

ARMECONOMBANK OJSC

ANNUAL CORPORATE GOVERNANCE
STATEMENT

YEREVAN 2018

Corporate Governance Statement - Descriptive part

BANK NAME: ARMECONOMBANK OJSC ADDRESS:

23/1 AMIRYAN ST., YEREVAN 0002, REPUBLIC OF

ARMENIA WEBSITE: www.aeb.am

1. INTRODUCTORY MESSAGE FROM THE CHAIRMAN OF THE BOARD

The message from the Chairman of the Board can be found in the Annual Report:

<http://aeb.am/media/2018/01/836.pdf>

The information provided in this Statement is composed as at the end of 2017 (reporting year).

2. CORPORATE STRUCTURE

Pursuant to the provisions of ARMECONOMBANK OJSC (hereinafter referred to as "Bank") Charter and Corporate Governance Code, the Bank has established the following corporate structure:

a) General Meeting of Shareholders; b)

Board,

g) executive authority: Chief Executive Officer who also acts as the Chairman of the Executive Board, and Executive Board.

The key shareholders of the Bank:

1. European Bank for Reconstruction and Development, holds 93,334 shares representing 5.0% of the Bank's charter capital.

2. Sukiasyan, Saribek Albert, holds 524,719 shares which represent 28.3% of the Bank's charter capital.

3. Sukiasyan, Khachatur Albert, holds 255,115 shares which represent 13.8% of the Bank's charter capital.

4. Sukiasyan, Robert Albert, holds 263,916 shares which represent 14.3% of the Bank's charter capital.

5. Sukiasyan, Eduard Albert, holds 197,419 shares which represent 10.7% of the Bank's charter capital.

3. GENERAL MEETING OF SHAREHOLDERS (GM)

1. In the accounting year, the Annual General Meeting and 1 extraordinary meeting was held. The Annual Meeting was held in Albert Hall of Yerevan Flour Mills OJSC at 2 Nar-Dos St. in Yerevan by poll.

2. The Annual General Meeting was held on 23.06.2020, and the extraordinary general meeting was held on 11.12.2017.

3. Pursuant to the Procedure for Preparation and Holding of ARMECONOMBANK OJSC General Meeting, the shareholders entitled to attend GM were notified by mail / email / delivery in person / announcement published in national newspaper (The Republic of Armenia daily) by 08.06.17, 11.11.17, that is at least 30 days prior to GM.

The Agenda and appropriate documents were sent to the persons entitled to attend GM and made available at the Bank's website, Head Office and branches.

The manner of providing the Agenda and the information and documents pertaining to GM to the persons entitled to attend GM is established by the Bank's Charter (Paragraph 6.8) as available at the Bank's website:

<http://www.aeb.am/hy/122> :

4. The shareholders had the opportunity to attend through authorized representatives in accordance with the applicable law.
5. Pursuant to the procedure set by Paragraph 6.15 of the Bank's Charter, cumulative voting was carried out.
6. The Agenda, voting results, and minutes of GM are available at the Bank's website:

<http://www.aeb.am/hy/483>

4. BOARD

Functions of the Board

The exclusive and delegated authorities of the Board as established by Article 8 of the Code and paragraphs 6.14-6.28 of the Bank's Charter are available at Bank's website: <http://www.aeb.am/hy/122> :

Composition of the Board

As of 29.06.2018, the Board consisted of 6 members including 6 with no executive functions, and no independent member.

According to Article 10 of the Code, a member is deemed "independent" if such member:

1. has not held any managerial position in the Bank or any company related thereto in the past 3 years other than his/her position of a Board member;
2. has not received, directly or indirectly, any remuneration from the Bank or any parties related thereto in the past 3 years;
3. has had no financial business relationship including any borrowing or lending transactions with the Bank or any parties related thereto either directly or as a partner, key shareholder, chief executive, or accountant in the past 3 years;

4. has not been a partner or employee of the present or former external auditor of the Bank or any of the banks related to such auditor in the past 5 years;
5. has not been a Board member in the Bank for longer than 6 years in the past 10 years, and is not a family member to any of the persons referred to above;
6. is not a key shareholder of the Bank or a representative of such shareholder in case of listed banks (key shareholder is the one holding more than 10% of Bank's voting shares jointly with the parties related to such shareholder).

