

APPROVED  
by the Board of Directors  
of Bank Vozrozhdenie

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Chairman of the Board of Directors  
of Bank Vozrozhdenie

\_\_\_\_\_ Yu. M. Marinichev

**REGULATION  
ON INFORMATION POLICY  
of Bank Vozrozhdenie**

**(new edition)**

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## 1. GENERAL PROVISIONS

1.1. This Regulation on information policy of Bank Vozrozhdenie (hereinafter – the Bank, the Regulation) sets out objectives and principles of the Bank's information policy, the list of information and documents subject to disclosure to all interested parties, the order and terms of their submission, and the order of utilization of insider information and protection of commercial and official secrets.

1.2. This Regulation was developed in accordance with the current law of the Russian Federation, the Bank's Articles of Association and internal documents and the Corporate Conduct Code recommended for application by the Federal Commission for the Securities Market.

## 2. MAIN DEFINITIONS

2.1. **Bank secret** is the information about operations, accounts and deposits of customers and correspondents, and other data identified by the Bank if it does not contradict with the current law of the Russian Federation. The data which is bank secret can be submitted only to customers and their authorized representatives, and to the credit history bureau by reasons and in the order stipulated by the current law of the Russian Federation. Such data can be submitted to governing bodies and their officials only in cases and in the order stipulated by the current law of the Russian Federation.

2.2. **Official secrecy** is any classified information about the Bank including the information about issued securities which puts the persons possessing such information due to their position, duties or contract concluded with the Bank into privileged position in comparison with other participants of the securities market.

2.3. **Commercial secret** in this Regulation is any confidential information directly related to the Bank's activity, prospects of its development, business of its subsidiary and dependent companies allowing the holder to increase income, avoid unreasonable expense, maintain position in the market of goods, work, services, or receive other commercial benefit in the existing or possible circumstances.

2.4. **Confidential information** is the information subject to protection, the access to which is limited in accordance with the current law of the Russian Federation. Confidential information includes the data which is bank, official or commercial secret.

2.5. **Insider information** is any material information about the Bank's activity, shares and other securities of the Bank and transactions therewith which is close to public and which disclosure can materially influence the market price of the Bank's shares and other securities.

2.6. **Public information** available to all data and other information with unlimited access.

2.7. **Interested parties** for the purposes of this Regulation are customers, depositors and shareholders of the Bank, prospective investors, members of the Board of Directors of the Bank and professional participants of the securities market.

2.8. **Speakers** for the purposes of this Regulation are employees of the Bank and its internal divisions authorized for disclosure of information to mass communication media (hereinafter – mass media) (upon consent of the respective authorized division of the Bank's Head Office) within the scope of authority assigned by the internal documents of the Bank.

2.9. **Employees of the Bank** for the purposes of this Regulation are individuals who entered labour relations with the Bank, including those who occupy positions in the management bodies of the Bank (Chairman of the Management Board, his deputies, and members of the Bank's Management Board).

## 3. PURPOSES AND PRINCIPLES OF INFORMATION DISCLOSURE

3.1. The purpose of disclosure of information about the Bank is its submission to all interested parties in the scope necessary for taking reasonable decisions on participation in the Bank's share capital or taking other actions able to influence the financial and economic activity of the Bank.

3.2. The Bank discloses information on the basis of regularity and time-efficiency of its submission, accessibility of information for the interested parties, correctness and completeness of such information, maintenance of reasonable balance between Bank's transparency and guarding its commercial interests, as well as neutrality, i.e. avoidance of preferential meeting of information demand of one group of receivers to the prejudice of the other.

3.3. The Bank does not avoid disclosure of negative information about itself if such information is material for shareholders and other interested parties.

#### **4. PERSONS AUTHORIZED TO DISCLOSE INFORMATION ON BEHALF OF THE BANK**

4.1. The executive bodies of the Bank are responsible to disclose information about the Bank's activity. Performing duties on information disclosure, Chairman of the Management Board and members of the Management Board of the Bank are guided by the current law of the Russian Federation, this Regulation and the Bank's internal documents.

4.2. Chairman of the Management Board of the Bank and his deputies are certain speakers of the Bank according to the occupied positions and have the right of public speaking (presentation of information) on behalf of the Bank on the issues related to its business at the conferences, meetings, seminars and other public events held both in the Russian Federation and abroad, to participate in press-conferences, briefings, give interviews, comment for Russian and foreign mass media, financial and investment companies.

