

RATING-AGENTUR EXPERT RA GMBH
ANNUAL TRANSPARENCY REPORT FOR THE YEAR ENDED 31st OF DECEMBER 2017
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Contact information:

Compliance officer

compliance@raexpert.eu

Rating-Agentur Expert RA GmbH

Walter-Kolb-Straße 9-11, 60594 Frankfurt am Main.

Tel. +49 69 3085 4500 ext. 1214

www.raexpert.eu

CONTENT

INTRODUCTION..... 3

1. LEGAL STRUCTURE AND OWNERSHIP..... 4

2. INTERNAL CONTROL MECHANISMS 5

 2.1. Advisory board 5

 2.2. Compliance function..... 5

 2.3. Review function officer 6

 2.4. Financial audit review 7

 2.5. Conflicts of interests 7

 2.6. Code of Conduct..... 8

 2.7. Credit rating process 8

 2.7.1. Credit rating process flow 8

 2.7.2. Rating methodology 9

 2.7.3. Rating monitoring 10

3. STATISTICS ON PERSONNEL ALLOCATION 11

4. RECORD-KEEPING POLICY 12

5. INTERNAL REVIEW OF THE COMPLIANCE FUNCTION..... 13

6. MANAGEMENT AND RATING ANALYST ROTATION POLICY 14

7. INFORMATION ON REVENUES..... 15

8. CORPORATE GOVERNANCE 16

INTRODUCTION

Rating-Agentur Expert RA GmbH (hereinafter “the Agency”) is affiliated with the International group of rating agencies «RAEX» in the European Union. The group is active since 1997 and is represented in Russia, Kazakhstan, Belorussia, European Union and Hong Kong. Rating-Agentur Expert RA GmbH was established in Frankfurt am Main in 2013 and is fully independent in its operational activities.

The European Securities and Markets Authority (ESMA), the EU’s direct supervisor of credit rating agencies (CRAs), has registered Rating-Agentur Expert RA GmbH as a CRA under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, with effect from 1 December 2015. Rating-Agentur Expert RA GmbH is based in Germany, issuing solicited credit ratings on financial institutions, insurance undertakings and non-financial corporates as well as public finance.

This Transparency report has been prepared in accordance with Article 12 and part III of Section E of Annex I of European Union (EU) Regulation (EC) No 1060/2009 of 16 September 2009 on credit rating agencies (hereinafter the CRA Regulation). Rating-Agentur Expert RA GmbH will ensure that this Transparency report remains available on the Agency’s website for at least five years.

1. LEGAL STRUCTURE AND OWNERSHIP

Rating-Agentur Expert RA GmbH was included into the commercial register of Frankfurt am Main under the number HRB 97024 on the 16th of July 2013 in the form of GmbH (Gesellschaft mit beschränkter Haftung - Limited liability company).

Current registered office: Walter-Kolb-Strasse 9-11, 60594 Frankfurt am Main.

The ownership structure of the Agency is the following:

Owner	Percentage of capital	Nature of the holding: direct or indirect	Percentage of voting rights	Comments
"Expert RA" International Group of Rating Agencies	100%	Direct	100%	
Dmitry Grishankov	100%	Indirect	100%	Owner of "Expert RA" International Group of Rating Agencies (100%)

2. INTERNAL CONTROL MECHANISMS

The Agency has established internal control mechanisms and effective procedures in order to ensure the quality, integrity and thoroughness of the rating process, as well as to prevent and eliminate any possible conflicts of interest.

2.1 Advisory board

The Advisory board of the Agency operates in accordance with the Agency's Articles of Association and the Agency's Regulation on the Advisory board meetings.

The composition of the Agency's Advisory board, effective from the 1st of December 2015, is as follows:

- Dmitry Grishankov – Advisory board member, shareholders' representative;
- Svetlana Grishankova – Advisory board member, Managing director;
- Alexander Karminsky – independent Advisory board member;
- Jacqueline Curzon – independent Advisory board member & Internal control officer.

Two members of this Advisory board are independent and not involved in the rating activity. They were selected for a fixed and not renewable period of time according to the CRA Regulation.

The role of the Advisory board is to ensure that the Agency's credit rating activities are independent, including from all political and economic influences or constraints, that conflicts of interest are properly identified, managed and disclosed, and that the requirements of EU CRA Regulations are followed.

On a periodical basis the Internal control officer performs an internal audit of the Agency on subjects including the development of the credit rating policy, compliance and governance processes, as well as the effectiveness of the internal control system and procedures. Following the discussion of the audit results, the Advisory board can suggest some changes in the Agency's internal policies and procedures in order to address possible inefficiencies.