THE BOARD				
Position and name	Executive¹	Non-executive²	Independent	Member of the Board since
1. Chairman, <u>Saribek Sukiasyan</u>	-	<i>Non-executive</i>	-	1997
2. Member, <u>Armen Naljyan</u>	-	<i>Non-executive</i>	-	2016
3. Member, <u>Aram Melikyan</u>	-	<i>Non-executive</i>	-	2012
4. Member, <u>Inna Yabbarova</u>	-	<i>Non-executive</i>	-	2016
5. Member, <u>Luiza Petrosyan</u>	-	<i>Non-executive</i>	-	2013
6. Member, <u>Ruben Hayrapetyan</u>	-	<i>Non-executive</i>	-	2014

Brief biographies of the Board members including the particulars thereof, and information on resignation and discharge of the Board members during the year, their functions, and membership in Board committees is presented below:

Chairman of the Board, Saribek Sukiasyan

Date of birth	07.09.1965
Citizenship	Republic of Armenia
Education	<p>2000: Academic Degree of Candidate of Economics (granted by the resolution of the Expert Council at Economic Survey Institute).</p> <p>1991: One-year in-absentia attendance at Economics Faculty for training of Agriculture Managers and Experts, Qualification of Agricultural Venture Organizer-Economist.</p> <p>1982-1990: Yerevan Animal Husbandry and Veterinary Institute, Breeding Engineer.</p>

¹ The executive member of the Board is a person involved in everyday management of the Company.

² According to the Code, the non-executive member of the Board is "a person not involved in current management of the Company or any subsidiary thereof".

Profession / Major qualification	Economist, Candidate of Economics
Principal position	ARMECONOMBANK OJSC, Chairman of the Board
Status of independence as a member of the	-
Date of appointment	27.06.1998
Time in office by date	1 year
Career length	27 years
Years with the Bank	21 years
Resignation or discharge during the year	-
Career record for the past 3 years	1998 to present: ARMECONOMBANK OJSC, Chairman of the Board
Direct or indirect shareholding in the Bank and related companies	ARMECONOMBANK OJSC: AMD 527,573k, 28.3% SIL Group LLC: 24.99 %, AMD 17,974,200 NAREK LLC: 25 %, AMD 53,387,550 Sport Time LLC: 50 %, AMD 17,510,000 SIL Insurance CJSC: 21.2 %, AMD 418,000,000 Noy Group: 24,97 %, AMD 4,896,500 Bjni Group: 20 % AMD 10,000 Yerevan Flour Mills CJSC: 24.9811 %, AMD 139,080,000 ZOVQ Factory OJSC JV: 15,9768%, AMD 5,983,000; SATURN SHINMONTAZH LLC: 50%, AMD 25,000; GRZO INTERNATIONAL: 25%, AMD 12,500 Araj LLC: 25%, AMD 12,500 Davos International LLC: 40%, AMD 4000
Memberships in Board committee(s) of the Bank or other companies	-
Personal duties, functions, and objectives	General supervision / management
Work in other companies / boards, offices held in other companies, which are related to the duties of a board member	Vice-President of SIL Group LLC, pro bono

Member of the Board (Deputy Chairman of the Board), *Naljian*

Date of birth	21.06.1967
Citizenship	Republic of Armenia
Education	1987 - 2000: Yerevan Institute of People's Economy, Financial Accounting Faculty.

Profession / Major qualification	Economist
Principal position	ARMECONOMBANK OJSC, Deputy Chairman of the Board
Status of independence as a member of the	-
Date of appointment	11.08.2016
Time in office by date	1 years
Career length	33 years
Years with the Bank	21 years
Resignation or discharge during the year	-
Career record for the past 3 years	05.10.2010 - 10.08.2016: ARMECONOMBANK OJSC CEO, Chairman of the Executive Board 11.08.2016 to present: ARMECONOMBANK OJSC, Deputy
Direct or indirect shareholding in the Bank and related companies	ARMECONOMBANK OJSC: AMD 4,992,000, 0.03%
Memberships in Board committee(s) of the Bank or other companies	-
Personal duties, functions, and objectives	<ol style="list-style-type: none"> 1. General supervision of Executive Board activities 2. General supervision of corrective actions related to issues/risks identified by internal and external auditors 3. General supervision of resource attraction and placement 4. General supervision of personnel management efficiency 5. General supervision of AML/CFT operations 6. General supervision of legal processes
Work in other companies / boards, offices held in other companies, which are related to the duties of a board member	-

Member of the Board, Secretary of the Board, *Luiza Petrosyan*

Date of birth	19.09.1982
Citizenship	Republic of Armenia
Education	1999 - 2004: Yerevan State Institute of Economy, Department for Mathematical Methods and Transaction Survey in Economics.

Profession / Major qualification	Economist Mathematician
Principal position	ARMECONOMBANK OJSC, Member of the Board, Secretary of the
Status of independence as a member of the	-
Date of appointment	23.07.2013
Time in office by date	1 year
Career length	13 years
Years with the Bank	13 years
Resignation or discharge during the year	-
Career record for the past 3 years	01.02.2011-13.06.2013: ARMECONOMBANK OJSC, Deputy Head of International Operations Department 14.06.2013 to present: ARMECONOMBANK OJSC, Member of the
Direct or indirect shareholding in the Bank and related companies	ARMECONOMBANK OJSC: AMD 687.5k, 0.01%
Memberships in Board committee(s) of the Bank or other companies	-
Personal duties, functions, and objectives	<ol style="list-style-type: none"> 1. General supervision of Executive Board activities 2. General supervision of corrective actions related to issues/risks identified by internal and external auditors 3. General supervision of resource attraction and placement. 4. Coordination of corporate governance development process in the bank. 5. General supervision of international relations 6. General supervision of AML/CFT operations
Work in other companies / boards, offices held in other companies, which are related to the duties of a board member	-

