

Main terms and conditions for the issuance, placement, circulation, and redemption of perpetual bonds (hereinafter referred to as "Bonds") to be issued by "ACBA BANK" OJSC within one year based on the program prospectus.	
Issuer and Placer	"ACBA BANK" OJSC
Bond Currency	Armenian Dram (AMD), US Dollar (USD)
Total Issuance Volume	Maximum: <ul style="list-style-type: none"> • 20,000,000,000 (twenty billion) AMD • 50,000,000 (fifty million) USD
Volume per Individual Issuance (bond tranche)	To be determined by the Bank's Executive Body for each issuance
Nominal Value per Bond	<ul style="list-style-type: none"> • AMD 100,000 (one hundred thousand Armenian drams) • USD 100 (one hundred US dollars)
Circulation Term	The bonds are perpetual (no fixed maturity date)
Early Redemption / Repurchase of bonds	<p>Bonds may be early redeemed/repurchased at the Bank's initiative, provided that all of the following conditions are met simultaneously:</p> <p>a) The Bank has applied for and obtained the prior consent of the Central Bank of Armenia (CBA) for the purpose of early redemption/repurchase of the Bonds;</p> <p>b) The difference between the date of early redemption/repurchase and the start date of the Bond placement is at least 5 calendar years, except for cases where changes in tax legislation or regulations have occurred, under which the funds might not have been raised or might not have met the conditions for inclusion in the calculation of Additional Tier 1 Capital, and in the reasonable opinion of the Central Bank, the Bank could not have foreseen such change at the time of raising the funds;</p>

	<p>c) The Bank has not created any expectations of performing early redemptions.</p> <p>The early redemption/repurchase of Bonds issued and placed within each tranche is carried out at the nominal (par) value of the bonds and for the full volume, without the application of partial redemptions.</p> <p>The date of early redemption/ repurchase of the Bonds is set in accordance with the coupon calculation dates of the Bonds.</p> <p>Payments for the early redemption/ repurchase of Bonds issued in AMD/USD will be made in the currency of issuance.</p> <p>The Bonds may also be redeemed/repurchased prematurely by the Bank if, in the substantiated opinion of the Central Bank, they do not comply with the requirements of Appendix 9 of Regulation 2.</p>
<p>Write-down or Conversion Cases</p>	<p>In the event of a deterioration of the Bank's financial condition:</p> <p>The Bonds are subject to write-down or redemption.</p> <p>In the case of a Write-down, the Bonds are written off at their nominal value, as a result of which all rights arising from the Bonds as defined by the Prospectus (the Bank's obligations to the investors) shall terminate.</p> <p>In the case of Redemption, the redeemed amount is immediately directed to the replenishment of the Bank's charter capital in the form of the Bank's common shares (Conversion Case).</p> <p>The write-down and conversion of each tranche of Bonds by the Bank shall be carried out in proportion to the bonds held by the investors and in the total amount which, in the opinion of</p>

the Central Bank of Armenia (CBA), is necessary to eliminate (mitigate) the grounds for the deterioration of the Bank's financial condition, but not exceeding the nominal value of the perpetual bonds.

The Write-down and Conversion options cannot be applied simultaneously to the same tranche of Bonds.

In the case of Conversion, the perpetual bonds are converted into common shares at a Conversion Coefficient, which is calculated as follows:

Conversion Coefficient= Nominal Value per Bond / Weighted Average Price of Common Share

The Weighted Average Price of a Common Share is the weighted average price of transactions concluded during a two-sided continuous auction of the Bank's common shares on the Armenia Stock Exchange during the semi-annual period preceding the conversion date.

In the case of bonds issued in USD, the nominal value of the bond is converted into AMD based on the average exchange rate of the Armenian Dram against the US Dollar formed in the foreign exchange markets, as published by the CBA for the date of conversion.

For the purposes of this clause, **Deterioration of Financial Condition** is considered the occurrence of any of the following situations:

a) The Bank's Common Equity Tier 1 (CET1) capital adequacy ratio does not exceed the threshold of 7.061%;

