

**ADDENDUM TO THE ANNUAL REPORT**  
**Information about fulfillment of Corporate Conduct code requirements**  
**recommended by the Central Bank decree № 421/p dated 04 April 2002**

N	Provision of the Corporate Conduct Code	Observed or not observed	Notes
General Shareholders' Meeting			
1.	Notifying shareholders about a general meeting at least 30 days prior to its date, regardless of the issues included on the agenda, unless a longer term is set forth by law	Observed	New version of the Bank Articles of Association and Regulation on General Shareholders' Meetings as approved by the 2006 annual General Shareholders' Meeting.
2.	The opportunity for the shareholders' to familiarize themselves with the list of persons entitled to vote at the general Shareholders' Meeting, starting with the date of notice of the general Shareholders' Meeting to the closure of the intramural general Shareholders' Meeting, and in the case of a extramural general Shareholders' Meeting, before the final date of acceptance of voting papers.	Observed	Regulation on the information policy and Regulation on the general Shareholders' Meeting
3.	The opportunity for the Shareholders' to familiarize themselves with the information (materials) to be submitted when preparing the general Shareholders' Meeting, using digital means of communication, including the Internet.	Partially observed	Regulation on the information policy and Regulation on the general Shareholders' Meeting stipulate the publication of notification of the general Shareholders' Meeting (including the agenda) and the Bank's Annual Report on the Bank's Internet site.
4.	The opportunity for the Shareholder's to include an question in the agenda of the general Shareholders' Meeting or require the summoning of a general Shareholders' Meeting without submitting a statement from the shareholder register, if his share title is registered via the shareholders' registration system, and if his share title is registered at the DEPO account, - sufficiency of a statement from the DEPO account for exercising the above rights	Observed	Regulation on the general Shareholders' Meeting
5.	The existence in the articles of association or internal documents of the requirement that the general director, members of the Management Board, members of the Board of Directors, audit commission members and the auditor of the joint-stock company are present at the general Shareholders' Meeting	Observed	Regulation on the general Shareholders' Meeting
6.	The nominees' mandatory presence during consideration by the general Shareholders' Meeting of issues relating to the election of members of the board of directors, the general director, members of the management board, members of the audit commission, as well as the issue concerning the approval of the auditor of the joint-stock company	Observed	Regulation on the general Shareholders' Meeting
7.	Existence in the joint-stock company's internal documents of the procedure for registering attendees of the general Shareholders' Meetings	Observed	Regulation on the general Shareholders' Meeting

Board of Directors			
8.	Existence in the joint-stock company's articles of association of the board of director's authority to approve the annual financial and economic plans of the joint-stock company	Observed	Regulation on the Board of Directors approved by the 2006 General Shareholders' Meeting
9.	Existence of the risk management procedure in the joint-stock company approved by the board of directors	Observed	The Bank's Board of Directors approved regulations on all kinds of risks taken by the Bank (operating, interest, reputation, market, country, strategic, stock risks).
10.	Existence in the joint-stock company's articles of association of the Board of Director's authority to suspend the powers of the General Director appointed by the general Shareholders' Meeting	Observed	The Bank's Articles of Association and Regulation on the Board of Directors.
11.	Existence in the joint-stock company's articles of association of the Board of Director's authority to set requirements regarding the qualifications and remuneration of the Director General, members of the Management Board, and managers of major organization departments of the joint-stock company	Partially observed	Requirements regarding the qualifications of the Chairman and members of the Management Board are determined by federal laws and the Bank of Russia statutory acts
12.	Existence in the joint-stock company's articles of association of the Board of Director's authority to approve contract terms with the General Director and members of the Management Board	Observed	Regulation on the Board of Directors.
13.	Existence in the joint-stock company's articles of association or internal documents of the requirement that during the approval of contract terms with the General Director (organization manager, director) and members of the Management Board, the votes of members of the Board of Directors who are the General Director, and members of the Management Board are not considered when counting the votes.	Not observed	This requirement is included into the project of a new version of Regulation on the Board of Directors
14.	Existence in the joint-stock company's Board of Directors of at least 3 independent directors meeting the requirements of the Corporate Conduct Code	Observed	Regulation on the Board of Directors, Code of Corporate Governance
15.	Absence in the joint-stock company's Board of Directors of any persons found guilty of committing economic crime or crime against a state authority, interests of the state service or local self-government service, or against whom administrative action has been taken for breaches in areas such as entrepreneurship, finance, taxes and fees, the securities market	Observed	Regulation on the Board of Directors
16.	Absence in the joint-stock company's Board of Directors of any persons who are members, general directors (managers), members of a controlling body or employees of a legal entity competing against the joint-stock company	Observed	
17.	Existence in the joint-stock company's articles of association of the requirement to elect the Board of Directors by cumulative voting	Observed	The Bank's Articles of Association and Regulation on the Board of Directors.