Member of the Board, *Aram Melikyan*

Date of birth	27.04.1963
Citizenship	Republic of Armenia
Education	1980 - 1984: Yerevan Institute of People's Economy, Planning and Economics Faculty, Materials and Equipment Supply Division,

Profession / Major qualification	Economist
Principal position	ARMECONOMBANK OJSC, Deputy Chairman of the Board
Status of independence as a member of the	-
Date of appointment	01.08.2012
Time in office by date	1 year
Career length	31 years
Years with the Bank	11 years
Resignation or discharge during the year	-
Career record for the past 3 years	<p>26 September 2007 - 29 June 2012 ARMECONOMBANK OJSC, Deputy Head of Internal Audit Department</p> <p>29 June 2012 - 01 August 2012: ARMECONOMBANK OJSC, Advisor to the Chairman of the Board</p> <p>01 August 2012 - 11 August 2016: ARMECONOMBANK OJSC, Deputy Chairman of the Board</p>
Direct or indirect shareholding in the Bank and related companies	ARMECONOMBANK OJSC: 1,167.5k, 0.03%
Memberships in Board committee(s) of the Bank or other companies	-
Personal duties, functions, and objectives	<ol style="list-style-type: none"> 1. General supervision of Executive Board activities 2. General supervision of corrective actions related to issues/risks identified by internal and external auditors 3. General supervision of resource attraction and placement 4. General supervision of personnel management efficiency 5. General supervision of AML/CFT operations 6. General supervision of accounting operations and policies 7. General supervision of the Bank's strategy
Work in other companies / boards, offices held in other companies, which are related to the duties of a board member	-

Member of the Board, *Inna Yabbarova*

Date of birth	10.06.1965
Citizenship	Republic of Belarus
Education	1983 Minsk Trade College, Trade Management, Accounting, Economics, 1992; Minsk State Linguistic University, English and German Languages; 2004: Manchester Business School, MBA, Banking and Finance, Manchester, Great Britain
Profession / Major qualification	Economist
Principal position	Deputy Director for Relations with EBRD governors
Status of independence as a member of the Board	-
Date of appointment	03.05.2016
Time in office by date	1 year
Career length	35 years
Years with the Bank	2 years
Resignation or discharge during the year	-
Career record for the past 3 years	Deputy Director for Relations with EBRD governors
Direct or indirect shareholding in the Bank and related companies	-
Memberships in Board committee(s) of the Bank or other companies	-
Personal duties, functions, and objectives	Coordination of work on implementation of international expertise in the operations of the Bank.
Work in other companies / boards, offices held in other companies, which are related to the duties of a board member	Deputy Director for Relations with EBRD governors Spurt Bank (Kazan, Tatarstan) Board Member nominated by EBRD; Alivaria Brewery (Carlsberg Group in Belarus) Board Member nominated by EBRD

Member of the Board, *Ruben Hayrapetyan*

Date of birth	24.06.1980
Citizenship	Republic of Armenia
Education	1996 - 2000: Armenian Agricultural Academy, Economics Faculty, Economist
Profession / Major qualification	Economist
Principal position	ARMECONOMBANK OJSC, Member of the Board
Status of independence as a member of the	-
Date of appointment	02.08.2014
Time in office by date	1 year
Career length	16 years
Years with the Bank	16 years
Resignation or discharge during the year	-
Career record for the past 3 years	09.11.2010-24.05.2013: ARMECONOMBANK OJSC, Head of Lending and Resource Attraction Department 07.06.2011-24.05.2013: ARMECONOMBANK OJSC, Member of the Executive Board 24.05.2013-22.05.2014: ARMECONOMBANK OJSC, Deputy Chief Executive Officer
Direct or indirect shareholding in the Bank and related companies	ARMECONOMBANK OJSC: AMD 345.0k, 0.01%
Memberships in Board committee(s) of the Bank or other companies	-
Personal duties, functions, and objectives	<ol style="list-style-type: none"> 1. General supervision of Executive Board activities 2. General supervision of corrective actions related to issues/risks identified by internal and external auditors 3. General supervision of resource attraction and placement. 4. General supervision of payment card issuance policy. 5. General supervision of customer complaints processing. 6. General supervision of AML/CFT operations

Work in other companies / boards, offices held in other companies, which are related to the duties of a board member	-
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Activities of the Board

During 2017, the Board has held 62 meetings including 0 in-absentia. The Board members have attended the meetings as below:

Position and name	Attendance in person	Attendance by poll	Number of meetings qualified to attend
1. Chairman, <u>Saribek Albert Sukiasyan</u>	53	3	62
2. Member, <u>Armen Naljyan</u>	56	1	62
3. Member, <u>Aram Melikyan</u>	59	0	62
4. Member, <u>Inna Yabbarova</u>	0	19	62
5. Member, <u>Luiza Petrosyan</u>	56	0	62
6. Member, <u>Ruben Hayrapetyan</u>	60	0	62

Board Performance Evaluation

The Board has adopted an evaluation policy set forth in Rules of Arrangement of Board Activities.

