



APPROVED

By the decision of the sole shareholder of
Joint Stock Company Deutsche Bank DBU
No. 42 dated 8 March 2024

REGULATION

**on the General Meeting of Shareholders of
Joint Stock Company Deutsche Bank DBU
(restated)**

Identification number: 36520434

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Section 1.
GENERAL PROVISIONS

1.1 Herein, the following terms have the following meanings:

Shareholders	means the Sole Shareholder and any other shareholders of the Bank, if any.
Bank	means Joint Stock Company Deutsche Bank DBU.
Chairperson of the Supervisory Board	means the chairperson of the Supervisory Board.
Chairperson of the Management Board	means the chairperson of the Management Board.
Sole Shareholder	means DEUTSCHE BANK AKTIENGESELLSCHAFT, a corporation duly incorporated and operating under the laws of the Federal Republic of Germany, registered in the Commercial Register of the Land Court of Frankfurt am Main under No. HRB 30 000, with its main office at 12 Taunusanlage, Frankfurt am Main, 60325, Federal Republic of Germany, which is the founder and shareholder of the Bank and has signed the Agreement on the Establishment of Deutsche Bank DBU (Memorandum of Association) dated 24 December 2008.
General Meeting	means the general meeting of the Bank's Shareholders.
Law on Joint-Stock Companies	means the Law of Ukraine "On Joint-Stock Companies."
Law on Banks	means the Law of Ukraine "On Banks and Banking."
Legislation	means the legislation of Ukraine.
Supervisory Board	means the Supervisory Board of the Bank.
NBU	means the National Bank of Ukraine.
Control Departments	means the Bank's Risk Management Department, the Compliance Department and the Bank's Internal Audit Department.
Regulation	means this Regulation on the General Meeting of Shareholders of Joint Stock Company Deutsche Bank DBU, approved by the Decision of the Sole Shareholder.
Management Board	means the Management Board of the Bank.
Charter	means the Charter of the Bank approved by the decision of the Sole Shareholder (as amended from time to time).

1.2 This Regulation has been developed in accordance with the Law on Banks, the Law on Joint-Stock Companies and other acts of legislation, including, without limitation, regulations of the NBU, as well as the current Charter.

1.3 This Regulation establishes the legal status, the operating procedure and the decision-making procedure of the General Meeting.

Section 2.
LEGAL STATUS OF THE GENERAL MEETING

2.1 The General Meeting is a supreme governing body of the Bank that carries out general management of the Bank's operations, except for those that legally pertain to the exclusive competence of the Supervisory Board or the Management Board in accordance with the legislation or Charter.

In case the Supervisory Board is not established or is not competent, the Management Board may resolve to have any matter that pertains to the exclusive competence of the Supervisory

Board in accordance with the legislation or Charter considered by the General Meeting. The General Meeting may consider the matter and adopt a resolution thereon.

- 2.2 If the Bank has one Shareholder only, the powers of the General Meeting are exercised by the Shareholder individually.
- 2.3 The matters that pertain to the exclusive competence of the General Meeting are established by the legislation and the Charter.
- 2.4 The powers to resolve the matters that pertain to the exclusive competence of the General Meeting may not be delegated to the other governing bodies of the Bank.
- 2.5 Within the framework prescribed by the legislation, the General Meeting may adopt resolutions to delegate their powers on certain matters that do not pertain to the General Meeting's exclusive competence to the other governing bodies of the Bank.
- 2.6 In its activities the General Meeting is guided by the Law on Banks, the Law on Joint-Stock Companies, and the legislation, including, without limitation, the regulations of the NBU (including the Methodical Recommendations on the organisation of corporate governance in the banks of Ukraine, approved by Decision No. 814-рш of the NBU Management Board dated 3 December 2018, as amended), the Charter and this Regulation.
- 2.7 According to the Charter, the official language of the Bank is Ukrainian. The Bank's working languages (including for correspondence between the Bank and the Shareholders, related parties, their employees, the Bank and the Bank's clients, members of the Bank's management and Control Departments, etc.) are Ukrainian, English and/or German. Such correspondence is the Bank's official correspondence in each of the languages.

Accordingly, for the purposes hereof, any letters, notifications, documents or data provided or sent in accordance with or in connection with this Regulation in English or German do not need to be translated into Ukrainian and the absence of such translation does not affect the validity and binding nature of such documents. Upon request, the Corporate Secretary can prepare translations of such documents into Ukrainian and such translation should be official and should not require certification by the signature of a certified translator or any other certification of the relevant translation.

Section 3. ANNUAL AND EXTRAORDINARY GENERAL MEETING

- 3.1 The General Meeting may be annual and extraordinary.
 - 1) The annual General Meeting should be held not later than on 30 April of the year following the reporting one.
 - 2) All the other General Meetings, except for the Annual General Meeting, should be considered extraordinary.
- 3.2 The Bank should annually convene the annual General Meeting, which has to be held not later than on 30 April of the year following the reporting one.

