

Reg. No. 02-01/61-1, May 14, 2022

**APPROVED**  
**by the General Meeting of**  
**Shareholders of**  
**JSC «ANOR BANK» on**  
**May 14, 2022**

**(Minutes No. 2/2022)**

Chairman of the Supervisory Board

(signature) Sh.N. Nosirov  
Official round seal  
Inside: ANOR BANK  
Outside: Republic of Uzbekistan,  
ANOR BANK, Joint Stock Company

**REGULATIONS**  
**on the General Meeting of Shareholders of JSC «ANOR BANK»**

**Tashkent - 2022**

## **I. GENERAL PROVISIONS**

1. These Regulations were developed according to the Civil Code of the Republic of Uzbekistan, the laws of the Republic of Uzbekistan on the Central Bank of the Republic of Uzbekistan, on Banks and Banking Activities, on Joint Stock Companies and Protection of Shareholders' Rights (new edition), and other statutory acts, as well as Articles of Associations and Code of Corporate Governance of JSC «ANOR BANK».

2. The Regulations determine the procedure for preparing and holding the General Meeting of Shareholders of JSC «ANOR BANK», decision-making principles and control over their progress.

3. The General Meeting of Shareholders is the supreme management body of JSC «ANOR BANK» (hereinafter referred to as the 'Bank').

4. The adoption of the regulations and procedures of the General Meeting of Shareholders of the Bank to ensure equal treatment of all shareholders is the required condition for compliance with the rights and legal interests of the Bank's shareholders.

5. The Bank must hold an annual General Meeting of Shareholders (Annual General Meeting of Shareholders). The General Meeting of Shareholders is held not later than June 30 of each year.

If necessary, the Supervisory Board of the Bank is entitled to convene the Annual General Meeting of Shareholders before the date specified herein, while notifying the shareholders in advance in the manner prescribed by applicable law.

During General Meeting of Shareholders, there can be used information and communication technologies that ensure participation in the General Meeting, discussion of agenda and deciding on issues put to a vote.

6. The annual General Meeting of Shareholders of the Bank resolves issues on the election of the Supervisory Board of the Bank and Bank Auditor, Bank's Committee of Minority Shareholders, possible extension and termination of the contract with the Chairman of the Management Board of the Bank, deciding on audit, determination of audit company and maximum remuneration for its services, as well as on annual reports, distribution of its profits and losses and other issues provided for by the Laws and Bank's Articles of Association.

7. The General Meetings of Shareholders held in addition to the annual General Meetings of Shareholders are extraordinary.

8. The Bank's Supervisory Board will determine the date of the General Meeting of Shareholders, form of notification about it, list of materials (information) provided to shareholders to prepare for the General Meeting of Shareholders.

## **II. COMPETENCE OF THE GENERAL MEETING OF SHAREHOLDERS**

9. The exclusive competence of the General Meeting of Shareholders includes:

9.1. amendment and addition of the Bank's Articles of Association or approval of new edition of the Articles of Association, except for amendments and additions related to an increase in the authorized capital and a decrease in the number of declared shares according to the decision of the Supervisory Board;

9.2. reorganization of the Bank;

9.3. liquidation of the Bank, appointment of a liquidation commission and approval of interim and final liquidation balance sheets;

9.4. determination of the number of members of the Bank's Supervisory Board, election of its members and early termination of their powers;

9.5. creation and determination of the number of members of the Bank's Committee of Minor Shareholders, election of its members, and early termination of their powers;

9.6 determination of the maximum amount of declared shares;

9.7 reduction of the Bank's authorized capital;

9.8 acquisition of own shares in cases and in the manner prescribed by the Law as agreed with the Central Bank of the Republic of Uzbekistan;