The Board has performed self-evaluation in accordance with the evaluation standards, policy, and procedures provided in the aforementioned Rules.

Principal result of the evaluation:

The performance of the Board in 2017 was considered satisfactory.

5. COMMITTEES AT THE BOARD

The Board of the Bank finds it inexpedient to form committees due to the number of the members of the Board in order to avoid having the same persons in different committees. Instead, the Board performs the functions under its authority through weekly discussions to which appropriate specialists and officers are invited.

Audit Committee

The Bank has not composed an Audit Committee which is considered an unnecessary unit that would reduce the flexibility of management and supervision. The functions of the Audit Committee are most effectively carried out by Internal Audit Department.

6. EXECUTIVE AUTHORITY

The executive authority of the Bank consists of 10 members of the

Executive Board. Chairman of the Executive Board / CEO, Aram

Khachatryan

Date of birth	29.08.1983
Education	2006 - 2008: Yerevan State Engineering University, Engineering Management, M.A. in Engineering. 2000 - 2004: Yerevan State Engineering University, Economics and Management of Ventures (in Telecom Industry), B.S. in Engineering, Diploma of Excellence.
Career length	12 years
Major qualification	Engineer
Years with the Bank	12 years
Memberships in Board committee(s) of the Bank or other companies	-
Personal duties and objectives	<ul style="list-style-type: none">✓ manages the Bank's property including financial assets, and concludes transactions on behalf of the Bank;✓ represents the Bank in Armenia and abroad;✓ acts without a power of attorney;✓ issues power of attorney;✓ duly signs agreements and labor contracts;✓ submits the candidacy of his deputies to the approval of

	<ul style="list-style-type: none"> ✓ submits the Regulation of the Executive Board to the approval of the Board; ✓ within the limits of his authorities issues orders, instructions, mandatory directions, and monitors the execution thereof; ✓ distributes the responsibilities between the deputy chairmen and members of the Executive Board; ✓ hires and dismisses employees in the manner prescribed by applicable law; ✓ applies incentives and disciplinary action to the employees in accordance with the procedure approved by the Board; ✓ deals with other matters referred to his authority by the
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Deputy Chairman of the Executive Board / Deputy CEO, Artak Arakelyan

Date of birth	28.05.1981
Education	2003 - 2004: Institute of Economic Research at the Ministry of Finance and Economy of Armenia, Candidate of Economic Sciences.
Career length	13 years
Major qualification	Economist, Economic Sciences
Years with the Bank	13 years
Memberships in Board committee(s) of the Bank or other companies	-
Personal duties and objectives	Executes the functions prescribed by Paragraph 6.32 of the Charter.

Deputy Chairman of the Executive Board / Deputy CEO, Ruben Badalyan

Date of birth	13.05.1979
Education	1995 - 2000: Yerevan Institute of People's Economy, Financial Accounting Faculty.
Career length	15 years
Major qualification	Economist
Years with the Bank	15 years
Memberships in Board committee(s) of the Bank or other companies	-

Personal duties and objectives	Executes the functions prescribed by Paragraph 6.32 of the Charter.
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Deputy Chairman of the Executive Board / Deputy CEO, Onik Chichyan

Date of birth	19.03.1977
Education	1996 - 2000: Armenian Agricultural Academy, Economics Faculty, Accounting and Audit, Economist.
Career length	16 years
Major qualification	Economist
Years with the Bank	15 years
Memberships in Board committee(s) of the Bank or other companies	-
Personal duties and objectives	Executes the functions prescribed by Paragraph 6.32 of the Charter.

Deputy Chairman of the Executive Board / Deputy CEO, Astghik Manrikyan

Date of birth	30.09.1982
Education	2007 - 2009 The European Carolus Magnus University, Business Administration, Master's Degree. 2003-2005: Yerevan State University, Oriental Studies Faculty, Master's Degree, Excellency Diploma 1999-2005: Yerevan State University, Oriental Studies Faculty, Bachelor's Degree, Excellency Diploma
Career length	12 years
Major qualification	Economist, Orientalist
Years with the Bank	12 years
Memberships in Board committee(s) of the Bank or other companies	-
Personal duties and objectives	Executes the functions prescribed by Paragraph 6.32 of the Charter.

Deputy Chairman of the Executive Board / Deputy CEO, Arpine Pilosyan

Date of birth	11.02.1983
Education	2000-2004: Yerevan State University, Economics Faculty, Bachelor. 2004 - 2006: Armenian State Academy of Management, Economics and

Career length	12 years
Major qualification	Economist
Years with the Bank	12 years
Memberships in Board committee(s) of the Bank or other companies	-
Personal duties and objectives	Executes the functions prescribed by Paragraph 6.32 of the Charter.