18.	Existence in the joint-stock company's internal documents of a Board of Directors members' obligation to abstain from any actions that lead or may lead to conflict between their interests and the interests of the joint-stock company, and, should such a conflict arise, the obligation to disclose to the Board of Directors any information about such a conflict	Observed	Regulation on the Board of Directors
19.	Existence in the joint-stock company's internal documents of a Board of Directors members' obligation to notify the Board of Directors in writing about any intention to conclude transactions involving securities of the joint-stock company, the Board of Directors of which they are members of, or its subsidiaries (dependent undertakings), and to disclose any information about securities transactions being executed	Partially observed	Regulation on the Board of Directors. Member of the Board of directors is to notify in written about any transactions involving securities of the Bank within 5 calendar days from the date of transaction.
20.	Existence in the joint-stock company's internal documents of the requirement to hold meetings of the Board of Directors at least once every six weeks	Observed	The Bank's Articles of Association and Regulation on the Board of Directors.  In reality, meetings of the Board of Directors are held more often, as is deemed necessary.
21.	Holding meetings of the Board of Directors of the joint-stock company during the joint-stock company annual report year at least once every six weeks	Observed	Meetings of the Bank's Board of Directors were held as was deemed necessary, based on the frequency requirements set forth in the Bank's Articles of Association and Regulation on the Board of Directors (at least once every 6 weeks).
22.	Existence in the joint-stock company's internal documents of the procedure for holding meetings of the Board of Directors	Observed	Regulation on the Board of Directors, Rules of conducting Board of Director meetings
23.	Existence in the joint-stock company's internal documents of a provision regarding the need for the Board of Directors to approve transactions of the joint-stock company totalling 10 and more per cent of the company's asset value, except any transactions concluded in the normal course of business	Not observed	The existing law of the Russian Federation stipulates that this value is 25%. The Bank's internal documents set this limit at 20%.
24.	Existence in the joint-stock company's internal documents of the Board of Director members' right to obtain from executive bodies and directors of the main organization departments of the joint-stock company any information necessary to perform their duties, as well as responsibility for non-submission of such information.	Observed	Regulation on the Board of Directors,  Regulation on the information policies