In March 2017 Internal control officer Jacqueline Curzon conducted annual internal audit in-house check for the year 2016. Based on the results of the audit check Ms. Curzon prepared the audit report stating that there is a high level of comfort with the overall governance process established in the Agency.

The next internal audit check for the year 2017 is planned to be conducted in March 2018.

Independent Advisory board members have voting rights on the Methodological committee meetings, approving changes in the current rating methodologies and developments of the new rating methodologies.

2.2 Compliance function

Rating-Agentur Expert RA GmbH has established and maintains an effective compliance function, which operates independently. The compliance function is not involved in the performance of credit rating

activities of the Agency and the compensation of the Compliance officer is not linked to the Agency's performance, which ensures the independence of Compliance officer's judgment.

Main responsibilities of the Compliance officer include the following:

- Reviewing the activities of the Rating service and ensuring correspondence with internal documents of the Agency or applicable EU Regulations for credit rating agencies;
- Regular monitoring of correspondence of the internal regulations of the Agency with the provisions of national law and the law of European Union;
- Regular monitoring of the effectiveness of measures and procedures to ensure the identification and elimination of any conflicts of interest;
- Participation in the development of policies and procedures to implement all relevant regulatory requirements adopted in EU in business practices of the Agency;
- Assisting all employees of the Agency to comply with the Agency's obligations under applicable EU Regulations and organizing trainings when necessary;
- Regular reporting on compliance of the Agency and its employees with the obligations of the CRA Regulation, and internal procedures to Advisory board, Managing director, as well as to ESMA.

2.3 Review function officer

Rating-Agentur Expert RA GmbH has established an independent review function, which is fulfilled by the Review function officer, who is not involved in the rating activities of the Agency.

Main responsibilities of the Review function officer are the following:

- Reviewing all methodologies, models and key rating assumptions, making sure that they are properly maintained and up-to-date, checking that their short descriptions are published on the official website of the Agency in a manner permitting comprehensive review and full understanding;
- Ensuring that the methodologies and assumptions used for rating assignments properly reflect the changing conditions in the underlying markets;
- Monitoring the process of informing general public about the changes in methodologies, models and key rating assumptions used by the Agency;
- Conducting scheduled and unscheduled review of methodologies, models and key rating assumptions related to these methodologies. Scheduled review shall be done in accordance with pre-defined review schedule approved by the advisory board. Each methodology and working instructions related to it shall be reviewed at least annually. Unscheduled review shall be done when some deficiencies in valid methodologies, models and key rating assumptions are identified;
- Participation in the Methodological committee meetings (without voting right);
- Reporting periodically on the topics listed above to the Advisory board and when requested to ESMA.

Currently the Agency has five credit rating methodologies and each methodology shall be reviewed at least annually. The Agency is also considering the development of new rating methodologies and the Review function officer will participate in the development of those methodologies.

2.4. Financial Audit

Rating-Agentur Expert RA GmbH has appointed an independent audit company to carry out the annual audit of financial statements as of December 31, 2017. The audit is conducted in accordance with generally accepted auditing standards. The results of the audit will be provided to the Advisory board of the Agency and sent to ESMA.

2.5 Conflicts of interests

Rating-Agentur Expert RA GmbH has established appropriate internal policies and procedures in relation to employees and other persons involved in the credit rating process in order to prevent, identify, eliminate or manage and disclose any conflicts of interest. The Agency has developed the Policy on Avoidance of conflicts of interest, which is available on the official website of the Agency: http://raexpert.eu/files/compliance/Avoidance_of_Conflicts_of_Interest_Policy_5-10-2015_UPD.pdf

Potential conflicts of interest which may arise from the employees of the Agency due to following reasons:

- Direct ownership – ownership of financial instruments issued by the rating object, with exception of holdings in diversified collective investment schemes;
- Indirect ownership – ownership of financial instruments issued by any entity affiliated with the rating object, holding of which might cause or might be considered as causing conflicts of interest, with exception of holdings in diversified collective investment schemes;
- Experience of work relations – recent experience of work relations with the rating object or any other relations with the rating object, which might cause or might be perceived as causing conflicts of interests;
- Participation in negotiations related to financing questions – initiation or participation in negotiations on determination of fees paid for the rating analysis or other fees paid by the rating objects, associated entities or any other persons directly or indirectly connected with the rating objects through control;
- Receiving money, presents or favors from the rating object.

