

**Annex**  
**Converse Bank CJSC**  
**Management Board Resolution #129**  
**at April 25, 2017**

..... **A. Hakobyan**

**F I N A L I S S U A N C E T E R M S**

April 26, 2017

**Converse Bank CJSC**

(Issuer's name)

**Registered, coupon, dematerialized, non-convertible bond**

(type of security)

The full information about the Issuer and the issued securities can be obtained by reviewing the Program Prospectus (registered on April 25, 2017, based on the CBA Chairman Resolution #1/297A), amendments thereto and the Final Issuance Terms. The Program Prospectus and the amendments thereto are available at Converse Bank CJSC: 26/1 Vazgen Sargsyan, Republic Square, 0010 Yerevan, Armenia.

<b>1. General Information</b> (The data not applicable are marked "Inapplicable"). Where securities with different basic terms (currency of issue, price of offer, par value, etc.) are issued under the same series, the different terms are stated separately for each group of securities meeting a specific term)		
1.1	Issuer (Issuer's name)	Converse Bank CJSC
1.2	Underwriter	Not planned
1.3	Series (number and date of consequential issue based on the program prospectus; e.g. 2016-1 for the 1 <sup>st</sup> issue in 2016)	2017-1
1.4	Total value of particular series of issue	USD 6,000,000 (six million)
1.5	Details of securities classification from the perspective of sequence of redemption (subordination), including total value per issue of particular series by	Claims of same priority creditors/holders of bonds offered by the Issuer are settled after full satisfaction of claims of senior priority. Under Article 31.2 (c) of the RA Law on Insolvency of Banks, Credit Organizations, Investment Companies, Investment Fund Managers and Insurance Companies, the claims of the Bank's bondholder shall be satisfied in the third place. For more details, see

	subordination	paragraph 2.3 (f) in Program Prospectus (page 19).
1.6	Currency of issue	USD
1.7	Price of offer	<p>The placement price against 100 unit par value is determined by the below formula from the first date of placement.</p> $DP = \frac{C}{f} \sum_{t=1}^N \frac{1}{\left(1 + \frac{y}{100 * f}\right)^{t-1+\tau}} + \frac{100}{\left(1 + \frac{y}{100 * f}\right)^{N-1+\tau}}$ <p>where</p> $\tau = \frac{DSN}{DCC}$ <p><b>DP</b> is the price of bond (is rounded after the decimal point by 4 digit accuracy, based on the arithmetical rounding rules),  <b>DSN</b> is the number of days left from the day of deal through the payment of the particular coupon,  <b>DCC</b> is the number of days from the coupon payment day preceding the deal through the coupon payment succeeding the deal,  <b>f</b> is the coupon payment frequency (2 for semiannual payments),  <b>N</b> is the number of coupon payments left at the date of calculation,  <b>C</b> is the annual coupon against 100 unit par value,  <b>y</b> is the yield to maturity.</p> <p>The Bank shall publish the bond price of each issue throughout the placement on its website: <a href="http://www.conversebank.am">www.conversebank.am</a>.</p>
1.8	Par value	USD 100 (one hundred)
1.9	Quantity	60,000 (sixty thousand)
1.10	Starting date of offer (including any change)	May 5, 2017
1.11	End date of offer (including any change)	<p>May 20, 2017</p> <p>Where the bonds are fully placed before the aforementioned date, the end of offer is deemed the day when the last bond is sold.</p>
1.12	International Securities Identification Number (ISIN) or other identification code	AMCOVSB22ERS
1.13	Bond issuance and placement decision-making	<p>Converse Bank CJSC Board Resolution #73 at 30.03.2017</p> <p>Converse Bank CJSC Management Board Resolution #129</p>