25.	Existence of a Board of Directors' Strategic Planning Committee, or the delegation of such a Committee's functions to another committee (except the Audit Committee and Personnel and Remuneration Committee)	Not observed	The possibility of forming such a Committee is set forth in the Regulation on the Board of Directors.
26.	Existence of a Board of Directors' committee (Audit Committee) that recommends to the Board of Directors an auditor of the joint-stock company and interacts with him and the Audit Commission of the joint-stock company	Observed	The Resolution of the Bank's Board of Directors (Minutes No. 5, December 08, 2006) approved the Regulations on the Bank Vozrozhdenie Board of Directors' Audit Committee and formed the Board of Directors' Audit Committee
27.	The presence in the Audit Committee of only independent and non-executive directors	Partially observed	The Audit Committee consists of: 2 non-executive directors; 1 independent and non-executive director
28.	Audit Committee guidance by an independent director	Observed	The Audit Committee is headed by an independent and non-executive director
29.	Existence in the joint-stock company's internal documents of the right of access to all the Audit Committee members' to any company documents and information subject to the non-disclosure of any confidential information	Observed	Regulations on the Board of Directors' Audit Committee
30.	Establishment of a Board of Directors' committee (Personnel and Remunerations Committee) in charge of determining the selection criteria for candidate members of the Board of Directors and developing the joint-stock company's remuneration policies	Not observed	The establishing of Personnel and Remunerations Committee is expected in the second half of 2008.
31.	Guidance of the Personnel and Remunerations Committee by an independent director	Not observed	A Personnel and Remunerations Committee has not been formed
32.	Absence in the Personnel and Remunerations Committee of any joint-stock company officials	Not observed	A Personnel and Remunerations Committee has not been formed
33.	Establishment of the Board of Directors' Risks Committee or the delegation of such a committee's functions to a different committee (except the Audit Committee and Personnel and Remunerations Committee)	Not observed	The possibility to form such a committee is set forth in the Regulation on the Board of Directors.
34.	Establishment of the Board of Directors' Corporate Conflict Settlement Committee or the delegation of such a committee's functions to a different committee (except the Audit Committee and Personnel and Remunerations Committee)	Not observed	The possibility to form such a committee is set forth in the Regulation on the Board of Directors. The indicated functions are currently performed by the Board of Directors' Secretary.
35.	Absence in the Corporate Conflict Settlement Committee of any joint-stock company officials	Not observed	A Corporate Conflict Settlement Committee has not been formed.
36.	Guidance of the Corporate Conflict Settlement Committee by an independent director.	Not observed	A Corporate Conflict Settlement Committee has not been formed.
37.	Existence of the joint-stock company's internal documents approved by the Board of Directors and stipulating the formation and working procedures of the Board of Directors' committees	Partially observed	The possibility to form the committees is set forth in the Regulation on the Board of Directors. The Board of Directors approved the Regulation on audit the Board of Directors.

38.	Existence in the joint-stock company's articles of association of the procedure for determining the quorum of the Board of Directors' meetings that ensures the mandatory attendance of the Board of Directors' meetings by independent directors.	Not observed	The Quorum at the Board of Directors' meetings is determined according to the existing law
Executive bodies			
39.	Existence of the executive collegial body (management board) of the joint-stock company	Observed	The Bank's articles of association
40.	Existence in the joint-stock company's articles of association or internal documents of a regulation on the need for the management board to approve real estate business transactions and the obtaining of loans by the joint-stock company, if such transactions are not major operations and are not within the joint-stock company's normal course of business	Observed	Regulation on executive bodies
41.	Existence in the joint-stock company's internal documents of a procedure for coordinating transactions standing outside the joint-stock company's normal course of business	Partially observed	Regulation on the Board of Directors The Board of Directors authorities includes making alterations in the company's financial plan
42.	Absence in the executive bodies of persons who are members, general directors (managers), members of a controlling body or employees of a legal entity competing against the joint-stock company	Observed	Regulation on executive bodies
43.	Absence in the joint-stock company's executive bodies of any persons found guilty of committing economic crime or crime against a state authority, interests of the state service or local self-government service, or against whom administrative action has been taken for breaches in areas such as entrepreneurship, finance, taxes and fees, the securities market. If the one-man executive body functions are carried out by a managing organization or a manager, compliance of the managing organization's members of the management board or the manager with the requirements of the general director and members of the management board of the joint-stock company.	Observed	Regulation on executive bodies
44.	Existence in the joint-stock company's articles of association or internal documents of the prohibition of the managing organization (manager) to perform similar duties in any competing company, as well as to have any other property relations with a joint-stock company, except the provision of services to the managing organization (manager)	Observed	This restriction is stipulated by the Bank's Regulation on executive bodies in relation to a one-man executive body and members of the collegial executive body. Performance of the one-man executive body functions by a management organization is not stipulated for.
45.	Existence in the joint-stock company's internal documents of executive bodies' obligation to abstain from any actions that lead or may lead to a conflict between their interests and the interests of the joint-stock company, and, should such a conflict arise, an obligation to disclose to the Board of Directors any information about such a conflict	Observed	Regulation on executive bodies