- 9.9 approval of the Bank's corporate structure;
- 9.10 deciding on the appointment of an audit company for a mandatory audit, maximum remuneration for its services, and the conclusion (termination) of an agreement therewith;
- 9.11 approval of the Chairman of the Management Board of the Bank appointed by the Bank's Supervisory Board;
- 9.12 election of the Auditor of the bank and early termination of his/ her powers;
- 9.13 approval of the regulations on the General Meeting of Shareholders, the Committee of Minor Shareholders, the Bank's Supervisory Board, the Bank's Management Board, the Bank's Auditor, procedure for remuneration of members of the Bank's Supervisory Board, the Bank's Corporate Governance Code, as well as amendment and addition thereof;
- 9.14 approval of the annual report, as well as approval of the medium-term and long-term development strategy based on the main directions and goals of banking activities;
- 9.15 distribution of profits and losses of the Bank;
- 9.16 listening to the reports of the Bank's Supervisory Board and the reports of the Bank's Auditor on issues within their competence, including compliance with the bank management established by Laws;
- 9.17 deciding on the issue of derivative securities;
- 9.18 deciding on non-use of the pre-emptive right of a shareholder to purchase shares and equity securities convertible into shares provided for by the Laws of the Republic of Uzbekistan;
- 9.19 deciding on transactions with the Bank's related (affiliated) entities in cases provided for by the Laws;
- 9.20 approval of the regulations of the General Meeting of Shareholders;
- 9.21 splitting and consolidation of shares;
- 9.22 deciding on the conclusion of major transaction with a subject being a property providing a book value or acquisition cost exceeding fifty percent of the Bank's net assets as of the date of the decision to conclude such a transaction;
- 9.23 consideration of reports and other documents, measures taken to achieve the development strategy of the Bank by the Supervisory Board and the Management Board of the Bank;
- 9.24 setting the maximum amount of charitable, sponsorship and gratuitous assistance;
- 9.25 resolution of other issues provided for by the Laws of the Republic of Uzbekistan, the Articles of Association of the Bank and these Regulations.

### **III. RIGHT TO PARTICIPATE IN THE GENERAL MEETING OF SHAREHOLDERS. REGISTRATION OF SHAREHOLDERS AND THEIR AUTHORIZED REPRESENTATIVES**

10. Shareholders registered in the register of shareholders of the Bank created 3 business days before the date of the General Meeting of Shareholders have the right to participate in it.

11. The register of the Bank's shareholders is created by the Central Securities Depository, which acts as the central registrar according to the Bank's instruction.

Upon the shareholder's request, the Bank must provide him/ her with information on his/ her inclusion in the register of the Bank's shareholders created for the General Meeting of Shareholders.

12. It is prohibited to amend and add the register of the Bank's shareholders, except for the cases when restoring the violated rights of persons not included in the specified register on the date of its creation or correction of errors made during creation.

13. The shareholder exercises his/ her right to participate in the General Meeting of Shareholders personally, remotely using information and communication technologies, or through his/ her representative. The shareholder's representative at the General Meeting of Shareholders acts on the basis of a written power of attorney. The power of attorney for voting must contain information about the principal and the representative (name or designation, place of residence or location, passport data). A power of attorney to vote on behalf of an individual should be notarized.

A power of attorney to vote on behalf of a legal entity is issued signed by its head and sealed by its legal entity. If the meeting of shareholders is held remotely using information and communication technologies, shareholders vote using an electronic digital signature.

14. To participate in the General Meeting of Shareholders, shareholders or their representatives must be registered at the place and time specified in the notification of the meeting.

15. According to the register of the Bank's shareholders, a registration list is compiled. The registration list must be bound, numbered, stitched and affixed with the seal of the Bank.

16. During the General Meeting of Shareholders, shareholders (their representatives) sign the registration list and receive a ballot for voting based on the number of voting shares of each shareholder as determined according to the register of the Bank's shareholders and materials (information) related to the issues raised.

17. If a participant in the General Meeting of Shareholders submits a power of attorney to represent the interests of one or more shareholders, he/she shall obtain ballots for voting on behalf of the represented shareholder(s), and the following note must be made in the registration list opposite the name of the represented shareholder: 'according to Power of Attorney No. \_\_\_\_ from \_\_\_\_\_ (name) for \_\_\_\_\_ ( number) voting shares', while specifying first name, last name, and patronymic name of the representative.

Moreover, the General Meeting of Shareholders can be held according to the Procedure for General Meeting of Shareholders of JSC «ANOR BANK» via videoconferencing (Appendix No. 1 hereto).