Other speakers of the Bank having the right to present information to mass media are approved by the Management Board of the Bank.

The employees of the Bank who are not its speakers are forbidden to present any information to mass media except for the cases when such presentation is agreed upon with the supervising Deputies Chairman of the Management Board of the Bank and the division of the Head Office responsible for communication with mass media.

4.3. Chairman of the Board of Directors of the Bank is entitled to comment officially on and interpret the decisions taken by the Board of Directors, and state the position of the Board of Directors on the issued considered at its meetings taking into account opinion of the Board of Directors.

4.4. Members of the Board of Directors are entitled to speak publicly of their personal opinion on the issues considered at the meetings of the Board of Directors and on decisions taken at the meetings of the Board of Directors.

4.5. The executive bodies of the Bank are entitled to publish information about the Bank in accordance with the current law of the Russian Federation in mass media, on the Bank's Internet-site (hereinafter – the Bank's web-site) and otherwise (including brochures, booklets etc.).

#### **5. LIST OF DISCLOSED INFORMATION**

5.1. In accordance with the current law of the Russian Federation, the Bank is obliged to disclose the following public information:

5.1.1. annual report of the Bank;

5.1.2. annual audited financial statements of the Bank;

5.1.3. Articles of Association and other internal documents of the Bank stipulating the activity of its bodies, as amended and/or supplemented;

5.1.4. information about all affiliates of the Bank;

5.1.5. information about material facts (events, acts) related to the financial and economic activity of the Bank including the data about the stages of securities issue, in the order and scope stipulated by the current law of the Russian Federation and this Regulation;

5.1.6. information which can materially affect the price of the Bank's securities in the order and scope stipulated by the current law of the Russian Federation and this Regulation;

5.1.7. the Bank's quarterly reports on securities issued.

5.2. Apart from mandatory information, the Bank additionally discloses the following documents and information:

- redemption of the Bank's shares if it is not related to decrease of the Bank's share capital (the information about the sources of funds used for share redemption, the number of redeemed shares, price of redeemable shares, and other information disclosing causes and purposes of such redemption is subject to disclosure);

- information about quotations of the Bank's securities and transactions therewith;

- change of the Bank's share price by not less than 5 percent;

- internal documents stipulating ethic principles, rules of corporate conduct, information and dividend payout policies, the order of payment of remunerations and compensations to the members of the Board of Directors of the Bank;
- structure and membership of the management bodies of the Bank, brief information about officials of the Bank (Chairman and members of the Board of Directors, members of committees of the Board of Directors, Chairman of the Management Board, members of the Management Board, members of the Audit Commission);
- information about the Bank's licenses;
- dividend history of the Bank;
- financial statements of the Bank published in accordance with the guidelines set by the Bank of Russia;
- information about the Bank's strategy of development;
- information about transactions which execution can concern interests of the Bank's shareholders and influence the market price of the Bank's shares;
- information about services and operations provided and executed by the Bank;
- main performance indicators;
- list of branches and representative offices of the Bank;
- information about ratings and/or change of ratings assigned to the Bank by Russian and foreign rating agencies;
- review of the Bank's news and mass media publications about the Bank.

Based on monitoring of investors' requests and recommendations of rating agencies, the Bank regularly expands the scope of disclosed information.

## **6. ORDER AND TERM OF INFORMATION DISCLOSURE**

6.1. The information stated in article 5.1 of this Regulation is disclosed in the following timeframe:

6.1.1. Annual Report of the Bank – on the Bank's web-site not later than 2 days from the date of Minutes of the General Meeting of Shareholders which approved the Annual Report.

The text of the Annual Report of the Bank shall remain available on the Bank's web-site for at least 3 years from the date of its publication.

6.1.2. Annual financial statements of the Bank are disclosed not later than 2 days from the date of Minutes (deadline set by the Russian Federation law on for drawing up Minutes) of the annual General Meeting of Shareholders which considered the issue on approval of the annual financial statements.

The annual financial statements of the Bank are also disclosed in quarterly report of the Bank for 1<sup>st</sup> quarter in accordance with article 6.1.8 of this Regulation.