	authority and date of decision (to be stated only if a separate decision is made for the particular IPO, otherwise is marked "Inapplicable")	at 25.04.2017
<b>2. Coupon details</b>		
2.1	First day of coupon calculation	May 5, 2017
2.2	Coupon interest rate and payment frequency; upon floating interest rate, state on what indicator (change of indicator) the interest rate depends on, and where the information about the indicator/change can be obtained	Annual coupon interest rate is 5.75% (five point seventy-five percent). Payment frequency: semiannual.
2.3	Dates of coupon payment (month, day, year)	November 5, 2017 May 5, 2018 November 5, 2018 May 5, 2019 Coupon sums are paid to bondholders/nominees on coupon redemption day. Where the redemption day is a non-business day, the sums are paid on the business day following the redemption day.
2.4	Calculation of coupon days (e.g. 30/360, Act/Act, Act/360, etc.)	Actual days in coupon phase / Actual days in year (Actual/Actual)
2.5	Calculator of floating coupon	Inapplicable
2.6	Other essential terms for coupon calculation	
2.7	Provision on securities with 0% coupon (discount coupon) ("Applicable" or "Inapplicable")	Inapplicable
<b>3. Details of principal</b>		
3.1	Redemption (partial redemption) date	May 5, 2019 Bond sums are paid to bondholders/nominees on bond redemption day. Where the redemption day is a non-business day, the sums are paid on the business day following the redemption day.
3.2	Redemption (partial	USD 100 (one hundred) per bond

	redemption) value; unless possible, calculation method is stated	
3.3	Change in redemption value (cases when redemption value can be changed)	Not planned
3.4	Early redemption on Issuer's initiative / Call Option ("Applicable" or "Inapplicable")	Inapplicable
3.4.1	Date(s)	
3.4.2	Option price, method of calculation (if any)	
3.4.3	Upon partial redemption, min and max redemption values	
3.4.4	Other details	
3.5	Early redemption on investor's initiative / Put Option ("Applicable" or "Inapplicable")	Inapplicable
3.5.1	Date(s)	
3.5.2	Option price, method of calculation (if any)	
3.5.3	Other information (notification period)	
<b>4. Placement details</b>		
4.1	Issuer's name, location	Converse Bank CJSC: 26/1 Vazgen Sargsyan, Republic Square, 0010 Yerevan, Armenia
4.2	Other terms of placement (not included in the prospectus)	
<b>5. Other information</b>		
5.1	Admission to trading on regulated market for particular class of securities (respective regulated markets, date of admission)	So far the securities have not been admitted to trading on regulated market
5.2	If admission to trading of offered securities on regulated market is to be requested in future, information about the	The Issuer has to request admission of bonds to trading on regulated market, and upon getting admission under the RA laws, bonds can be circulated only on regulated market. Under regulated market, the Issuer implies NASDAQ OMX

	market (name, also a provision that the admission to trading may be declined, expected date of admission (if possible))	Armenia OJSC. Admission to trading may be declined.
5.3	Securities rating	The bonds have no rating.
5.4	Methods (frequency, bank accounts, etc.) and dates of payment against securities, and methods and dates of receiving securities, method of receiving except of securities ownership	The payment is made on the day of submission to the Bank of the buy order in due form no later than by 16:00, through cash payment or transfer onto the special transit account opened with the Bank #1930043129906501. Where the buy order was placed and the respective amount was paid by 16:00 of the particular day, the price of the bond is determined at the particular date. The amount of payment for the buy order placed and/or effected after 16:00 is determined at the price of the bond at the following business day. The bondholders can register their bond rights and responsibilities with a duly licensed Account Operators through opening of the respective securities account. The ownership of bonds can be transferred in compliance with the RA laws and the internal rules of the custodian. The bondholders can obtain the except on the securities ownership from their Account Operator.

The Issuer is responsible for the information included in the Final Issuance Terms. The Issuer (the Underwriter) assures that the information included herein corresponds to the information (general methodology) included in the Program Prospectus and amendments thereto, and the information is accurate (to the best of their knowledge), and no fact has been omitted or misrepresented.

## Signatories

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Artur Hakobyan  
Converse Bank CJSC, CEO  
Chairman of Management Board

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Gohar Harutyunyan  
Converse Bank CJSC Acting Deputy CEO  
Management Board member

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Hrant Hakobyan  
Converse Bank CJSC Financial Director  
Management Board Acting Member

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Vahe Dalyan  
Converse Bank CJSC Risk Management Director  
Management Board Member

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Velikhan Muradyan  
Converse Bank CJSC Operations, Services and IT Department  
Deputy Director/Head of Operation Division  
Management Board Member

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Grigory Baghdasaryan  
Converse Bank CJSC Retail Business Acting Director  
Head of Branch Network and Sales Division  
Management Board Acting Member

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Rostom Badalyan  
Converse Bank CJSC Corporate Business Director  
Management Board Acting Member

Herewith I verify the signatures.

Artur Hakobyan  
Converse Bank CJSC, CEO

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(signature)

.....  
(date)