#### **IV. PREPARATION FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

18. The Supervisory Board of the Bank prepares the General Meeting of Shareholders and determines:

date, place and time of the General Meeting of Shareholders;

agenda of the General Meeting of Shareholders;

date of compilation of the register of the Bank's shareholders to notify on the General Meeting of Shareholders;

date of compilation of the register of the Bank's shareholders to participate in the General Meeting of Shareholders;

procedure for notifying shareholders of the General Meeting of Shareholders;

list of information (materials) on the agenda provided to shareholders prior to the General Meeting of Shareholders, including the position of the Bank's Supervisory Board regarding the agenda of the General Meeting of Shareholders;

employee or division of the Bank responsible for relations with shareholders and investors;

form and text of the voting ballot.

It is prohibited to include in the agenda of the General Meeting of Shareholders wordings that do not contain specific issue (including 'miscellaneous', 'other', 'another', etc.).

19. A notification of the General Meeting of Shareholders is published on the Unified Portal of Corporate Information Openinfo.uz, official website of the Bank, in the media, and is sent to shareholders by e-mail not later than twenty-one days before the date of the General Meeting of Shareholders based on the register of the Bank's shareholders.

20. A notification of the General Meeting of Shareholders must contain the following:

name, location (postal address) and e-mail of the Bank;

date, time and place of the General Meeting of Shareholders;

date of the register of the Bank's shareholders;

issues included in the agenda of the General Meeting of Shareholders;

procedure for familiarizing shareholders with information (materials) to be provided when preparing for the General Meeting of Shareholders;

procedure for participation and voting at the General Meeting of Shareholders, including remotely via information and communication technologies.

21. The information (materials) to be provided to shareholders when preparing for the General Meeting of Shareholders includes the annual report of the Bank, the conclusion of the Auditor of the Bank and the audit company on the results of the audit of the annual financial and economic activities of the Bank, decision of the Supervisory Board of the Bank on possible extension, re-closing or terminating agreements with the Chairman of the Management Board of the Bank, information about candidates for members of the Committee of Minor Shareholders of the Bank, Supervisory Board and Auditor of the Bank, draft amendments and additions in the new edition of the Bank's Articles of Association.

21.1 The list of additional information (materials) to be provided to shareholders when preparing for the General Meeting of Shareholders may be established by the authorized state body regulating securities market.

21.2 Information (materials) to be provided to the shareholders must be available to persons participating in the General Meeting of Shareholders of the Company, including via information and communication technologies before it and during it.

22. Shareholders (shareholder) who own totally at least one percent of the voting shares of the Bank are entitled to put issues on the agenda of the Annual General Meeting of Shareholders and nominate candidates to the Committee of Minor Shareholders of the Bank, Bank's Supervisory Board, and the Auditor, who cannot exceed the number of members of this body not later than 90 (ninety) days after the end of the financial year.

22.1 Shareholders (shareholder) are entitled to amend the list of candidates nominated by them to the Committee of Minor Shareholders of the Bank, the Bank's Supervisory Board, and the Auditor not later than three business days from the date of publication of the notification of the annual General Meeting of Shareholders.

22.2 Shareholders owning at least 1% of the Bank's ordinary shares may demand to convene a meeting of the Bank's Supervisory Board and propose on the agenda, distribution of profits, candidates for members of management and control bodies, including their replacement before the General Meeting of Shareholders.

23. An issue of the agenda of the General Meeting of Shareholders is introduced in writing and specifying its motives, name of the shareholder (s) submitting the issue, number and type of shares he/ she owns.

When proposing to nominate candidates to the Committee of Minor Shareholders of the Bank, the Supervisory Board and the Auditor of the Bank, including in the case of self-nomination, it is necessary to specify name of the candidate, number and type of shares owned (if the candidate is the Bank's shareholder), as well as names of shareholders nominating a candidate, number and type of shares they own.

24. The Supervisory Board of the Bank must consider the proposals received and decide on their inclusion in the agenda of the General Meeting of Shareholders or on refusal to include them not later than 10 (ten) days after the end of the financial year.