46.	Existence in the joint-stock company's articles of association or internal documents of the selection criteria for the managing organization (manager)	Not observed	Performance of the one-man executive body functions by a management organization (manager) is not stipulated for.
47.	Submission by the joint-stock company's executive bodies of the monthly progress reports to the Board of Directors.	Partially observed	Appropriate reports, information etc are submitted by the Management Board to the Bank's Board of Directors annually and as is deemed necessary according to the issues raised at the Board of Directors' meetings.
48.	Determination, in any contracts concluded by the joint-stock company with the general director (managing organization, manager) and management board members, of the responsibility for any breach of confidential and inside information	Observed	Regulation on executive bodies
Company Secretary			
49.	Existence in the joint-stock company of a special official (company secretary) in charge of ensuring that the joint-stock company's bodies and officials meet the procedural requirements guaranteeing the realization of the rights and lawful interests of the joint-stock company	Partially observed	These duties are currently performed by the Bank's Secretary of the Board of Directors
50.	Existence in the joint-stock company's articles of association or internal documents of the procedure for the appointment (election) of the company Secretary and the duties of the Company Secretary	Not observed	The position of Secretary is not stipulated for neither in the articles of association nor in the internal documents of the bank
51.	Existence in the joint-stock company's articles of association of the requirements regarding the Company Secretary candidature	Not observed	The position of Secretary is not stipulated for neither in the articles of association nor in the internal documents of the bank
Significant corporate action			
52.	Existence in the joint-stock company's articles of association or internal documents of the requirement to approve any major transaction before it is concluded	Observed	The Bank's articles of association
53.	Mandatory engagement of an independent appraiser to evaluate the market value of property which is the subject of a major transaction	Partially observed	According to the articles of association, the Board of Directors may engage an independent appraiser to evaluate the value of property.
54.	Existence in the joint-stock company's articles of association of the prohibition to perform, during acquisition of any major joint-stock company shareholdings (mergers), any actions protecting the interests of executive bodies (their members) and members of the Board of Directors of the joint-stock company, as well as worsening the shareholders' position in comparison with the existing one (in particular, the prohibition to the Board of Directors to make, before the proposed term of share acquisition expires, a decision to issue securities convertible into shares or securities entitling shares of the joint-stock company to be purchased, even if the article of association entitles it to make such a decision).	Not observed	This requirement is not stipulated by the existing legislation of the Russian Federation.

55.	Existence in the joint-stock company's articles of association of the mandatory requirement to engage an independent appraiser to evaluate the current market value of the shares and possible changes in their market value as a result of the merger	Not observed	According to Art. 77 of the Federal Law "On Joint-Stock Companies", engaging an independent appraiser is not necessary, since the market value of the Bank shares as calculated by trade organizers is regularly published in the media.
56.	Absence in the joint-stock company's articles of association of an acquirer's waiver of the obligation to offer to the shareholders their ordinary shares (issuing securities convertible into ordinary shares) during any mergers	Observed	The said waiver is absent in the Articles of association
57.	Existence in the joint-stock company's articles of association or internal documents of the requirement regarding the mandatory engagement of an independent appraiser in order to determine the stock conversion ratio during reorganization	Not observed	No such requirement is stipulated for by the existing legislation of the Russian Federation. When making relevant decisions, the Board of Directors is entitled to engage an independent appraiser.
Information disclosure			
58.	Existence of an internal document approved by the Board of Directors which determines the joint-stock company's rules and approaches to information disclosure (Information Policy Regulation)	Observed	Information policy regulation
59.	Existence in the joint-stock company's internal documents of the requirement to disclose any information about the purpose of stock placement, parties intending to buy the stock being placed, including large share holding as well as whether the joint-stock company's senior managers will participate in the acquisition of the company's shares being floated	Observed	This requirement is determined by the Information Policy Regulation and is restricted by the requirements set forth by the existing regulations of the Russian Federation.
60.	Existence in the joint-stock company's internal documents of a list of information, documents and materials that have to be submitted for resolving issues on the agenda of the general Shareholders' Meeting	Observed	Regulation on the General shareholders' meeting, Information Policy Regulation
61.	Existence of the joint-stock company's Internet website and regular disclosure of company-related information on the website	Observed	Information Policy Regulation
62.	Existence in the joint-stock company's internal documents of the requirement to disclose any information about the company's transactions with any persons who are, according to the articles of association, the company's senior officials, as well as the company's transactions with any organizations in which the company's senior officials own, directly or indirectly, 20 or more per cent of the company's authorized capital, or which can be in any other way significantly influenced by such officials	Observed	Information Policy Regulation
63.	Existence in the joint-stock company's internal documents of the requirement to disclose any information about any transactions that may affect the market value of the company shares	Observed	Information Policy Regulation

