

GPB International S.A.

Annual accounts

for the period from 10 July 2013 (date of incorporation)
to 31 December 2013

(with the Report of the Réviseur d'Entreprises agréé thereon)

GPB International S.A.

Management Report

GPB International S.A. (the "Bank") was founded the 10 July 2013 as a "société anonyme" to be governed by the law of 10 August 1915 (as amended) concerning commercial companies. The Bank received its authorization on 21 October 2013 by the Minister of Finance to act as a credit institution in Luxembourg according to article 3 of the law of 5 April 1993 on the financial sector, as amended.

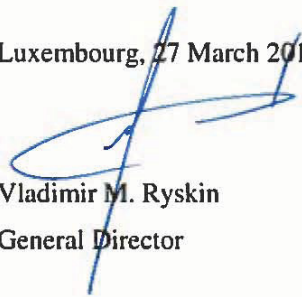
The purpose of the Bank is the operation of a Bank pursuant to the Luxembourg Law of 5 April 1993 on the financial sector, as amended. The scope of operations of the Bank extends to all types of banking, financial, advisory, service and trading activities in Luxembourg.

In 2013 limited business activity has been carried out. The Bank started its business activities in January 2014 and expects to develop them further in line with its business plan. In a first step the Bank's customers will mainly consist of existing clients and prospects of the Gazprombank group; the Bank will address diverse corporate customers such as Group companies, Russia/CIS exporters and importers, EU exporters to and importers from Russia. Please refer to the Note 13 of the annual accounts for the subsequent events.


The Bank had no research and development activities.

In line with the requirements of the Luxembourgish Banking Authorities the Bank has concluded a service level agreement with an affiliated undertaking concerning the provision of risk management services. The ultimate responsibility for the risk management, supervision and control remains entirely with the Bank.

Luxembourg, 27 March 2014


Vladimir M. Ryskin
General Director




Thomas Kiefer
General Director



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REPORT OF THE REVISEUR D'ENTREPRISES AGREE

Report on the annual accounts

We have audited the accompanying annual accounts of GPB International S.A., which comprise the balance sheet as at 31 December 2013 and the profit and loss account for the period from 10 July 2013 (date of incorporation) to 31 December 2013, and a summary of significant accounting policies and other explanatory information.

Board of Directors' responsibility for the annual accounts

The Board of Directors is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts, and for such internal control as the Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

Responsibility of the Réviseur d'Entreprises agréé

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the Commission de Surveillance du Secteur Financier. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the judgement of the Réviseur d'Entreprises agréé, including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the Réviseur d'Entreprises agréé considers internal control relevant to the entity's preparation and fair presentation of the annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors, as well as evaluating the overall presentation of the annual accounts.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the annual accounts give a true and fair view of the financial position of GPB International S.A. as of 31 December 2013, and of the results of its operations for the period from 10 July 2013 (date of incorporation) to 31 December 2013 in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts.

Report on other legal and regulatory requirements

The management report, which is the responsibility of the Board of Directors, is consistent with the annual accounts.

Luxembourg, 27 March 2014

KPMG Luxembourg S.à r.l.
Cabinet de révision agréé



M. Eichmüller de Souza

GPB International S.A.

Balance sheet as of 31 December 2013

	Notes	31.12.2013 EUR
ASSETS		
Loans and advances to credit institutions		
- repayable on demand	2.3, 3	17,929,380
Intangible assets	2.5.1, 4	1,343,706
Tangible assets	2.5.2, 4	89,759
Other assets		10,855
TOTAL ASSETS		19,373,700
LIABILITIES		
Other liabilities	5	349,898
Provisions		
- other provisions	6	329,798
Subscribed capital	7	20,000,000
Loss for the financial period		(1,305,996)
TOTAL LIABILITIES		19,373,700
OFF-BALANCE SHEET ITEMS		
Contingent liabilities	9	-

The accompanying notes form an integral part of these annual accounts.

GPB International S.A.

Profit and loss account for the period from 10 July 2013 (date of incorporation) to 31 December 2013

	Notes	For the period from 10 July 2013 to 31 December 2013 EUR
General administrative expenses:		
a) staff costs	11	(789,129)
<i>of which</i>		
- wages and salaries		(715,320)
- social security costs		(73,809)
<i>of which: social security costs relating to pensions</i>		-
b) other administrative expenses	10	<u>(393,491)</u>
		(1,182,620)
Value adjustments in respect of tangible and intangible assets	4	(107,326)
Tax on loss on ordinary activities	2.6	(16,050)
Loss for the financial period		<u><u>(1,305,996)</u></u>

The accompanying notes form an integral part of these annual accounts.

