of Directors of the Bank the matter of approving the major transaction may be resolved by the General Meeting of shareholders.

The procedure of approving an interested party transaction and adoption of a relevant decision by the Board of Directors of the Bank and the General Meeting of shareholders is regulated by article 83 of the Federal law “On joint stock companies”.

Decision on recommending the General Meeting of shareholders to increase the charter capital is taken by the Board of Directors of the Bank by a qualified majority of three quarters of the votes of members of the Board of Directors of the Bank participating in the meeting.

A member of the Board of Directors of the Bank may not transfer his right of vote to another person, including another member of the Board of Directors of the Bank.

In case of equality of votes of members of the Board of Directors of the Bank the Chairman of the Board of Directors of the Bank has the casting vote in taking decisions by the Board of Directors of the Bank.

4.10. Invitees may participate in meetings of the Board of Directors of the Bank.

Invitees have the right to:

- Speak on matters on the agenda of the meeting of the Board of Directors of the Bank that were determined for them earlier;
- If requested by members of the Board of Directors of the Bank, give explanations on matters discussed at the meeting of the Board of Directors of the Bank.

Invitees do not have the right to:

- Participate in voting on matters included in the agenda of the meeting of the Board of Directors of the Bank.

4.11. Minutes are kept at the meeting of the Board of Directors. The Board of Directors of the Bank elects a secretary of the Board of Directors of the Bank (Corporate Secretary) to keep minutes. The Secretary of the Board of Directors of the Bank serves as secretary at each meeting of the Board of Directors of the Bank.

Duties of the Secretary of the Board of Directors of the Bank include:

- Keeping and drawing up minutes of meetings of the Board of Directors of the Bank;
- Determining results of voting on matters to be decided;
- Organization of meetings of the Board of Directors of the Bank (including necessary actions related to meetings of the Board of Directors of the Bank in the form of voting in absentia);
- Timely notification of the date, place, time and agenda of the meeting of the Board of Directors of the Bank as well as preparation and forwarding to members of the Board of Directors of the Bank of information (materials) for meetings and voting ballots (if necessary);
- Storage of all documents related to activity of the Board of Directors of the Bank (minutes, materials for meetings, voting ballots, written opinions, copies (originals) of documents approved by the Board of Directors of the Bank).

In case of the Secretary’s temporary absence members of the Board of Directors of the Bank decide the issue of temporary performance of his duties.

If the Secretary of the Board of Directors of the Bank is not a member of the Board of Directors of the Bank he does not have the right to vote on decisions taken by the Board of Directors of the Bank.

4.12. Minutes of a meeting of the Board of Directors of the Bank are drawn up not later than three days of the meeting.

Minutes of a meeting of the Board of Directors of the Bank contain:

- Date, place and time of the meeting;
- Persons present at the meeting (persons participating in the meeting of the Board of Directors of the Bank conducted in the form of voting in absentia);
- Persons who filed a written opinion;
- Agenda of the meeting;
- Matters put to the vote and results of voting,
- Decisions taken.

Minutes of a meeting of the Board of Directors of the Bank are signed by the chairman of the meeting, who is responsible for the correctness of the minutes and the secretary of the meeting.

If written opinions of members of the Board of Directors of the Bank absent from the meeting are taken into account when determining a quorum and results of voting on matters on the agenda, such written opinions are attached to the minutes.

4.13. Tape recording may be used at meetings of the Board of Directors of the Bank.

4.14. Copies of minutes (extracts from minutes) of a meeting of the Board of Directors of the Bank are sent to members of the Board of Directors of the Bank in response to written requests forwarded to the Chairman of the Board of Directors of the Bank.

4.15. By decision of the General Meeting of shareholders during the period of fulfilling their responsibilities members of the Board of Directors of the Bank may receive remuneration and (or) compensation of expenses related to their duties of members of the Board of Directors of the Bank. The amount of such remuneration or compensation is determined by decision of the General Meeting of shareholders.

4.16. By decision of the Chairman of the Board of Directors a meeting of the Board of Directors may be postponed. A meeting may be postponed by a period of time not exceeding 30 days.