Member of the Executive Board, Mikayel Poghosyan

Date of birth	13.04.1971
Education	1988 - 1995: . Yerevan Institute of People's Economy, State Regulation of Economy.
Career length	30 years
Major qualification	Economist
Years with the Bank	19 years
Memberships in Board committee(s) of the Bank or other companies	-
Personal duties and objectives	Executes the functions prescribed by Paragraph 6.32 of the Charter.

Member of the Executive Board, Hayk Avetisyan

Date of birth	13.04.1979
Education	2004: Academic Degree of Candidate of Economics 2001-2004: Yerevan State Institute of Economy, Post-graduate 1996 - 2001: Yerevan State Institute of Economy, Engineering and Economics Faculty, Division for Mathematical Methods and Transaction Survey in Economics, qualification of Economist-Mathematician, Diploma of Excellence.
Career length	13 years
Major qualification	Economist Mathematician
Years with the Bank	13 years
Memberships in Board committee(s) of the Bank or other companies	-
Personal duties and objectives	Executes the functions prescribed by Paragraph 6.32 of the Charter.

Member of the Executive Board, Vrezh Jhangiryan

Date of birth	29.03.1980
Education	2000 -2002 Yerevan State University, Law Faculty, Master's Degree 1996 - 2000 Yerevan State University, Law Faculty, Bachelor's Degree, Diploma of Excellence
Career length	17 years
Major qualification	Lawyer
Years with the Bank	5 years
Memberships in Board committee(s) of the Bank or other companies	-
Personal duties and objectives	Executes the functions prescribed by Paragraph 6.32 of the Charter.

Member of the Executive Board, Vardan Sargsyan

Date of birth	05.10.1979
Education	1997-2003: Yerevan State University, International Affairs, Bachelor of Politology
Career length	<i>10 years</i>
Major qualification	Politologist
Years with the Bank	<i>10 years</i>
Memberships in Board committee(s) of the Bank or other companies	-
Personal duties and objectives	Executes the functions prescribed by Paragraph 6.32 of the Charter.

7. INTERNAL AUDIT

The internal audit in the Bank is carried out by Internal Audit Department which is accountable to the Board.

Internal Audit Department functions in compliance with Article 27 of the Code.

8. CORPORATE SECRETARY

The Bank has no Corporate Secretary. The respective functions are assigned to Luiza Petrosyan, Member of the Board, Secretary of the Board. The Secretary of the Board carries out her functions in compliance with Article 22 of the Regulation of the Board as approved by the General Meeting.

9. EXTERNAL AUDIT

The external auditor of the Bank is selected every year through a tender in accordance with the existing procedure. Deloitte Armenia CJSC has won in the contest of the external Auditor for 2017, and has been carrying out external auditor's functions since 2013.

The relationship between the Bank and the External Auditor is regulated by Article 28 of the Code.

Pursuant to Article 28 of the Code, the Bank has introduced standards to determine the independence of the external auditor from the Bank.

10. ANNUAL REPORT

The Annual Report of the Bank was submitted to and approved by the General Meeting of Shareholders on 23.06.2017.

The Annual Report includes all of the information required by Article 23 of the Code and is available at the Bank's website: <http://aeb.am/media/2018/01/836.pdf>.

Executed on 14.05.2018.

Chairman of the Board

Chief Executive Officer

Appendix 2: CORPORATE GOVERNANCE STATEMENT - Comply or explain

	Corporate Governance Code Item	Yes/No	Comments/Explanation
The authorities of the General Meeting of Shareholders (GM) and rights of shareholders			
1.	The Bank's Charter and applicable procedures provide clear procedures which allow the shareholders to communicate prior to GM and discuss the items put to vote.	Yes	<i>Paragraphs 6.2 - 6.20</i>
2.	The shareholders received GM Agenda and other appropriate documents at least 15 days prior to GM.	Yes	The Annual General Meeting was held on 23.06.2017 . Pursuant to the Procedure for Preparation and Holding of ARMECONOMBANK OJSC General Meeting, the shareholders entitled to attend GM were notified <u>by mail / email / delivery in person / announcement published in national newspaper (The Republic of Armenia daily) by 08.06.17</u> , that is no later than <u>15</u> days prior to GM. The Agenda and appropriate documents were sent to the persons entitled to attend GM and made available at the Bank's website, Head Office and branches.
3.	The Agenda of GM includes the drafts of resolutions for voted items and the name of the auditor submitted by the Board for approval by GM.	Yes	The Agenda and appropriate documents were sent to the persons entitled to attend GM and made available at the Bank's website, Head Office and branches.