25. The issue submitted by the shareholders (shareholder) is subject to inclusion in the agenda of the General Meeting of Shareholders, as well as the nominated candidates are subject to inclusion in the list of candidates for voting for elections to the Committee of Minor Shareholders of the Bank, the Supervisory Board and the Auditor of the Bank, except for cases when:

shareholders (shareholder) fail to comply with the term set in cl. 22 hereof;

shareholders (shareholder) are not owners of the number of voting shares of the Bank provided for in cl. 22 hereof;

information about candidates for the elected bodies of the Bank provided for in cl. 23 hereof are incomplete;

proposals do not comply with the current Articles of Association of the Bank and the Law of the Republic of Uzbekistan on Joint Stock Companies and Protection of Shareholders' Rights (new edition).

26. A reasoned decision of the Bank's Supervisory Board to refuse to include an issue in the agenda of the General Meeting of Shareholders or a candidate in the list of candidates for voting

for elections to the Bank's Committee of Minor Shareholders, the Bank's Supervisory Board and the Auditor is sent to the shareholder (s) who raised the issue or submitted a proposal not later than three business days from the date of its acceptance.

27. The decision of the Bank's Supervisory Board to refuse to include an issue in the agenda of the General Meeting of Shareholders or a candidate in the list of candidates for voting on elections to the Bank's Supervisory Board and the Auditor may be appealed to the court.

## **V. PREPARATION FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

28. An extraordinary General Meeting of Shareholders is held as decided by the Bank's Supervisory Board according to its own initiative, a written request of the Bank's Auditor, as well as a shareholder (s) who owns at least 5 (five) percent of the voting shares of the company as of the date of submission of a written request.

29. The Bank's Supervisory Board convenes an extraordinary General Meeting of Shareholders upon the written request of the Bank's Auditor or a shareholder (s) owning at least 5 (five) percent of the voting shares of the Bank not later than 30 (thirty) days from the date of submission of a written request to hold an extraordinary General Meeting of Shareholders.

30. The request to hold an extraordinary General Meeting of Shareholders must specify the issues to be included in the agenda and the reasons for their introduction.

31. The Bank's Supervisory Board is not entitled to amend wording of issues on the agenda of the extraordinary General Meeting of Shareholders convened at the request of the Bank's Auditor or a shareholder (s) that owns at least 5 (five) percent of the voting shares of the Bank.

32. If the shareholder (s) requests to convene an extraordinary General Meeting of Shareholders, this request must contain the name (title) of the shareholder (s) requiring the convening of the meeting, number and type of shares he/ she owns.

33. The request to convene an extraordinary General Meeting of Shareholders shall be signed by the person (s) requesting the convening of an extraordinary General Meeting of Shareholders.

34. Within 10 days from the date of the request of the Bank's Auditor or the shareholder (s) who owns at least 5 (five) percent of the voting shares of the Bank to convene an extraordinary General Meeting, the Bank's Supervisory Board must decide to convene an extraordinary General Meeting of Shareholders or to refuse it.

35. The decision to refuse to convene an extraordinary General Meeting of Shareholders at the request of the Bank's Auditor or the shareholder (s) who owns at least 5 (five) percent of the voting shares of the Bank may be taken, if:

the shareholder (s) requesting the convening of an extraordinary General Meeting of Shareholders is not the owner of 5 (five) percent of the voting shares of the Bank as of the date of submission of the request;

none of the issues proposed for inclusion in the agenda of the extraordinary General Meeting of Shareholders is referred to its competence;

issue proposed for inclusion in the agenda does not meet the Laws.

36. The decision of the Bank's Supervisory Board to convene an extraordinary General Meeting of Shareholders or a reasoned decision to refuse to convene it is sent to persons requiring its convening not later than three days from the date of its taking.

37. The decision of the Bank's Supervisory Board to refuse to convene an extraordinary General Meeting of Shareholders may be appealed to court.

38. If the Bank's Supervisory Board has not decided to convene an extraordinary General Meeting of Shareholders within 30 (thirty) days or it was decided to refuse to convene it for reasons not specified in cl. 35 hereof, the extraordinary General Meeting of Shareholders may be convened by persons requiring it. In this case, the expenses of preparing for the General Meeting of Shareholders may be reimbursed as decided by the General Meeting of Shareholders from the Bank's funds.