Potential conflicts of interest which may arise from the owners of the Agency:

- Influence of the owners on the decisions of the credit rating agency – direct or indirect ownership or other interests connecting owners of the Agency with the rating object;
- Holdings in other credit rating agencies.

Influence of the owners on the decisions made by the Agency is controlled by the Advisory board and its independent members. Moreover, in accordance with the Article 8 of the Regulation (EU) No 449/2012 of 21 March 2012 supplementing Regulation (EC) No 1060/2009 of the European Parliament and of the

Council, another important tool of managing these conflicts of interests is disclosure of information about the owners and beneficiaries of the Agency to ESMA.

Any identified cases of potential or actual conflicts of interest shall be informed to the Compliance officer who is responsible for eliminating, preventing and managing any conflicts of interest and reporting them to the Managing director and Advisory board of the Agency.

2.6 Code of Conduct

Rating-Agentur Expert RA GmbH has developed a Code of Conduct, which defines the key principles and rules of activities carried out by the Agency supporting their objectivity and independence. It was adopted in accordance with the set of relevant Regulations of the European Parliament and the Council currently in force and is based on the latest International Organization of Securities Commissions (IOSCO) code of conduct fundamentals. The Agency's Code of Conduct is publicly available on the Agency's website: <http://raexpert.eu/files/compliance/Code of Conduct 4-08-2015 UPD.pdf>

The main rules contained in the document concern the quality and integrity of the rating process, independence and avoidance of conflicts of interests, transparency and disclosure principles as well as mechanisms for treatment of confidential information.

All employees of the Agency and members of its advisory board follow the professional ethical standards and internal procedures aimed at ensuring the quality and integrity of the rating process as well as maintaining sound reputation of the Agency and its trustworthiness.

2.7 Credit rating process

2.7.1. Credit rating process flow

Rating-Agentur Expert RA GmbH is assigning the following types of credit ratings:

- Sovereign and public finance rating;
- Corporate ratings;
- Financial institution, including credit institutions and investment firms;
- Insurance undertaking;
- Corporate issuer that is not considered as financial institution or an insurance undertaking.

The Agency has a Rating service department which is responsible for the rating analysis and rating assignment activities.

More detailed rating process for each type of the rating is described and publicly available on the official website of the Agency: <http://raexpert.eu>

The Rating committee is the only body of the Agency authorized to execute rating actions. The Committee can be conducted only if the quorum requirement is satisfied, which means that at least half of the Rating service employees and not less than 3 of them can take part in the Rating Committee. The Compliance officer of the Agency can participate in the Rating committee meeting for the purpose of compliance control and does not vote on the rating outcome.

2.7.2 Rating methodology

Rating-Agentur Expert RA GmbH performs the rating assessment based on the following methodologies:
Methodology for assigning credit ratings to banks:

https://raexpert.eu/files/methodology/Methodology_Short_Banks_August2017.pdf

Methodology for assigning corporate credit ratings (non-financial non-holding companies):

https://raexpert.eu/files/Methodology_Short_Credit_Ratings_Corporate_V3.pdf

Methodology for assigning credit ratings to regions:

https://raexpert.eu/files/Methodology_short_Regions_v3.pdf

Methodology for assigning reliability ratings to insurance companies:

https://raexpert.eu/files/Methodology-Full-Reliability_Ratings-Insurance_companies_V3.pdf

Methodology for assigning sovereign government credit ratings and country credit environment ratings:

https://raexpert.eu/files/methodology/Methodology_Short_Sovereign_v2.pdf

In order to improve the quality of the assessment and to ensure the reliability of decisions made based on these methodologies, the Agency performs a review cycle for each methodology at least once a year. Based on the results of the review cycle, Methodology discussion meetings (MDM) and Methodology committee meetings (MCM) are organized where rating methodologies, procedures, models and key rating assumptions are discussed and approved.

During 2017 year scheduled reviews of the methodologies were conducted:

- Methodology of assigning sovereign government credit ratings and country credit environment ratings: the approved short-term proposals lead to some changes in the short public version of the methodology. During the MCM held on the 22th of March 2017 it was approved that the public consultation shall be launched. No comments were received during the consultation period.
- Methodology of assigning credit ratings to regions: the approved short-term changes were related to providing more detailed description in the public version of the methodology and including definitions of factors to make the methodology more transparent. Since some short-term proposals lead to changes in the short public version of the methodology, the independent members approved during the MCM on the 23rd of May 2017 that the public consultation shall be launched. No comments were received during the consultation period.
- Methodology of assigning credit ratings to banks: significant number of minor and medium changes were approved during the MCM held on the 19th of July 2017 in order to make the methodology applicable to international context, beyond Russian Accounting Standards. Since some of the short-term proposals lead to changes in the short public version of the methodology,

it was decided that the public consultation shall be launched. No comments were provided during the consultation.