	Corporate Governance Code Item	Yes/No	Comments/Explanation
4.	The policies existing in the Bank and referred to in the Charter provide explicit procedures that allow the shareholders to vote in-absentia through voting ballots.	Yes	
5.	The Bank's Charter provides explicit procedures that allow the shareholders to assign a representative in accordance with the existing law.	Yes	
6.	The shareholders vote through voting ballots at GM. (This procedure may not apply to companies with a single shareholder).	Yes	
7.	The shareholders have the right to raise questions until 10 days prior to GM.	Yes	
8.	The Board has answered to the shareholders' questions during GM.	Yes	
9.	The shareholders have the right to raise questions during GM.	Yes	
10.	The Board has answered to the questions raised.	Yes	
Policy of payment of dividends			

	Corporate Governance Code Item	Yes/No	Comments/Explanation
11.	The Bank has a procedure for payment of dividends, which has been drafted and approved by the Board and published at the Bank's website.	Yes	http://www.waeb.am/hy/478
12.	The procedure for payment of dividends includes the minimum payout ratio.	No	
The Board			
13.	The Bank has formed a Board with clearly defined duties and functions which are published at the bank's website.	Yes	
14.	The Board composes a report on the Bank's compliance with the provisions of the Code.	Yes	
15.	The Board appoints and dismisses the head of the executive authority as well as forms a collective executive authority (if prescribed) and appoints and dismisses its members.	Yes	
16.	Non-executive members form majority in the Board and at least two of them are independent.	Yes	All of the members of the Board are non-executive; the Board has no independent member.
17.	The Board Committees conduct annual review of the provisions of Bank's internal corporate documents	-	

	Corporate Governance Code Item	Yes/No	Comments/Explanation
	(Charter, procedures, etc.) related to the areas of their competence and present recommendations on appropriate changes to the Board.		
18.	Board Committees report to the Board regularly, at least once a quarter. The committees present such report after each meeting within the appropriate time. Committee meetings shall precede the regular Board meetings.	-	
19.	The members of Board committees shall participate in committee activities and attend all sessions.	-	
Appointment of Board members			
20.	The presentation of the candidates for Board membership includes a brief description of the particular candidate's position and biography, which sets forth the potential duties, functions, and personal details.	Yes	
21.	The description of the positions and brief biography of the proposed candidates Board membership have been	Yes	

	Corporate Governance Code Item	Yes/No	Comments/Explanation
	at the Bank's website at least 30 days prior to GM.		
Board: Performance monitoring			
22.	Pursuant to the evaluation policy, the Board monitors the performance of the executive authority.	Yes	Authority in charge: the Board http://aeb.am/media/2017/12/260.pdf
23.	The Board executes annual evaluation of its performance in accordance with the adopted evaluation policy.	Yes	
Attendance of Board meetings			
24.	The data on attendance of the Board meetings for the Board Members are included in the descriptive part of the CG Statement and/or Annual Report of the Bank.	Yes	
Information on Board members			
25.	As required by the Code, the Annual Report and/or the descriptive part of CG Statement contain detailed information on Board members.	Yes	
Annual Plan of Board meetings			
26.	The board meetings of the listed companies shall be summoned at least once a quarter.	Yes	

	Corporate Governance Code Item	Yes/No	Comments/Explanation
27.	The Board meetings are held in accordance with the approved annual plan. The Board meeting agenda and other appropriate documents are sent to the Board members at least 10 days prior to the meeting.	Yes	
The Chairman of the Board			
28.	The positions of the Chairman of the Board and CEO are not held by the same person.	Yes	
29.	The authorities of the Chairman of the Board and CEO are explicitly separated in the Bank's Charter.	Yes	<i>Paragraphs 6.28, 6.29 - 6.30</i>
30.	The Chairman of the Board shall ensure that the newly elected Board members are duly notified of the Bank and their duties at the beginning of their career. The Bank has training programs for Board members.	Yes	
Insurance against damages caused by the actions of Board members and indemnity of Board members			
31.	The Bank's Charter contains indemnification provisions for Board members against any damages caused by performance of their office duties. The Bank is insured against the risk of damages	No	<i>Regulated by existing procedures and regulations as required by law.</i>

	Corporate Governance Code Item	Yes/No	Comments/Explanation
	caused by activities of Board members.		
Audit Committee			
32.	Companies are obligated to form Audit Committee composed of non-executive members, where both the majority and the chairman shall be independent.	-	
33.	All of the Audit Committee members have appropriate qualification in finance, accounting, audit, and internal control.	-	
34.	Audit Committee monitors the integrity of the Bank's financial reports and the statements pertaining to financial operations of the Bank, reviews any significant assertions contained therein on financial reporting, reviews the quarterly and annual reports and provides proposals to the Board and GM regarding approval thereof.	-	
35.	Audit Committee meets with the external auditor at least once a year to discuss matters related to audit.	-	

	Corporate Governance Code Item	Yes/No	Comments/Explanation
36.	Audit Committee shall review the internal control, internal audit, and risk management systems of the Bank	-	
37.	Audit Committee shall submit recommendations to the Board with regard to the selection of the external auditor and work conditions thereof, which shall be referred to GM to be considered prior to the final approval.	-	
38.	Audit Committee has developed independence criteria for the external auditor.	-	
39.	Audit Committee has reviewed the independence of the external auditor relative to the established criteria, and the outcome has been included in the Annual Report.	-	
40.	Audit Committee keeps minutes of its meetings.	-	
Internal Audit			
41.	Internal audit is appointed and dismissed upon the consent of Audit Committee.	No	The members of the internal audit are appointed and dismissed by the Board.
42.	Internal audit reports directly to Audit Committee.	No	Internal audit reports directly to the Board.