## **VI. QUORUM OF THE GENERAL MEETING OF SHAREHOLDERS**

39. The General Meeting of Shareholders is competent (has a quorum) if, at the end of registration, shareholders (their representatives) who totally have more than 50 (fifty) percent of the votes of the Bank's common and placed voting shares have registered to participate in the General Meeting of Shareholders.

40. If there is no quorum for holding the General Meeting of Shareholders, the date of repeated General Meeting of Shareholders will be announced. It is prohibited to change the agenda during a new General Meeting of Shareholders.

41. The repeated General Meeting of Shareholders convened to replace the failed one, is eligible if, at the end of registration, shareholders (their representatives) who totally own more than 40 (forty) percent of the votes of the Bank's placed voting shares have registered to participate in it.

42. Notification of a new General Meeting of Shareholders is sent in the manner prescribed herein.

43. When the date of the General Meeting of Shareholders is postponed due to lack of a quorum for less than 20 days, shareholders entitled to participate in the General Meeting of Shareholders are determined according to the register of shareholders who had the right to participate in the General Meeting of Shareholders that failed.

## **VII. PROCEDURE FOR THE GENERAL MEETING OF SHAREHOLDERS AND ITS WORKING BODIES**

44. The procedure for the General Meeting of Shareholders is approved in accordance hereof at each General Meeting of Shareholders.

45. The procedure for the General Meeting of Shareholders provides for the start and expected end of the meeting, the duration of speeches and breaks, the sequence of agenda issues, last names and positions of speakers on agenda issues, the procedure of voting and the announcement of its results.

46. The Chairman of the Bank's Supervisory Board opens the General Meeting of Shareholders and proposes to elect the working bodies, i.e., the Presidium, the Counting Commission, and the Secretary of the General Meeting of Shareholders.

47. The Presidium, Chairman, and Secretary of the General Meeting of Shareholders are elected at the General Meeting of Shareholders. Therewith, the Chairman of the Bank's Supervisory Board is ex officio included in the Presidium of the General Meeting of Shareholders. The Secretary of the General Meeting of Shareholders cannot approve the members of the Bank's Committee of Minor Shareholders, Supervisory Board, Auditor and Management Board.

48. The Chairman of the General Meeting of Shareholders manages the course of the meeting, coordinates the actions of the working bodies of the General Meeting of Shareholders, determines the procedure for discussing issues, limits the time for speakers to speak, clarifies during the meeting and voting, controls the order in a meeting room. The Chairman of the General Meeting of Shareholders has the right to make audio and video recordings of the General Meeting of Shareholders and broadcast them online.

49. The Chairman decides solely the current issues that arise during the meeting based on the main principle: each participant can use the right to speak at the General Meeting of Shareholders on the issue under discussion within the allotted time. Those wishing to participate in the discussion of the agenda submit a written application to the Secretary of the General Meeting of Shareholders specifying the issue for discussion.

50. The Bank's Supervisory Board creates a counting commission to count votes, register shareholders for participation in the General Meeting of Shareholders, as well as to issue voting ballots. The General Meeting of Shareholders approves a number of members and staff of the commission.

51. The counting commission cannot include less than three persons. The Bank's Auditor, members of the Committee of Minor Shareholders, Supervisory Board and Management Board cannot be members of the Counting Commission.

52. The Counting Commission determines the presence of a quorum of the General Meeting of Shareholders, including those held remotely using information and communication technologies, clarifies issues arising when the shareholders (their representatives) exercise their right to vote at the General Meeting of Shareholders, clarifies the procedure for voting on issues put to a vote, ensures the established procedure for voting and the rights of shareholders to participate in voting, counts votes and sums up the results of the voting, draws up the minutes on the results of the voting, transfers voting ballots of shareholders in paper or on electronic media to the archive.

53. Secretary of the General Meeting of Shareholders:  
takes minutes of the General Meeting of Shareholders;  
keeps a record of those wishing to participate in the discussion of the issues on the agenda of the meeting upon written requests;  
prepares two copies of the minutes of the General Meeting of Shareholders not later than 10 days after the closing of the General Meeting of Shareholders.