64.	Existence of an internal document approved by the Board of Directors and related to the use of any essential information about the joint-stock company activities, shares and other securities and operations involving them, which is not public and the disclosure of which may significantly affect the market value of the company's shares and other securities	Observed	Information Policy Regulation
Control over financial and economic activities			
65.	Existence of procedures for internal control over the joint-stock company's financial and economic activities approved by the Board of Directors	Observed	Rules of organization of the Internal Control system.
66.	Existence in the company of a specialized department ensuring the observation of internal control procedures (audit department)	Observed	The Internal Control and Audit Department
67.	Existence in the joint-stock company's internal documents of the requirement of the Board of Directors to determine the structure and composition of the company's audit department	Observed	Regulation on the Internal Control and Audit Department
68.	Absence in the Control and Audit Department of any persons found guilty of committing economic crime or crime against a state authority, interests of state service or local self-government service, or against whom administrative action has been taken for breaches in the areas such as entrepreneurship, finance, taxes and fees, the securities market	Observed	
69.	Absence in the Control and Audit Department of any persons who are members of the joint-stock company's executive bodies, as well as members, general directors (managers), members of a controlling body or employees of a legal entity competing against the joint-stock company	Observed	
70.	Existence in the joint-stock company's internal documents of the time period for submitting documents and materials for analyzing the financial and economic activities performed, as well as the responsibility of the company officials and employees for their failure to submit such documents within the determined period of time	Not observed	The time for submission of documents and materials is established in the Control and Audit Department inquiry and depends on complexity of documents preparation.
71.	Existence in the joint-stock company's internal documents of the requirement of the Control and Audit Department to report any violations found to the Audit Committee, and if there is no such committee, to the joint-stock company's Board of Directors	Observed	Articles of Association, Regulation on the Internal Control and Audit Department, Regulation on the Audit Committee of the Board of Directors
72.	Existence in the joint-stock company's internal documents of the requirement of the Control and Audit Department to perform a preliminary evaluation of the practicability of carrying out any transactions not included in the company's financial and economic plan (non-standard transactions)	Partially observed	Rules of organization of Bank Vozrozhdenie Internal Control and Audit System
73.	Existence in the joint-stock company's internal documents of the procedure for coordinating any non-standard transactions with the Board of Directors	Partially observed	Regulation on the procedure for concluding major transactions, non-arm's length transactions and related person lending transactions.

74.	Existence of an internal document approved by the Board of Directors which defines the procedure for audit the company's financial and economic activities by the Audit Commission	Observed	Regulation on the Audit Commission
75.	Analysis of the audit report by the Audit Committee before it is submitted to the shareholders at the General Shareholders' Meeting	Observed	Regulation on the Audit Committee of the Board of Directors
Dividends			
76.	Existence of an internal document approved by the Board of Directors and used by the Board of Directors as a guide when making recommendations about the size of dividends (Dividend Policy Regulation)	Observed	Dividend Policy Regulation
77.	Existence in the Dividend Policy Regulation of the procedure for determining the minimum share of the company's net profit to be paid out as dividends, as well as the terms of non-payment or partial payment of dividends of preference shares, the size of which is determined in the company's articles of association	Partially observed	Dividend Policy Regulation
78.	Publishing of any information about the joint-stock company's dividend policy and any modifications in it in a periodical set forth in the company's articles of association for publishing notices about general Shareholders' Meetings, as well as publishing such information on the company's Internet website	Partially observed	Dividend Policy Regulation is published on the Internet website of the Bank