6.1.3. The Articles of Association and other internal documents of the Bank stipulating the activity of its bodies as amended and/or supplemented (approval of the new editions of the Articles of Association of the Bank and/or internal documents stipulating the activity of its bodies) are published on the Bank's web-site:

- for Bank's Articles of Association – not later than 2 days from the date of receipt by the Bank of a written notification from the Bank of Russia about state registration of such amendments and/or supplements (state registration of the new edition of the Articles of Association);

- for other internal documents of the Bank stipulating the activity of its bodies – not later than 2 days from the date of drawing up the Minutes of the General Meeting of Shareholders or the Bank's Board of Directors where the respective internal document was approved.

In case of approval of the new edition of the Articles of Association or any other internal document of the Bank stipulating the activity of its bodies, texts of older versions of such documents shall be available on the Bank's web-site for at least 3 months from the date of new edition publication.

6.1.4. The information about affiliates as of the end of the respective reported quarter is published as the List of affiliates on the Bank's web-site not later than 2 business days from the last date of the reported quarter.

The changes in the List of affiliates are published on the Bank's web-site not later than 2 business days from the date of introduction of the respective changes into the List.

The List of affiliates of the Bank shall remain available on the Bank's web-site for at least 3 years from the date of its publication, and the changes to the List of affiliates shall remain available for at least 3 month from the date of its publication on the Bank's web-site.

6.1.5. The information about material facts (events, acts) related to the financial and economic activity of the Bank is disclosed in the following timeframe from the moment of occurrence of a material fact:

- in the newswire – not later than 1 day;
- on the Bank's web-site – not later than 2 days.

The text of message about the material fact shall remain available at the Bank's web-site for at least 6 months from the date of its publication.

The messages about material facts shall be forwarded by the Bank to the registering body within not more than 5 days from occurrence of such facts.

6.1.6. Information on stages of the securities issue is disclosed by the Bank in the form of memorandum on material facts "Information on stages of the securities issue " in the following timeframe from occurrence of such material facts:

- in the newswire – not later than 1 day;
- on the Bank's web-site – not later than 2 days.

The announcement on state registration of the issue and the order of access to the information contained in the issue prospectus apart from the timeframe stated above is published in the "Izvestiya" newspaper not later than 10 days from receipt of a written notification of the Bank of Russia about state registration of the issue.

The Bank publishes texts of the registered Decision on the securities issue (additional issue) and Issue prospectus not later than 2 days from receipt by the Bank of a written notification of the Bank of Russia on state registration of the securities issue (additional issue) by mail, fax, electronic means or personal delivery.

The text of the registered Decision on the securities issue (additional issue) shall be available on the Bank's web-site from the date of its publication until repayment (cancellation) of all securities of this issue (additional issue).

The text of the registered Issue prospectus shall be available on the Bank's web-site from the date of its publication and for at least 6 months from the date of publication of the registered report (memorandum) on issue results on the Bank's web-site.

6.1.7. The information that can materially influence the price of the Bank's securities is disclosed in the form of messages in the following timeframe from occurrence of the respective event:

- in the newswire – not later than 1 day;
- on the Bank's web-site – not later than 2 days.

6.1.8. Quarterly reports of the Bank on securities' issuer are published on the Bank's web-site not later than within 45 days from the end of the respective quarter. Not later than 1 day from publication of the text of the quarterly report on the Bank's web-site, the Bank publishes a message in the newswire about the order of access to the information from the quarterly report in accordance with the requirements of the Federal Financial Market Service. The text of the quarterly report shall remain available at the Bank's web-site for at least 3 years from the date of its publication on the Bank's web-site.

6.2. Information about the Depository notes program of the Bank is published on the Bank's web-site. The information about quotation of securities and transactions therewith in the foreign stock markets is updated on a weekly basis.

## **7. SUBMISSION OF INFORMATION TO SHAREHOLDERS, MEMBERS OF THE BOARD OF DIRECTORS AND OTHER INTERESTED PARTIES**

7.1. Submission of information to the shareholders is provided by the division of the Bank responsible for communications with the Bank's shareholders.

7.2. The Bank shall provide access for the shareholders to the following documents:

- the Articles of Association and other internal documents of the Bank as amended and/or supplemented;
- regulations on the branches and representative offices of the Bank;
- Annual Reports of the Bank;

- accounting and reporting documents, minutes of the Management Board of the Bank – in the case stated in article 7.9 of this Regulation;
- minutes of General Meetings of Shareholders, meetings of the Board of Directors, Audit Commission of the Bank;
- voting ballots and powers of attorney (their copies) to participate in the General Meeting of Shareholders of the Bank;
- reports of independent evaluators;
- lists of the Bank's affiliated persons;
- lists of persons eligible for participation in the General Meeting of Shareholders, eligible for dividends payout (in case stipulated by article 7.8 of this Regulation), and other lists drawn by the Bank in order to implement shareholders' rights in accordance with the requirements of the current law of the Russian Federation;
- opinions of the Audit Commission of the Bank, the Bank's auditor, state and municipal financial control bodies;
- issue prospectus, quarterly reports of the Bank and other documents containing information subject to publication or other disclosure in accordance with the requirements of the current law of the Russian Federation;
- other documents stipulated by the current law of the Russian Federation and internal documents of the Bank.