## **VIII. VOTING PROCEDURE AND COUNTING OF VOTES**

54. Voting at the General Meeting of Shareholders complies with the principle 'one Bank's voting share - one vote', except for accumulative voting for the election of members of the Bank's Supervisory Board and other cases provided for by the Laws.

55. The decision of the General Meeting of Shareholders on the issue put to the vote is taken by the majority of votes of shareholders - owners of voting shares participating in the General Meeting of Shareholders.

The decisions on the following issues:

a) amendment and addition of the Bank's Articles of Association or approval of new edition of the Articles of Association, except for amendments and additions related to an increase in the authorized capital and a decrease in the number of declared shares according to the decision of the Supervisory Board;

b) reorganization of the Bank;

c) liquidation of the Bank, appointment of a liquidation commission and approval of interim and final liquidation balance sheets;

d) determination of the maximum amount of declared shares;

e) listening to the reports of the Bank's Supervisory Board and the reports of the Bank's Auditor on issues within their competence, including compliance with the bank management established by Laws;

f) transactions with the Bank's related (affiliated) entities in cases provided for by the Laws;

g) the conclusion of a major transaction with a subject being a property providing a book value or acquisition cost exceeding fifty percent of the Bank's net assets as of the date of the decision to conclude such a transaction - are taken by a qualified majority of 3/4 votes of the shareholders-owners of voting shares participating in the General Meeting of Shareholders.

56. Voting at the General Meeting of Shareholders on agenda provides for the use of voting ballots or remotely using information and communication technologies.

57. The Bank's Supervisory Board approves the form and text of the voting ballot, except for cases when the extraordinary General Meeting of Shareholders is not convened by the Bank's Supervisory Board. A voting ballot is issued to a shareholder (his/ her representative) who has registered for participation in the General Meeting. When voting remotely via information and communication technologies, voting ballots are not used, but the eligibility of the decision taken on the issues put to vote is confirmed by an electronic digital signature used when registering a shareholder to participate in the General Meeting of Shareholders.



58. The voting ballot must contain full name of the Bank, date and time of the General Meeting of Shareholders, each issue put to the vote and the procedure for its consideration, voting options for each issue put to the vote expressed as Yes – No – Abstain (except for accumulation voting, when the issue put to the vote is expressed as 'Yes'), as well as instruction that the voting ballot must be signed by the shareholder (his/ her representative).

59. In case of voting on the issue of electing a member of the Bank's Supervisory Board or the Auditor, the voting ballot must contain information about the candidate, his/ her last name, first name, patronymic.

60. When voting using ballot papers, votes are counted on those issues, which contain only one possible voting options for voters. Voting ballots filled out in breaching the above requirement are declared invalid and votes on the issues therein are not counted.

61. If the voting ballot contains several issues put to vote, failure to comply with the above requirement with respect to one or more issues does not entail the ballot's recognition as invalid as a whole.

62. According to results of voting, the counting commission draws up the minutes on the results of voting, including, but not limited to, information on the presence of a quorum of the General Meeting of Shareholders signed by members of the counting commission.

After drawing up the minutes of voting results and signing of the minutes of the General Meeting of Shareholders, the voting ballots are sealed by the counting commission and submitted to the Bank's archive.

The minutes of voting results must be attached to the minutes of the General Meeting of Shareholders.

63. Voting results are disclosed during the General Meeting of Shareholders during which the voting took place, and are also reported to the shareholders after the closing of the General Meeting of Shareholders by publishing a report on the voting results.

## **IX. MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS**

64. The minutes of the General Meeting of Shareholders are drawn up not later than 10 (ten) days after the closing of the General Meeting of Shareholders in two copies. The Chairman and the Secretary of the General Meeting of Shareholders sign both copies.

65. The minutes of the General Meeting of Shareholders specifies:  
date, place and time of the General Meeting of Shareholders;  
total number of votes held by the shareholders-owners of the Bank's voting shares;  
number of votes held by the shareholders participating in the meeting;  
chairman (presidium) and secretary of the meeting, number of members of the counting commission, agenda;  
principal provisions of speeches, issues put to vote, voting results and decisions taken by the General Meeting of Shareholders.

The minutes of the General Meeting of Shareholders must contain principal provisions of the speeches, issues put to vote and the results of voting, as well as decisions adopted by the meeting.