Note 1 – General

GPB International S.A. (“the Bank”) was incorporated in the Grand-Duchy of Luxembourg on 10 July 2013 as a limited liability company (“société anonyme”).

The purpose of the Bank is the operation of a Bank pursuant to the Luxembourg Law of 5 April 1993 on the financial sector, as amended. The scope of operations of the Bank extends to all types of banking, financial, advisory, service and trading activities in Luxembourg.

The Bank has carried out limited business activities during the period from 10 July 2013 (date of incorporation) to 31 December 2013.

The Commission de Surveillance du Secteur Financier (“CSSF”) has granted an exemption to the large exposures regime for intra-group exposures towards the Parent Bank, Gazprombank (Open Joint-stock Company), Moscow, and a direct 100% banking subsidiary of the Parent Bank, Gazprombank (Switzerland) Ltd, according to article 400 2. c) of Regulation (EU) No 575/2013 (“CRR”) and on the basis of point 24., part XVI of the modified circular CSSF 06/273 as subsequently modified.

Note 2 – Summary of significant accounting policies and valuation rules

2.1 Basis of presentation

These annual accounts have been prepared in conformity with accounting principles generally accepted in the banking sector in the Grand-Duchy of Luxembourg. The accounting policies and the valuation principles are determined and applied by the Board of Directors, except those which are defined by Law and by the CSSF.

The CSSF, in its letter dated 14 February 2014, has confirmed it has no objection that the scope of the statutory audit and the content of the annual accounts of the Bank for the period from 10 July 2013 (date of incorporation) to 31 December 2013 be reduced to the minimum required by the Commercial Companies Law of 10 August 1915, as amended, taking into account the absence of banking activities during this period. As a result, these annual accounts do not include all ordinarily required annual accounts disclosures of a credit institution governed by the laws of Luxembourg (e.g. certain credit risk information disclosures are not included).

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Directors to exercise its judgment in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. The Board of Directors believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The Board of Directors makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Bank holds no participating interest and is not obliged to establish consolidated accounts.

The Bank is included in the consolidated accounts of Gazprombank (Open Joint-stock Company), which forms both the smallest and largest body of undertakings in which the Bank is included. The consolidated accounts may be obtained from Gazprombank (Open Joint-stock Company) at the following address: Gazprombank, Nametkina St. 16, Building 1, 117420, Moscow, Russia.

2.2 Foreign currencies

The annual accounts are expressed in the “currency of the share capital” (EUR). The Bank has adopted a multi-currency accounting system, as a result of which assets and liabilities are to be recorded in the currencies in which they were created. For the preparation of the annual accounts, amounts in foreign currencies are translated into EUR on the following basis:

2.2.1 Spot transactions

Assets and liabilities denominated in foreign currencies are translated into EUR at the average of bid/ask spot exchange rates applicable at the balance sheet date.

However, assets held as financial fixed assets and tangible and intangible assets, which are not hedged in either the spot or forward markets are translated into EUR at the rates prevailing on their acquisition dates.

Unsettled spot foreign exchange transactions are translated into EUR at the spot rate of exchange prevailing on the balance sheet date. Foreign exchange gains and losses resulting from spot transactions not hedged by forward transactions are accounted for in the profit and loss account for the financial year.

Foreign exchange gains and losses resulting from spot transactions hedged by forward transactions (“swaps”) are neutralised through “prepayments and accrued income” and “accruals and deferred income” accounts. Differences arising due to the gap between spot and forward exchange rates are amortised in the profit and loss account on a prorata basis.

2.2.2 Forward transactions

Unsettled forward exchange transactions are translated into EUR at the forward rate prevailing on the balance sheet date for the remaining maturity.

Exchange losses on unhedged forward exchange contracts are recognised in the profit and loss account at the forward rate prevailing on the balance sheet date for the remaining term of the contract. Exchange gains on unhedged forward exchange contracts are only recognised when realised.