## **5. PROCEDURE OF TAKING DECISIONS BY VOTING IN ABSENTIA**

5.1. The Board of Directors of the Bank may take decisions by voting in absentia. The general requirements to convocation and conduct of a meeting of the Board of Directors of the Bank set forth in section 4 hereof apply to the procedure of conducting meetings of the Board of Directors of the Bank in the form of voting in absentia, unless otherwise provided by this section.

A meeting of the Board of Directors of the Bank is deemed to be in the form of voting in absentia, if members of the Board of Directors of the Bank vote on matters on the agenda of the Board of Directors of the Bank without joint presence for the purpose of discussion of matters on the agenda and taking decisions on matters put to the vote.

5.2. A meeting of the Board of Directors of the Bank conducted in the form of voting in absentia may take decisions on all matters referred to the competence of the Board of Directors of the Bank.

5.3. Voting on matters on the agenda of a meeting of the Board of Directors of the Bank in the form of voting in absentia is by voting ballots.

5.4. A notice of a meeting of the Board of Directors of the Bank in the form of voting in absentia is sent to members of the Board of Directors of the Bank (by registered letter, fax, courier or other means allowing to verify receipt thereof) together with voting ballots and draft documents and other information (materials) provided to members of the Board of Directors of the Bank.

5.5. The Chairman of the Board of Directors of the Bank establishes a ballot acceptance closing date. The date of sending a notice of the meeting (with the relevant documents attached) to members of the Board of Directors of the Bank should be at least 10 days before the ballot acceptance closing date. When the Board of Directors of the Bank takes decisions on convening (refusing to convene) an extraordinary General Meeting of shareholders or on including (refusing to include) proposals received in the agenda of the General Meeting of shareholders and nominations in the list of candidates to be elected to a relevant body of the Bank, which have to be taken within a five-day period of time pursuant to the Federal law "On joint stock companies", the date of sending a notice to members of the Board of Directors (with the relevant documents attached) should be at least 2 days before the ballot acceptance closing date.

5.6. A notice of the meeting of the Board of Directors of the Bank in the form of voting in absentia should include:

- Company (full official) name and address (location) of the Bank;
- Name of the initiator of the meeting;

- Indication that the meeting of the Board of Directors of the Bank is in the form of voting in absentia;
- Ballot acceptance closing date;
- Matters included in the agenda of the meeting of the Board of Directors of the Bank;
- List of information (materials) provided to members of the Board of Directors of the Bank;
- Mailing address, to which filled out voting ballots are to be forwarded;
- Signature of the Chairman of the Management Board of the Bank.

5.7. Each member of the Board of Directors of the Bank receives one ballot for voting on all matters or several ballots for voting on different matters.

5.8. A voting ballot should contain:

- Company (full official) name and address (location) of the Bank;
- Decisions on each matter voted by the given ballot;
- Options of voting on each matter on the agenda expressed as “Ays”, “Nays” or “abstained”;
- Indication that the voting ballot must be signed by a member of the Board of Directors of the Bank.

5.9. In determining voting results only votes on matters where in the voting ballot only one of the possible voting options was indicated are counted. Voting ballots filled out in breach of the above requirement are deemed invalid, and votes on matters contained therein are not counted.

If a voting ballot contains several matters put to the vote, non-compliance with the above requirement in respect of one or several matters does not cause invalidity of the ballot as a whole.

5.10. Minutes of a meeting of the Board of Directors of the Bank held in the form of voting in absentia are drawn up by the Secretary of the Board of Directors of the Bank not later than within three days of the ballot acceptance closing date and are signed by the Chairman of the Board of Directors of the Bank and the Secretary of the Board of Directors of the Bank.

Members of the Board of Directors of the Bank whose ballots were received by the Chairman of the Board of Directors of the Bank before the ballot acceptance closing date are deemed to have taken part in the meeting of the Board of Directors of the Bank held in the form of voting in absentia.

The ballot acceptance closing date is deemed to be the date of the meeting of the Board of Directors of the Bank held in the form of voting in absentia.

## **6. COMMITTEES OF THE BOARD OF DIRECTORS OF THE BANK**

6.1. In order to resolve certain tasks of the Bank the Board of Directors of the Bank forms permanent committees (Strategic Planning Committee, Audit Committee, Personnel and Remunerations Committee) operating on the basis of relevant regulations.