## **IX. FINAL PROVISIONS**

66. These Regulations, as well as amendments and additions thereto are approved by the General Meeting of Shareholders.

67. If, after amendment of the Laws of the Republic of Uzbekistan, certain clauses hereof contradict them, these clauses become invalid, and until amending these Regulations, the General Meeting of Shareholders is guided by the Laws of the Republic of Uzbekistan or the Articles of Association of the Bank.

(four signatures)

**Appendix No. 1**  
**to the Regulations on the General Meeting of**  
**Shareholders of JSC «ANOR BANK»**

**PROCEDURE**  
**of the General Meeting of Shareholders of JSC «ANOR BANK»**  
**via Videoconferencing**

## 1. GENERAL PROVISIONS

1.1. This document defines the procedure for preparing and holding the General Meeting of Shareholders (hereinafter referred to as the 'Meeting') of JSB «ANOR BANK» (hereinafter referred to as the 'Bank') via videoconferencing (hereinafter referred to as the 'VC').

1.2. VC system is used for holding Meetings involving shareholders or legal representatives of the Bank's shareholders. If necessary and if it is technically possible, it is permitted to interface the VC system with external VC systems.

1.3. The VC system consists of video terminals placed in the meeting room of the Bank's Head Office, cell phones of the Bank's shareholders, as well as an IP telephony system equipped with a video communication function and server and telecommunications equipment owned by other companies.

1.4. The Information Technologies Department of the Bank carries out technical support, administration and development of the VC system.

1.5. This Procedure defines the following concepts:

**videoconferencing** means interactive interaction of several remote subscribers online providing the ability to exchange audio and video information using information and communication technologies;

**videoconferencing session** means an organizational event in the form of a meeting with remote participation of invited participants (hereinafter referred to as the 'VC Session');

**VC Session Organizer** means the Chairman of the Meeting of Shareholders, Chairman and members of the Supervisory Board and the Management Board of the Bank, Auditor, secretary of the Meeting of Shareholders, Chairman of the Counting Commission;

**VC Administrator** means authorized person of the Information Technology Department of the Bank responsible for operability and control of VC system;

**VC Operator** means authorized person (chairman or member of the Counting Commission) managing the VC Session;

**VC Participants** mean a shareholder or a representative of a shareholder participating and voting in the prescribed manner using videoconferencing equipment connected to the VC system.

### 2. The procedure of organizing the meeting via VC system.

2.1. Not later than 3 business days before the Meeting, the VC Participants send an application for participation in the Meeting via the VC in writing to the Organizers, while specifying the following:

- 1) last name, first name, patronymic or name of the legal entity;
- 2) last name, first name, patronymic of the authorized person or representative of the shareholder with the date and number of the power of attorney (attach the original power of attorney);
- 3) cell phone number;
- 4) email;
- 5) other required information.

2.2. The Organizer of VC Session sends to the Bank's Information Technology Department a request for holding the Meeting via the VC not later than 2 days before, while specifying the date, time and duration of the meeting, number of participants, need for video recording.

2.3. Having received a request from the Organizer of the VC Session, the VC Administrator agrees on the date, time and duration of the meeting via VC.

2.4 Not later than 1 day before the VC Session, the Organizer of the VC Session notifies the VC Participants of the Meeting and invited persons by the phone or fax, e-mail or in other ways.

### 3. The procedure of meetings via VC

3.1. There is a technical session before the Meeting via VC.

3.2. The VC Administrator holds the technical session involving the Operator, as well as all participants (ones who submitted an application for participation in the Meeting via VC) to verify operability of subscriber station equipment, adjust the working positions of the camera, sound levels, inform the program to the participants of event.

3.3. The technical session starts at least 30 minutes before the start of the Meeting, unless otherwise specified in the notification of the VC Organizer.

3.4. Before the end of the technical session and not later than 5 minutes before the Meeting, the Organizer:

- informs the session participant (text information) the last name, first name, patronymic or name of the legal entity (full name of the representative, date and number of the power of attorney);

- informs the session participant (text information) the number of voting shares (pieces) owned by this participant;

- records all session participants in the registration list of the Bank shareholders (by specifying an e-mail or some special IP address);

- determines the number of voting shares of all session participants.