For hedged exchange transactions, foreign exchange losses arising on revaluation are set against profits arising as stated above. Provision is made to hedge any net loss position arising.

2.3 Loans and advances

Loans and advances are stated at their acquisition price. The policy of the Bank is to establish specific provisions for doubtful debts in accordance with the circumstances and for amounts specified by the Board of Directors. These provisions are deducted from the appropriate asset account balances and shall not be maintained if the reasons for which they were recorded no longer exist.

2.4 Amounts payable

Amounts payable are recorded under liabilities at the amount of reimbursement.

When the amount of reimbursement is greater than the amount received, the difference may be accounted for as an asset. This difference shall be amortised on an annual basis and no later than the maturity date.

2.5 Intangible and tangible fixed assets

Fixed assets other than financial fixed assets are valued at historical acquisition cost. The acquisition cost includes the costs to purchase the assets. The acquisition cost of intangible and tangible assets

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Notes to the annual accounts for the period from 10 July 2013 (date of incorporation) to 31 December 2013 (continued)

whose use is limited in time are depreciated on a straight-line basis over the estimated useful life or at the rates specified below.

In case of durable reduction in value, intangible and tangible assets are subject to value adjustments, regardless of whether their utilisation is limited. The valuation at the inferior value is not maintained if the reasons for which the value adjustments were made no longer exist.

2.5.1 Intangible assets

Formation expenses are amortised on a straight-line basis over five years. Unlike charges resulting from the current activity of the Bank, formation expenses are comprised of charges incurred in conjunction with the creation the Bank.

Other intangible assets are amortised on a straight-line basis over three years.

2.5.2 Tangible assets

Tangible assets are used by the Bank for its own operations.

Tangible assets under EUR 870 threshold are charged directly to profit and loss account.

Tangible assets are amortised on a straight-line basis over their estimated useful lives. The rates of depreciation are as follows:

Fixed assets category	Rate
Other fixtures and fittings, tools and equipment	12.5 – 33.3 %

2.6 Income taxes

Income taxes are accounted for on an accruals basis, based on the profit and loss account of the current financial period.

Note 3 - Loans and advances to credit institutions

Loans and advances to credit institutions are analysed as follows:

31.12.2013
EUR

Repayable on demand	<u>17,929,380</u>
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Loans and advances to affiliated undertakings with a total value of EUR 17,766,246 are included under this heading and relate to the bank account with another European subsidiary of the Parent Bank (S&P Rating BBB-).

Apart from the loans and advances to affiliated undertakings, loans and advances to other credit institutions include the bank accounts with a Luxemburgish bank (S&P Rating AA+) in the amount of TEUR 163.

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Notes to the annual accounts for the period from 10 July 2013 (date of incorporation) to 31 December 2013 (continued)

Note 4 – Fixed assets

4.1 Movements in fixed assets

in EUR	Gross value		Value adjustments			Net book value at the end of period
	Gross value at the beginning of period	Disposals	Gross value at the end of period	Cumulative value adjustments at the beginning of period	Reversal of value adjustments	Cumulative value adjustments at the end of period
Intangible assets	-	-	1,446,470	-	102,764	1,343,706
of which:						
- <i>Formation expenses</i>	-	-	510,600	-	50,830	459,770
- <i>Licenses</i>	-	-	935,870	-	51,934	883,936
Tangible assets	-	-	94,321	-	4,562	89,759
of which:						
- <i>Other fixtures and fittings, tools and equipment</i>	-	-	94,321	-	4,562	89,759
TOTAL	-	-	1,540,791	-	107,326	1,433,465

4.2 Intangible assets

Formation expenses include fees paid to various parties at the time of incorporation of the Bank.

Note 5 – Other liabilities

Other liabilities include VAT payable of TEUR 138.

Note 6 – Provisions

The provisions mainly comprise provisions for staff bonus and reallocation allowance(s), as well as for general administrative expenses such as audit and legal fees and IT costs.

Note 7 – Subscribed capital

The authorised and fully paid subscribed capital of the Bank amounts to EUR 20 Million.

The Bank's share capital comprised 20,000 registered shares with a nominal value of EUR 1,000 each amounting to a total of EUR 20 million.

Note 8 – Positions in foreign currencies

As per 31 December 2013 the Bank has no foreign currency positions.