- Methodology of assigning corporate credit ratings: the MCM took place on the 16th of October 2017. The major changes were made in the second section of the Methodology where some subsections have been removed in order to rearrange the structure in a better way. The suggested changes were approved and published on the Agency's website for the consultation inviting stakeholders to submit comments for a period of one month. No comments were provided during this period.
- Methodology for assigning reliability ratings to insurance companies: the MCM was held on the 19th of December 2017 where main changes were suggested in order the methodology to be applicable for assessment of insurance companies all over the world, as well as to comply with the requirements of the Central Bank of Russia to assess foreign companies operating in Russia. Additionally, Insurance Sector Risk score developed by the Rating Service and review function was proposed to include the adjustment to obtain the final reliability rating in international scale. Independent members of Advisory Board approved the changes in the Methodology and agreed on the launch of the public consultation. Comments were provided by stakeholders verbally, this feedback was taken into account and changes in the methodology were made accordingly.

2.7.3 Rating monitoring

The duties of the expert responsible for the rating include monitoring of the rated entity's activities within one year from the assignment of rating.

Monitoring process includes tracking information in the media, regular monitoring upon receipt of market overviews, as well as regular monitoring on credit ratings of companies from non-financial sector.

Depending on the influence of identified factors, the reaction on significant events can be:

- Distribution of press-release with the opinion of the Agency;
- Questions to the rated entity;
- Preparation of the report on the withdrawal for the committee and its consideration on the Rating committee.

3. STATISTICS ON PERSONNEL ALLOCATION

As of the 31st of December 2017, total number of employees working on a full-time basis in Frankfurt am Main office counted 7 people, 5 of which are engaged in credit rating activities:

- 1 Managing director;
- 1 Compliance officer;
- 5 employees of the Rating service.

Furthermore, there are three positions, which are performed on a non-full-time basis which became effective from the moment the Agency was registered by ESMA – on the 1st of December 2015:

- 1 Review function officer;
- 1 Independent Advisory board member;
- 1 Independent Advisory board member & Internal control officer.

Statistics on the allocation of the Agency's staff to new credit ratings, credit rating reviews, methodology or model appraisal and senior management, and on the allocation of staff to rating activities in relation to the various classes of assets, is as follows:

- New credit ratings and monitoring and verification of the existing ratings – 5 employees of the Rating service;
- Review and validation of the rating methodologies used – 1 Review function officer;
- Compliance with law and internal regulations – 1 Compliance officer;
- Senior management – 3 (Managing director and 2 independent Advisory board members).

4. RECORD-KEEPING POLICY

Rating-Agentur Expert RA GmbH established the record keeping rules regarding the documents prepared throughout the Agency's operational activity.

Timeframe for record keeping may vary depending on the nature of the document:

- Records and audited rating history are stored in the premises of the Agency for at least 5 years;
- Records establishing respective rights and responsibilities of the Agency and Rating object or related third parties according to the agreement on credit rating services shall be stored at least for the full duration of the relationship with this rating object or related third parties and at least for 5 years after termination of relationship with this rating object;
- In case the registration of Rating-Agentur Expert RA GmbH is withdrawn, the records shall be kept for an additional term of at least 3 years;
- The records of the Agency shall be provided upon request to the relevant regulatory authorities of the country of Agency's registration and of the EU in general.

Documents circulated in the Agency are divided into three types:

- Records of the rating activities where the responsible persons for keeping shall be employees of the Rating service;
- Compliance records with the Compliance officer responsible for keeping them;
- Records of contracts and agreements as well as financial accounting, keeping of which are segregated between Managing director (keeping and filing) and Compliance officer (checking that keeping and filing is done in accordance with internal regulations).

Main principles regarding keeping records on rating activity are the following:

- The information on date of final decision on the credit rating, the identity of the rating experts participating in the determination of the credit rating and who have approved the credit rating, information as to whether the rating was solicited or unsolicited shall be recorded for each credit rating decision;
- Compliance officer shall check on the regular basis the records created during rating activity process and make sure they comply with internal regulations of the Agency and applicable EU CRA Regulation;
- Internal audit of the credit rating activity history shall be done by the Internal control officer.

5. INTERNAL AUDIT AND THE COMPLIANCE FUNCTION

Within the framework of performing the annual internal audit of the Agency's activities, the check of compliance function will be performed in March 2018 by the Internal control officer.