The Board of Directors of the Bank may form other committees.

6.2. Committees are consultative bodies of the Board of Directors of the Bank; they are not entitled to act on behalf of the Board of Directors of the Bank, do not have any powers. The tasks fulfilled by each committee, the procedure of its formation and operation are determined by relevant by-laws of the Bank approved by the Board of Directors of the Bank and binding on all units and officials of the Bank.

6.3. The aforesaid committees are headed by a member of the Board of Directors of the Bank elected by the Board of Directors of the Bank.

6.4. The Audit Committee should consist only of members of the Board of Directors of the Bank who are not the sole executive body and (or) members of the collegial executive body of the Bank). Only an independent director may become the chairman of the Audit Committee (as defined by the Charter of the Bank).

6.5. Evaluation of the opinion of the auditor of the Bank prepared by the Audit Committee should be included in materials for the annual General Meeting of shareholders.

## **7. RIGHTS AND OBLIGATIONS OF MEMBERS OF THE BOARD OF DIRECTORS OF THE BANK**

7.1. A member of the Board of Directors of the Bank has rights provided by the current law, legal acts of the RF and the Charter of the Bank; he also has the right to demand that his special opinion as to matters on the agenda is reflected in the minutes of the meeting of the Board of Directors of the Bank.

The Board of Directors of the Bank or the Chairman of the Board of Directors of the Bank are not entitled to interfere with operating activities of the Bank.

In accordance with decision of the Board of Directors of the Bank, members of the Board of Directors are entitled to receive information about the activity of the Bank, which is necessary for them to exercise their competence established by the Federal law “On joint stock companies” and the Charter of the Bank.

7.2. A member of the Board of Directors of the Bank is obligated:

- To be loyal, i.e. refrain from using his position in the Bank in the interests of third persons, to act in the interests of the Bank, to exercise his rights and fulfill his obligations in respect of the Bank reasonably and in good faith;

- Not to disclose confidential information about the activity of the Bank that became known to him or information constituting commercial or banking secret of the Bank;

- To attend meetings of the Board of Directors of the Bank;

- To communicate to the Bank in a timely manner reasons preventing him to perform duties of a member of the Board of Directors of the Bank established by the current law and regulatory acts of the Bank of Russia;

- To provide the Bank in a timely manner with information about himself forwarded to registration and licensing authorities;

- In a timely manner disclose information about ownership of the Bank's securities and about sale and (or) purchase of the Bank's securities;

- Communicate to the Board of Directors of the Bank, the Audit Commission of the Bank or the auditor of the Bank information provided by the Federal law "On joint stock companies".

7.3. Each Independent Director should refrain from actions which will cause such director to stop being independent in the meaning of the Charter of the Bank. If an Independent Director stops being independent as a result of changing circumstances, he should inform the Board of Directors of the Bank thereof in writing within three (3) business days.

## **8. LIABILITY OF MEMBERS OF THE BOARD OF DIRECTORS OF THE BANK**

8.1. Members of the Board of Directors of the Bank are liable to the Bank for losses caused by their guilty actions (omission), unless otherwise provided by Federal laws.

Members of the Board of Directors of the Bank who voted against the decision that caused losses to the Bank or did not participate in the voting are not liable.

8.2. The Bank or a shareholder (shareholders) owning on aggregate at least 1 (one) percent of ordinary shares of the Bank is entitled to sue a member of the Board of Directors of the Bank in court for damages caused to the Bank in the case provided by clause 8.1 hereof.

8.3. Representatives of the state on the Board of Directors of the Bank have liability provided by the current law of the RF along with other members of the Board of Directors of the Bank.

## **9. PROCEDURE OF APPROVAL AND MAKING AMENDMENTS IN THE REGULATION**

9.1 This Regulation is approved by the General Meeting of shareholders by a majority of the votes of shareholders – owners of voting shares of the Bank participating in the General Meeting of shareholders.

9.2 Amendments of and addenda to this Regulation may be introduced by the General Meeting of shareholders by a majority of the votes of shareholders – owners of voting shares of the Bank participating in the General Meeting of shareholders.