

Annex to the Code of Corporate Governance  
approved by the decision of the NCFM no.67/10 of 24.12.2015  
Corporate Governance Statement  
“Compliance or justification”

N/O	Question	YES	NO	If NO, then JUSTIFICATION
1.	Does the company have its own website? Indicate its name.	✓ <a href="https://eximbank.md/en">https://eximbank.md/en</a>		
2.	Has the Company developed the Code of Corporate Governance that describes the principles of corporate governance, including amendments thereto?	✓		
3.	Is the Code of Corporate Governance placed on the company's own website, indicating the date on which the last change was made?	✓		
4.	Are the functions, powers and duties of the Board of Directors, executive body and commission of censors of the company defined in the Code of Corporate Governance?	✓		
5.	Does the annual report of the management (executive body) provide for a chapter dedicated to corporate governance in which all relevant events related to corporate governance recorded during the management period are described?	✓		
6.	Does the company ensure the fair treatment of all shareholders, including minority and foreign holders	✓		

	of common and/or preferred shares?			
7.	Has the company developed, proposed and approved the procedures for convening and conducting the work of the General Shareholders' Meeting in an orderly and efficient manner, without prejudice to the right of any shareholder to freely express his opinion on the issues under debate?	✓		
8.	The company publishes information on the following aspects of corporate governance on its website:			
	1) general information about the company – historical data, types of activity, registration data, etc.;	✓		
	2) the company's report on compliance with the principles of corporate governance and the provisions of the law;	✓		
	3) Article of Association of the company;	✓		
	4) the company's regulations, the regulations of the Board of Directors, of the executive body and of the commission of censors, as well as the remuneration policy for the members of the corporate bodies, as well as the regulation of the procedure regarding the convening and holding of the General Shareholders' Meeting, if such a procedure has been adopted;		✓	On the Bank's website there are published the internal normative acts that do not constitute a commercial secret.
	5) financial statements and annual reports of the company;	✓		
	6) information regarding the internal audit (commission	✓		

	of censors) and the external audit of the company;			
	7) information on the executive body, members of the Board of Directors and members of the commission of censors (for each member separately). There is indicated the work experience, positions held, studies, information on the number of shares held, as well as the mention of their independence;	✓		
	8) the shareholders who own at least 5% of the shares of the company, as well as the information regarding the changes made in the list of shareholders;	✓		
	9) any other information that must be publicly disclosed by the company, in accordance with the law, for example, information regarding large transactions, any important events, press releases of the company, archived information regarding the company's reports for previous periods;	✓		
	10) Corporate Governance Statement.	✓		
9.	Can the shareholder use electronic notifications regarding the convening of the General Shareholders' Meeting (if there is such a preference)?	✓		
10.	Does the company publish on its own website (in a separate section) information regarding General Shareholders' Meeting:	✓		
	1) the decision to convene the General Shareholders' Meeting?	✓		

	2) draft decisions to be examined (materials/documents related to the agenda), as well as any other information related to the items of the agenda?		✓	The convening notice and the agenda of the General Shareholders' Meeting are published on the Bank's website.
	3) the decisions adopted and the result of the vote?	✓		
11.	Does the company have the position of corporate secretary?		✓	The duties of the Corporate Secretary are fulfilled by the General Secretariat Office.
12.	Does the company have a specialized or dedicated department/person to investor relations?	✓		
13.	Does the Board of Directors meet at least once a quarter to monitor the performance of the company's activity?	✓		
14.	Are all related party transactions disclosed through the company's website?	✓		
15.	Has the company's Board of Directors/ executive body adopted a procedure to identify and adequately solve situations of conflict of interest?	✓		
16.	Does the related party comply with the legal provisions and the provisions of the Code of Corporate Governance regarding transactions involving a conflict of interest?	✓		
17.	Does the structure of the Board of Directors of the company ensure a sufficient number of independent members?	✓		
18.	Is the election of the company Board of Directors members based on a transparent procedure (objective criteria regarding professional qualification, etc.)?	✓		

19.	Does the company have a Remuneration Committee?	✓		
20.	Is the company's Remuneration and Incentive Policies approved by the General Shareholders' Meeting?		✓	According to Law no. 202 of 06.10.2017 art. 41, paragraph 3, the adoption and revision of the Bank's Remuneration and Incentive Policies is the responsibility of the Board of Directors. At the same time, according to the internal Regulations, the Remuneration and Incentive Policies approved by the Board of Directors is confirmed by the General Shareholders' Meeting.
21.	Is the company's Remuneration and Incentive Policies presented in the Article of Association/Internal Regulations and/or in the Code of Corporate Governance?	✓		
22.	Does the company publish information on its website in Russian and/or English?	✓		
23.	Does the company have an Audit Committee?	✓		
24.	Does the company, whose financial instruments are admitted for trading on the regulated market, present to the regulated market its Declaration regarding compliance or non-compliance with the provisions of the Code of Corporate Governance?		✓	The Bank's financial instruments are not admitted for trading on the regulated market.

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**JSCB "EXIMBANK"**