	<p>b) The CBA notifies the Bank in writing that the assessment calculated by the CBA has deteriorated or may deteriorate beyond the prescribed limit;</p> <p>c) The CBA notifies the Bank in writing that, without the assistance of the CBA or other state support, any of the grounds defined by the Law "On Bankruptcy of Banks, Credit Organizations, Investment Companies, Persons Providing Crypto-Asset Services, Investment Fund Managers, and Insurance Companies" will arise (or are likely to arise) for the Bank.</p>
<p>Annual Coupon Rate</p>	<p><i>The annual coupon yield of the Bonds shall be calculated using a hybrid method, specifically:</i></p> <p><i>1. Fixed Rate Period: During the first 60 months of the Bonds' circulation, a fixed annual coupon rate shall apply. This rate is subject to determination by the Bank's Executive Body at the time of approving the Final Terms of each issuance, but shall be capped as follows:</i></p> <ul style="list-style-type: none"> <i>• For Bonds denominated in AMD: no more than 15.00% per annum.</i> <i>• For Bonds denominated in USD: no more than 10.00% per annum.</i> <p><i>2. Floating Rate Period: Upon completion of the first 60 months of circulation, a floating annual coupon rate shall apply to the perpetual bonds, as follows:</i></p> <ul style="list-style-type: none"> <i>• For AMD-denominated Bonds: For each semi-annual period, the annual coupon rate shall be set at the yield to maturity (YTM) of 6-month RA Government Coupon Bonds, published as of the day preceding the start of the current semi-annual period, plus a spread defined by the decision of the Bank's CEO. The spread shall range between 2% and 8% for each tranche of the Bonds.</i> <i>• For USD-denominated Bonds: For each</i>

	<p><i>semi-annual period, the annual coupon rate shall be set at the 180-day Average Secured Overnight Financing Rate (SOFR), published by the US Federal Reserve System as of the day preceding the start of the current semi-annual period, plus a spread defined by the decision of the Bank's CEO. The spread shall range between 2% and 8% for each tranche of the Bonds.</i></p> <p><i>For the purposes of this clause, a "semi-annual period" is defined as each successive 6 (six) month period calculated from the date of the Bond issuance.</i></p>
<p>Coupon Payment Frequency</p>	<p>Semiannual</p>
<p>Cases of Non-payment of Coupons</p>	<p>Coupon income shall not be subject to payment, in whole or in part, if such payment would result in a breach of any of the Bank's prudential economic ratios or the combined buffer requirements established in accordance with the "Procedure for Defining and Calculating Thresholds Exceeding the Capital Adequacy Ratio of Commercial Banks Operating in the Territory of the Republic of Armenia," approved by the Board of the Central Bank of Armenia (CBA) Decision No. 16-N, dated February 4, 2019, or in the event of improper performance of the Bank's liabilities not included in its capital.</p> <p>Furthermore:</p> <ul style="list-style-type: none"> • Any full or partial non-payment of coupon interest shall be non-cumulative and shall not be subject to payment in the future. • Partial or full non-payment of obligations under the Bonds shall not constitute a default or improper performance of obligations by the Bank. • No legal document between the Bank and the Bondholder may provide for any

	restrictions on the Bank in the event of full or partial non-payment of coupon interest.
Coupon Calculation Date	To be determined by the Bank's Executive Body for each issuance.
Start Date of Bond Placement	To be determined by the Bank's Executive Body for each issuance.
Bond Redemption Date	The Bonds are perpetual. The invested amount may be recovered only through the sale of the Bonds in the secondary market or in the event of early redemption at the Bank's initiative.
Bonds Quantity	Maximum quantity: <ul style="list-style-type: none"> • 200,000 (two hundred thousand) units for Bonds denominated in AMD • 500,000 (five hundred thousand) units for Bonds denominated in USD
Limits per Investor	Subject to determination by the Bank's Executive Body at the time of approving the Final Terms of each issuance, provided that: <ul style="list-style-type: none"> • For AMD-denominated Bonds: no less than 25 (twenty-five) and no more than 25,000 (twenty-five thousand) units. • For USD-denominated Bonds: no less than 50 (fifty) and no more than 50,000 (fifty thousand) units.
Pre-emptive Right	No pre-emptive rights have been granted for the acquisition of the Bonds
Exercise of the pre-emptive rights of the perpetual bonds convertible into common shares	Not Applicable
Type of Bonds	Registered, coupon, perpetual bonds
Form of Bonds	non-certificated (book-entry) bonds
Convertibility of Bonds	Conversion procedure is provided.
Coupon Currency	Armenian Dram (AMD), US Dollar (USD)

Security of Bonds / Collateralization	Unsecured
Form of Bond Circulation	Free circulation
Listing of Bonds on the Regulated Market	The Bonds shall be subject to listing on the Armenia Stock Exchange within 5 (five) business days following the completion of the placement of each Bond tranche. An agreement regarding the listing of the Bonds will be concluded with the Armenia Stock Exchange.
Early Redemption Option	An option for early redemption of the bonds is provided.
Form of Placement	The Bonds are subject to placement by way of open subscription