7.3. The documents and information stated in article 7.2 of this Regulation are submitted by the Bank within 7 days from presentation of the respective demand at the Bank's place of business (place of its executive body). Also upon the respective demand there can be released copies of such documents against payment not exceeding the cost of their reproduction.

7.4. The demand for presentation of the documents for review or presentation of copies of these documents is drawn in a written form to the attention of Chairman of the Management Board or his deputies and is forwarded to the mail address of the Bank stated on the Bank's web-site.

The demand for presentation of the documents for review shall contain:

- full name (full legal name – for legal entities);
- details of ID – document type, series and number, date of issue, issuing body (for legal entities – name, details of state registration, information about residence);
- the list of required documents stating the details allowing to identify them (e.g., name, date, number, contents);
- signature of the individual or his/her authorized representative (for legal entities – signature of the responsible officer and ink stamp of the legal entity).

The demand for presentation of copies of documents shall contain:

- full name (full legal name – for legal entities);
- details of ID – document type, series and number, date of issue, issuing body (for legal entities – name, details of state registration, information about residence);
- the list of required documents stating the details allowing to identify them (e.g., name, date, number, contents);
- the address to which copies of the documents shall be mailed or stipulation that the copies will be received personally;
- signature of the individual or his/her authorized representative (for legal entities – signature of the responsible officer and ink stamp of the legal entity).

7.5. The demand shall have attached copy of the payment document confirming payment for reproduction of copies of the required documents. If access to the documents requires possession of a certain number of the Bank's shares, the demand shall be accompanied by the excerpt from the shareholder register (from depository depo account) confirming the rights of the shareholder for the Bank's shares.

7.6. If the person requesting the documents acts through his/her representative, the demand shall be accompanied by the original (or notarized copy) of the power of attorney containing the information about the assignor and the assignee. The power of attorney shall be executed in accordance with the current law of the Russian Federation.

7.7. The person submitting the demand can be denied presentation of the documents by on the following grounds:

- the applicant does not possess the necessary number of the Bank's shares as of the date of submission of the demand in cases stipulated by this Regulation;
- the demand does not contain all data stated in article 7.4 of this Regulation, or contains wrong or indefinite data that does not allow to define the documents which copies are required;
- the demand is not accompanied by the documents stated in articles 7.5 and 7.6 of this Regulation.

7.8. The list of persons eligible for participation in the General Meeting of Shareholders is submitted for review upon demand of the person(s) included into this list and having not less than 1 percent of votes on any issue of the agenda of the General Meeting of Shareholders in the same order as presentation of the information in the course of preparation for the General Meeting of Shareholders.

7.9. The accounting documents and minutes of meetings of the Management Board of the Bank can be accessed by the shareholder(s) who own totally not less than 25 percent of the Bank's voting shares.

7.10. The decision on submission of information about the Bank's activity not included into the list of information subject to disclosure under this Regulation, upon request of the interested parties is taken only if such information:

- specifies (details) public information about the Bank and is relevant for taking investment decisions;
- is not confidential information.

7.11. In other cases, the decision on submission of information is taken by Chairman of the Management Board of his deputies.

7.12. The term of consideration of any written requests of interested parties not related to submission of information included into the list of information subject to disclosure under this Regulation cannot be more than 30 calendar days from the moment of their receipt by the Bank.

7.13. Submission of information to the members of the Board of Directors of the Bank.

7.13.1. The members of the Board of Directors of the Bank are provided with any information necessary for them to fulfill their duties.

7.13.2. The Bank's employees shall timely submit correct and complete information on the issues of the agenda of the Board of Directors and upon requests of any member of the Board of Directors.

7.13.3. The information provided upon requests of the members of the Board of Directors is submitted to them in accordance with the Regulation on the Board of Directors of the Bank.