3.5. Microphones must be turned off in all subscriber stations.

3.6. The working session of the VC starts according to the Meeting procedure.

3.7. Session participants must face the terminal camera at a distance of not more than 2 meters. It is permitted to discuss the issues subject to the regulations for holding a meeting of shareholders only during the designated:

- time for additional speeches, comments and debates, as well as during discussion of issues;

- time for participating in a voting.

Speech must be clear and distinct. The voice volume must not be louder than common conversation. No extraneous noise is permitted.

3.8. During the Meeting via VC, the participants must not interfere with the VC Session (exclude movement, side conversations, opening of windows and doors, using cell devices and any other phone means), as well as must follow all recommendations and save the equipment settings adjusted during technical session.

3.9. The maintenance of the VC system may provide for additional technical sessions by the VC Administrator and technologists at subscriber stations.

3.10. If a video recording was made during the VC Session, then the VC Administrator sends a copy of the meeting recording to the VC Organizer within 2 days after the end of the VC Session.

#### **4. The procedure for voting by the participants of the Meeting via VC**

4.1. After addressing of each speaker, the VC Session Organizer, i.e. Chairman of the Meeting of Shareholders, announces the draft decision on each issue of the agenda of the Meeting of Shareholders and proposes it for voting.

4.2. During voting, each VC Participant must say out his/ her answer to the VC Operator on each issue using one of the voting options (Yes – No – Abstain).

*\*For example: 1) the first issue - 'Yes'; 2) the second issue - 'No'; 3) ..... the tenth issue - 'Abstain'.*

Whereafter, the VC Operator manually fills in the voting ballot for each issue said out by the VC Participant.

4.3. After voting on all issues of the agenda of the Meeting of Shareholders, the VC Operator informs (text information) all participant of the session about the end of voting and puts a mark on the ballot that the voting took place via VC.

4.4. Correspondence with session participants is printed out and stored on paper, approved with the signature of the Operator and attached together with the ballots to the minutes of the Counting Commission.

4.5. Correspondence with the participants, as well as ballots filled in by the VC Operator on behalf of the VC Participants are treated as if they were voting in person.

4.6. The results of voting on issues of the agenda of the Meeting are calculated based on filled in and signed ballots, as well as correspondence received via VC signed by the Operator.

#### **4. Obligations of the VC Administrator**

4.1. VC Administrator:

4.1.1. configures and adjusts the settings of the VC equipment, including software updates and hardware upgrades;

4.1.2. determines the powers of VC Operators on the part of the Organizer;

4.1.3. connects (switches, disconnects) the participants of the VC Session;

4.1.4. provides methodological and technical assistance to the VC Operator and Participants in order improve the quality and reliability of VC Sessions;

4.1.5. determines if it is technically possible to interface the VC System with external VC systems owned by other entities, and ensures such interfacing, if available;

4.1.6. explains the actions of the meeting participant during the VC Session;

4.1.7. participates in the development and implementation of plans for the design of the VC system.

#### **5. Obligations of the VC Operator**

5.1 VC Operator:

5.1.1. promptly controls and manages the system during the preparation, holding and completion of the VC Session;

5.1.2. determines the full name of the participants in the VC Session, number of shares they own, displays the voting results;

5.1.3. draws up communications-ballots on paper in a prescribed manner;

5.1.4. immediately notifies the CV Administrator in case of system malfunctions;

5.1.5. ensure compliance with the Procedure of the Meeting via VC System.

#### **6. Obligations of the VC Participants**

6.1. The Participants must:

6.1.1. timely arrive at the subscriber station after receiving notification from the VC Organizer;

6.1.2. turn on and verify the operability of the equipment of the subscriber station;

6.1.3. take measures to eliminate the malfunctions before the start of VC Session;

6.1.4. if it is impossible to eliminate the malfunctions that arose before the VC Session, notify the VC Operator;

6.1.5. adjust the position of the camera of the VC equipment at the subscriber station;

6.1.6. immediately notify the VC Operator of the disconnection during the session and measures taken;

6.1.7. confirm the receipt of materials and vote on relevant agenda issues.