	Corporate Governance Code Item	Yes/No	Comments/Explanation
43.	Internal audit conducts its operations in accordance with the annual plan approved by Audit Committee and periodically reports to Audit Committee.	No	Internal audit conducts its operations in accordance with the annual plan approved by the Board and periodically reports to Audit Committee.
44.	Internal audit shall review the integrity of internal control and the performance of internal control procedures.	Yes	
External audit			
45.	The external auditor of the Bank may not provide the non-audit services referred to in the Code, Paragraph 28, Subparagraph 2).	Yes	<i>Board, Executive Board</i>
46.	The remuneration of the external auditor has been approved by GM.	No	The remuneration of the external auditor has been approved by the Board pursuant to the existing law.
47.	The bank has a policy for rotation of external auditors.	Yes	<i>The Bank has a procedure for selection of independent auditor organization.</i>
Other committees at the Board			
48.	The Bank has created other committees composed of Board members.	No	The Board of the Bank finds it inexpedient to form committees due to the number of the members of the Board in order to avoid having the same persons in different committees. Instead, the Board performs the functions under its authority through periodic discussions to which appropriate specialists and officers are invited.
49.	All of the Board committees operate in accordance with	-	

	Corporate Governance Code Item	Yes/No	Comments/Explanation
	their regulations which establish their functions, role, and duties.		
50.	The Board shall establish risk-management, strategic planning, and investment committees provided with appropriate authorities.	-	The risk management and strategic planning functions are performed by Strategy and Risk Management Department of the Bank, the investment functions are performed by the appropriate managerial bodies, Asset and Liability Committee, and Dealing Center Department.
51.	Board Committees report to the Board regularly, at least once a quarter. The committees present such report after each meeting within the appropriate time. Committee meetings shall precede the regular Board meetings.	-	
52.	The members of Board committees shall participate in committee activities and attend all sessions:	-	
Corporate Secretary			

	Corporate Governance Code Item	Yes/No	Comments/Explanation
53.	The Board has appointed a Corporate Secretary who reports to the Board. Corporate Secretary assists with organization of Board meetings including planning, summoning, conducting, and keeping the minutes of meeting in accordance with applicable laws and the Bank's procedures. The Board establishes the job description and remuneration of Corporate Secretary.	Yes	The Bank has no Corporate Secretary. The functions of Corporate Secretary are assigned to Luiza Petrosyan, Member of the Board, Secretary of the Board.
54.	Corporate Secretary assists the Chairman of the Board with the review of compliance with the Armenian corporate governance laws, the Code, the Bank's Charter, and applicable regulations.	Yes	
Information disclosure and transparency			
Annual Report			
55.	The Bank has composed a report for the accounting year, which has been submitted to the shareholders for approval and published at the Bank's website.	Yes	
56.	The Annual Report contains financial statements composed	Yes	

	Corporate Governance Code Item	Yes/No	Comments/Explanation
	in accordance with the international financial reporting standards.		
57.	The Annual Report contains information addressed to the Bank's beneficiaries, which enables to evaluate the contribution of Bank in terms of economic stability, social welfare, and environmental safety.	Yes	
58.	The Annual Report contains information on the Bank's code of ethics and reference to the Bank's web site where the code of ethics is placed.	Yes	http://aeb.am/media/2018/01/836.pdf
59.	The Annual report contains CG Statement on compliance with the Code and/or detailed explanations of non-compliance and the reasons thereof.	Yes	
60.	The Annual Report includes information on single or several interconnected transactions of related parties, which exceed 2% of the Bank's assets, and detailed description of the Bank's policy and procedures for approval or verification of such transactions. Should such transactions between the bank and related parties	No	

	Corporate Governance Code Item	Yes/No	Comments/Explanation
	exist, the ratio of related party transactions, the number of transactions executed by each group of related parties, and the evaluation of the fairness of related party transaction conditions shall be disclosed. The absence of such transactions shall be explicitly stated as well.		
61.	The Annual Report includes external auditor's opinion.	Yes	
62.	The Annual Report includes the list of the Bank's shareholders owning significant (greater than 10%) stock directly or indirectly.	No	The list of shareholders owning significant (greater than 10%) stock directly or indirectly is available at the website: http://www.aeb.am/hy/121
63.	The Annual Report includes the list of the parties related to the bank and the list of related party transactions which exceed 2 percent of the Bank's assets.	No	
64.	The Annual Report includes the names and brief biographies of the Board members including the independent members as well as the names of the Board members who have resigned or discharged during the	No	