The agenda of each annual General Meeting should include the following matters:

 - 1) Approval of the Bank's annual report (annual operating results of the Bank).
 - 2) Distribution of the Bank's profit and loss with account the requirements provided for by the legislation.
 - 3) Resolution following consideration of the report of the Supervisory Board, the report of the Management Board.

If it is prescribed by the legislation, the following matters should be included into the agenda of the General Meeting of the Bank as a private joint stock company at least once every three (3) years:

- 1) Electing the Chairperson and Members of the Supervisory Board, approving the terms of the civil law or employment agreements (contracts) to be concluded with them, establishing the amount of their remuneration, electing the person authorised to sign agreements (contracts) with the Chairperson and Members of the Supervisory Board on behalf of the Bank; and

- 2) Deciding on termination of powers of the Chairperson and Members of the Supervisory Board, except as prescribed by the legislation.

The General Meeting is held at the expense of the Bank's funds. In case the General Meeting is initiated by the Shareholders, the documented expenses for organisation, preparation and holding thereof may be compensated for at the Bank's expense if the General Meeting held pursuant to the above-mentioned procedure resolves to compensate for the costs incurred to organise, prepare and hold the General Meeting.

Section 4.

HOLDING THE GENERAL MEETING, ADOPTING AND DOCUMENTING RESOLUTIONS OF THE GENERAL MEETING

- 4.1 If the Bank has one Shareholder, the General Meeting is held by the Shareholder's decision at its own discretion, without having to publish a notice of the General Meeting of Shareholders and in accordance with the special aspects of the General Meeting held by the Bank as a private joint stock company with one Shareholder.

In case a resolution that pertains to the competence of the General Meeting needs to be adopted, the General Meeting (at its own initiative or at the initiative of the governing bodies or supervisory units of the Bank) may ask the Shareholder to adopt the resolution on the respective matters.

- 4.2 The General Meeting is attended by the Shareholder personally or by proxy.

If it is prescribed by the legislation, the list of the Shareholders may be made in accordance with the procedure established by the legislation on the depository system of Ukraine, in order to certify the Shareholder's right to participate in the General Meeting.

The General Meeting may also be attended by a representative of the Bank's independent audit firm and the Bank's official regardless of their shareholding with the Bank as well as other persons in accordance with the legislation, by the invitation of the Supervisory Board or the Shareholder(s) of the Bank.

- 4.3 The Shareholder may appoint its proxy at the General Meeting on a permanent basis or for the specific period. A proxy may be an individual and/or a legal entity.

The Shareholder may withdraw or replace its proxy any time.

The Management Board may be notified by the Shareholder of appointment, replacement or withdrawal of its proxy by electronic communication means in accordance with the legislation on the electronic records management.

The Shareholder may grant a power of attorney with the right to participate in and vote at the General Meeting to several proxies. The power of attorney with the right to adopt a resolution at the General Meeting does not rule out the right of the Shareholder that has granted the power of attorney to adopt the resolution at the General Meeting instead of the proxy.

In addition to the power of attorney for representation, which includes the right to participate in and vote at the General Meeting, the Shareholder may give its proxy instructions as to voting, that is, a list of matters on the agenda of the General Meeting with indication on how to vote (for or against the resolution). If the voting instructions are given by the Shareholder, the Shareholder's proxy should vote at the General Meeting as prescribed by the voting instructions.

- 4.4 If the Bank has one Shareholder, the Shareholder's resolutions on the matters that pertain to the competence of the General Meeting should be made in writing (as a resolution that may be certified by the notary when necessary). Such resolution of the Shareholder should have the status of minutes of the General Meeting.

- 4.5 In case the Bank has several Shareholders, the procedure for convening, holding and adopting resolutions at the General Meeting as well as the procedure for notifying of the General Meeting are prescribed by the Law on Joint-Stock Companies and other legislation.

- 4.6 The General Meeting may be held at the location of the Bank or the Shareholder (if the Bank has one Shareholder) being a foreign legal entity.

Section 5.
MISCELLANEOUS

- 5.1 The Regulation is approved and amended by the General Meeting or the decision of the Shareholder (in the case of exercising the powers of the General Meeting by the Shareholder alone). Amendments hereto should enter into force upon their approval by the General Meeting or by a decision of the Shareholder.
- 5.2 In case of amendments to the legislation of Ukraine, as a result of which there is a contradiction between the legislation and this Regulation, the provisions of the legislation should prevail and, in this case, the Bank should be guided by the provisions of the legislation.
- 5.3 If, for any reason and at any time, any provision hereof becomes invalid or inconsistent with or contradictory to the legislation, this should not affect the validity or binding nature of any and all other provisions hereof.
- 5.4 The headings of the sections herein are for convenience only and do not affect the interpretation or content of any of the provisions hereof.
- 5.5 This Regulation is set out in Ukrainian and English. In case of any discrepancies between the Ukrainian and English texts, the Ukrainian text should prevail.