## **8. UTILIZATION OF INSIDER INFORMATION**

8.1. Illegal utilization of insider information can materially damage the shareholders and lead to material adverse effect on the Bank's financial condition and business reputation.

8.2. Signs of insider information are:

- direct relation to the Bank, its subsidiary and dependent companies or securities, as well as business prospects of the Bank and its subsidiary and dependent companies;
- specific and detailed nature of such information;
- such information closed for public;
- in case of publication such information can materially influence the quotation or price of the Bank's securities.

8.3. The information containing evaluation of the price or securities and/or evaluation of property status of the Bank based on public information is not deemed insider information.

8.4. Insiders of the Bank are:

8.4.1. members of the Board of Directors of the Bank, Chairman of the Management Board, his deputies, members of the Management Board of the Bank, members of the Audit Commission of the Bank;

8.4.2. individuals who have access to insider information based on labour or general legal contracts concluded with the Bank;



8.4.3. persons who have access to insider information based on contracts concluded with the Bank including auditors (audit organization), persons who have the right to carry out evaluation activity under the law of the Russian Federation, professional participants of the securities market;

8.4.4. persons executing functions of sole executive bodies, their deputies, members of collective executive bodies, members of the board of directors (supervisory councils), and other employees of subsidiary and dependent companies of the Bank who have direct or indirect access to insider information due to their position;

8.4.5. persons who have access to insider information based on the current law of the Russian Federation and internal documents of the Bank since they own shares in the share capital of the Bank;

8.4.6. other individuals and legal entities that came into possession of insider information legally or illegally.

8.5. Persons who have access to insider information are not allowed until its disclosure in accordance with the current law of the Russian Federation, to:

- use such information to execute transactions with securities at their own account or the account of a third party except for transactions on fulfillment of matured obligations if such obligation resulted from a deal concluded before the time when the insider came into possession of insider information;
- give out or make available insider information or information based thereon to third parties except for the cases stipulated by the law of the Russian Federation;
- give recommendations to third parties about execution of operations with securities based on such information.

8.6. The order of work with insider information and its use is stipulated by the Board of Directors of the Bank in accordance to which labour contracts of insiders include clauses of confidentiality and non-utilization of insider information for personal or third party interests, liability for its disclosure and illegal utilization.

8.7. Control over compliance with the current law of the Russian Federation and special requirements stipulated by internal documents of the Bank to avoid conflict of interests and misuse of insider information by employees and divisions of the Bank is executed:

in relation to the members of the Board of Directors and Chairman of the Management Board – by Chairman of the Board of Directors;

in relation to the members of the Management Board – by Chairman of the Management Board;

in relation to other employees of the Bank – by the respective heads of divisions of the Bank authorized by the Management Board of the Bank.

## **9. INFORMATION BEING COMMERCIAL OR OFFICIAL SECRET**

9.1. Information is deemed commercial or official secret if such information has actual or potential commercial value due to being unknown to third parties, and is subject to legally limited access, and the possessor of such information takes measures to protect its confidentiality. The data which cannot be commercial or official secret are stipulated by the current law of the Russian Federation.

9.2. The information being commercial or official secret shall be protected. Measures for protection of commercial or official secret information of the Bank from unauthorized use and distribution are stipulated by internal documents approved by the Management Board of the Bank.

9.3. The Bank represented by Chairman of the Management Board takes all necessary measures to protect commercial and official secret information including:

- setting criteria to classify information as commercial or official secret;
- defines the list of such information maintaining reasonable balance between Bank's transparency and the intention to avoid damage to its interests;
- stipulates the order of work with such information.

9.4. The labour contract with the Bank's employees must contain clauses on non-disclosure of confidential information.

9.5. The members of the Board of Directors, the members of the executive bodies and other employees of the Bank are liable for violation of this Regulation in accordance with the current law of the Russian Federation, the Articles of Association and internal documents of the Bank.

## **10. FINAL PROVISIONS**

- 10.1. This Regulation comes into force from the moment of its approval by the Board of Directors of the Bank.
- 10.2. Amendments and supplements to this Regulation and the new version of this Regulation shall be adopted by the Board of Directors of the Bank.
- 10.3. If in the result of introduction of changes into the current law of the Russian Federation, certain articles of this Regulation will become inconsistent with it then law and legal regulations will have priority until amendments to this Regulation will be approved in the stipulated order,.
- 10.4. Control over compliance with this Regulation is executed by the Chairman of the Bank's Board of Directors.