	Corporate Governance Code Item	Yes/No	Comments/Explanation
	data on remuneration of all persons who have held a Board member's position during the year and the attendance of the Board meetings by them.		
65.	The Annual Report includes the external auditor's name and remuneration as well as the result of the verification of its independence.	No	The Annual Report includes the external auditor's name and the Auditor's report.
66.	The annual report includes the description of the Bank's administrative structure including any subsidiaries, branches, the parent Bank, and any cross-holding of voting shares with other related companies.	No	The Annual Report includes the list of the Bank's branches. The administrative structure of the Bank is available at the website. http://www.aeb.am/hy/105
67.	The Annual Report includes the CEO's summary report for the operations of the previous year, the risk factors, the prospects for the coming year, the Bank's strategy, the major transactions closed during the year, the major changes related to the business, explanations of any significant changes in financial results against the indicators for the previous year, proposals for profit	Yes	

	Corporate Governance Code Item	Yes/No	Comments/Explanation
	allocation and distribution including the payment of dividends.		
68.	The Annual Report includes the remuneration of the Board members, head of the executive authority, and Chief Accountant.	No	
69.	The Annual Report includes the number, category or categories of the issued shares and a summary of shareholder rights by category.	Yes	The Bank has issued common shares only. The rights of shareholders by category are set forth in the Charter: http://aeb.am/media/2018/01/836.pdf
The website of the Bank			
70.	The Bank has a website with a separate section dedicated to corporate governance.	Yes	
71.	The website shall contain the CG statements for the past 3 years.	Yes	
72.	The website, the corporate governance section thereof, and the documents placed therein are available also in a foreign language.	Yes	
73.	The corporate governance section of the website contains the state registry certificate and the Charter of the company with all effective amendments.	Yes	

	Corporate Governance Code Item	Yes/No	Comments/Explanation
74.	The corporate governance section of the website contains information on the members of the Board and executive authority, including their brief biographies and descriptions of office duties.	Yes	The website contains information on the members of the Board and executive authority, including their brief biographies and descriptions of office duties: http://www.aeb.am/hy/120
75.	The corporate governance section of the website contains the regulations of the Board, committees at the Board, and a description of Corporate Secretary's office duties.	No	
76.	The corporate governance section of the website contains the policy for the annual evaluation of the Board.	No	
77.	The corporate governance section of the website contains the minutes of GM meetings for the past 5 years.	Yes	The website contains the minutes of GM Counting Committee sessions for the past 5 years: http://www.aeb.am/hy/483
78.	The corporate governance section of the website contains the policy for the payment of dividends as approved.	Yes	The corporate of the website contains the policy for the payment of dividends as approved: http://www.aeb.am/hy/478
79.	The corporate governance section of the website contains the Bank's administrative structure and the cross-holding chart.	Yes	The administrative structure of the Bank is available at the website: https://www.aeb.am/hy/105

	Corporate Governance Code Item	Yes/No	Comments/Explanation
80.	The corporate governance section of the website contains the Bank's Annual Reports for the past 2 years.	Yes	The website contains the Bank's Annual Reports for the past 3 years: http://www.aeb.am/hy/479
Code of Conduct			
81.	The Bank has adopted a Code of Conduct.	Yes	http://www.aeb.am/hy/126
82.	The Code of Conduct contains provisions regarding corporate values, business conduct, relationships with the State, officers, and competitors.	Yes	http://www.aeb.am/hy/126
83.	The Code of Conduct contains provisions regarding whistleblowing, breaches of conduct, and confidentiality of reporting such breaches.	Yes	
84.	The Bank has appointed an officer in charge of monitoring the compliance with the Code of Conduct.	No	
Supplementation of the charter capital			
85.	The Board has immediately informed all shareholders on decisions to supplement the charter capital.	Yes	As required by the existing law, the Bank's Charter specifies the number of the declared shares, within which the Board may execute open placement of shares in accordance with the existing procedures and law.

	Corporate Governance Code Item	Yes/No	Comments/Explanation
Beneficiaries			
86.	The Board has established the scope of the beneficiaries that correspond to the bank's operations and have legitimate interests in and expectations from the Bank.	No	
87.	The Bank has adopted a policy for consideration of the interests and expectations of the beneficiaries.	Yes	Procedure for Admittance, Consideration, and Settlement of ARMECONOMBANK OJSC Customers' Applications and -: http://www.aeb.am/hy/481 , Ombudsman, Ruben Hayrapetyan
88.	The Board has worked out and disclosed a policy and procedures for establishing relations with the beneficiaries and discloses the implementation thereof annually.	Yes	
89.	The sections related to the annual reports and corporate governance are accessible to the beneficiaries.	Yes	