Also there are teleconference calls organized on a monthly basis between Compliance officer and Internal control officer in order to monitor current compliance activities performed in the Agency.

Plan of compliance work for 2018 includes the following tasks:

- Performing compliance checks using compliance checklists with frequency satisfying requirements of the CRA Regulation.
- Preparing information for periodic and non-periodic submission to ESMA.
- Submission of rating data to ESMA reporting system RADAR.
- Submission of relevant changes in the credit rating methodologies and scales to ESMA within the framework of ECAI mapping monitoring.
- Assisting in preparation and update of Internal Agency's instructions.
- Assisting employees in compliance with CRA Regulation, including organization of compliance trainings and seminars for employees.
- Preparing questions for the annual Rating Service test and checking the employees' knowledge of the Internal regulations and methodologies.
- Participation in Rating committees with the right of advisory vote, participation in Advisory Board meetings.
- Constant monitoring of the CRA Regulation and all necessary documents and requirements for CRAs.
- Compliance check of Minutes of meeting, Press releases, Research reports and other documents created in the rating analysis process.
- Monitoring of any material changes to the conditions for initial registration.

The main aspects that will be assessed in the course of the check include the following:

- The independence of the compliance function within the Agency;
- The effectiveness of the internal control system in relation to credit rating activities;
- Fulfillment by the Agency of the requirements set by ESMA in relation to the credit rating agencies;
- Staff awareness of the Agency's key policies and procedures, the frequency of conduction of internal trainings;
- Check of the procedure of template preparation for the agreements with clients, correspondence of the amount of fees received from clients to the approved price list;
- IT and the Company's data security issues: the procedure of business continuity, access of the employees to Company's confidential information;

- The effectiveness of measures and procedures instituted to ensure that any conflicts of interest are identified, eliminated or managed and disclosed;
- Periodic reports prepared by the Compliance officer and communication with the Regulatory body – ESMA.

The results of this audit will be reported to the Managing director, Advisory board and ESMA.

6. MANAGEMENT AND RATING ANALYST ROTATION POLICY

In compliance with the CRA Regulation, the term of office of the independent members of the advisory board shall be for a pre-agreed fixed period not exceeding five years and shall not be renewable.

Regarding the rotation of analysts within the Rating service, the Agency has established the policy of Rotation of rating experts. According to the requirements of the CRA Regulation, it is stated that lead analysts and rating analysts are required to be rotated every 4 years and 5 years respectively, while maximum term to be a reviewer for the same rating object is 7 years.

The records of responsible experts and reviewers are made in the Rating accounting files, which are periodically checked by the Compliance officer for correspondence with these rotation requirements.

7. INFORMATION ON REVENUES

During the year 2017 Rating-Agentur Expert RA GmbH was assigning and reviewing sovereign country ratings in public mode and based on publicly available information, without contractual relationships and interactions with those rated entities.

The Agency signed rating assignment agreements with two banks, two insurance companies and two regions from Russia.

The Agency has added an event organization and ESG rating assessment as additional types of services to its business activities. The ESG rating represents the opinion of the Agency on the environmental, social and governance strengths and weaknesses of a rated entity. ESG rating does not fall within the scope of ESMA regulation and is not included in the European Rating Platform.

There were no ancillary activities performed by the Agency in 2017.

The sales revenues for the year 2017 are as follows:

Total sales revenue in 2017 ¹	Percentage
Rating activities	67%
Event organization	33%
Ancillary services	0%

¹ This information is taken from draft internal financial statements of the Agency and can be updated in case the audited figures differ from the aforementioned.

8. CORPORATE GOVERNANCE

Rating-Agentur Expert RA GmbH is a limited liability company with the statutory seat located in Frankfurt am Main and registered in accordance with the Germany corporate law. The corporate governance of the Agency is outlined by the Articles of Association which is duly notarized and registered.

In order to comply with the international standards regarding credit rating activities, Rating-Agentur Expert RA GmbH has implemented a Code of Conduct, which sets as the basis for internal procedures established in the Agency, and which is publicly available on the Agency's website: <http://raexpert.eu/files/compliance/Code of Conduct 4-08-2015 UPD.pdf>

For more information regarding the Code of Conduct refer to the point 2.6 of this report.

Description of the Agency's internal control mechanisms is provided in the point 2 of this report.

Information on the operation of the shareholders is provided in point 1 of the report, and the composition and operation of the Advisory board as of the end of 2015 is in accordance with the information provided in section 2.1.