Note 9 – Contingent liabilities and commitments

9.1 Deposit guarantee and investor compensation scheme

On September 25, 1989, all credit institutions in the Luxembourg banking sector became members of the non-profit making association "Association pour la Garantie des Dépôts, Luxembourg" ("AGDL").

In accordance with the Law of April 5, 1993 as amended by the Law of June 11, 1997 and the Law of February 18, 2009, the sole object of AGDL is the establishment of a mutual guarantee scheme covering deposits made by customers of member credit institutions ("the Guarantee").

The customers covered by the Guarantee include all depositors who are physical persons, whatever their nationality or country of residence. Also covered by the Guarantee are small companies constituted under the Law of a Member State of the European Union, whose size is such that they would be permitted to draw up abbreviated accounts pursuant to Article 35 of the modified Law of December 19, 2002 on commercial companies, as amended.

With respect to each member, the Guarantee is limited to a maximum amount per cash depositor of EUR 100,000 or its foreign currency equivalent. No cash depositor can receive more than this sum, regardless of the number of accounts or deposits held in the sole or joint name of the depositor with the same credit institution.

The Law of July 27, 2000 stipulates that banks must also belong to an investment Guarantee scheme. This additional Guarantee covers the reimbursement of claims resulting from investment transactions other than relating to a cash deposit up to the amount of EUR 20,000.

The total amount of the Guarantees which will in no case exceed EUR 120,000 per customer (EUR 100,000 deposit guarantee and EUR 20,000 investor compensation) represents an absolute figure

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Notes to the annual accounts for the period from 10 July 2013 (date of incorporation) to 31 December 2013 (continued)

and cannot be increased by any interest, charges or any other amount. If the guarantee is called, the annual payment to be made by each member is limited to 5% of shareholders' equity.

As at December 31, 2013 the Bank had not accepted any deposits from physical persons and had not set up any provision in connection with this deposit guarantee and investor compensation scheme.

During the financial period no amount was paid to or received from the AGDL.

9.2 Rental commitments

The Bank has entered into certain commitments which are neither disclosed in the balance sheet nor in the off balance sheet items, but which are relevant for the purpose of assessing the financial situation of the Bank.

In particular, the Bank's commitments in respect of fixed rental payments contracted for premises and flats for employees are:

	31.12.2013
	EUR
Amounts committed to be paid within 12 months	<u>259,373</u>

The Bank entered into a one year lease agreement signed on 23 September 2013 to occupy the two floors of the building on 8-10, rue Mathias Hardt, L-1717 Luxembourg, from 1 October 2013 to 30 September 2014. The Bank moved into the new premises during October 2013.

As at December 31, 2013, an affiliated undertaking of the Bank had given a guarantee of EUR 89,290 in respect of rental premises and flats for employees on behalf of the Bank. In turn the Bank pledged an amount of EUR 89,290 from its bank account to cover this rental guarantee.

9.3 Contingent liabilities

There were no contingent liabilities as at 31 December 2013.

Note 10 – Other administrative expenses

Other administrative expenses mainly comprises maintenance fees to a software provider (TEUR 128), rental expenses (TEUR 73), annual fee to the banking authority (TEUR 50) and fees to auditors and lawyers (TEUR 50).

Note 11 – Information relating to staff employed and management

11.1 Personnel employed

The average number of persons employed during the financial period by the Bank was as follows:

	2013
Senior management	0.5
Management	0.9
Employees	<u>0.6</u>
Total	2.0

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Notes to the annual accounts for the period from 10 July 2013 (date of incorporation) to 31 December 2013 (continued)

11.2 Members of the administration, managerial and supervisory bodies

No director's fees have been paid to the members of the Board of Directors in 2013. Likewise there have been no loans or advances granted to the members of the Board of Directors or managerial and supervisory bodies.

Remuneration granted for the senior management and management during 2013 amounted to TEUR 422.

Note 12 – Independent Auditor's Fees

The amounts invoiced or accrued (excluding VAT) for services provided by KPMG Luxembourg S.à r.l. during the period were as follows:

	2013
<i>(excluding VAT)</i>	EUR
Audit fees	25'000
Tax related fees	2'000
Total	27'000

Note 13 – Subsequent Events

In January 2014 another General Director joined the Bank.

The Bank has started its business activities in January 2014. As per end of February 2014 the loans and advances to customers amounted to TEUR 15,928.