

Reg. No. 02-01/62-1, May 14, 2022

APPROVED

**by the General Meeting of
Shareholders of
JSC «ANOR BANK»
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 Supervisory Board of
Joint Stock Company «ANOR BANK»

Tashkent - 2022

1. 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 JSC «ANOR BANK» (hereinafter referred to as the Bank).

2. The Regulations determine the status and regulates the operation of the Supervisory Board of the Bank, the procedure for electing members of the Supervisory Board, as well as the rights and obligations of members of the Supervisory Board of the Bank.

3. The Supervisory Board of the Bank generally manages the Bank, supervises and controls the process of making managerial decisions and is responsible for the activities and financial stability of the Bank as a whole.

4. The Supervisory Board of the Bank determines, supervises and controls the implementation of the managerial setup of activities that ensures the effective and prudent management of the Bank, including the distribution of powers and responsibilities between members of the Management Board of the Bank, as well as prevention and settlement of conflicts of interest.

5. During its activity, the Supervisory Board of the Bank conforms with the Constitution of the Republic of Uzbekistan, the Civil Code of the Republic of Uzbekistan and the laws of the Republic of Uzbekistan on the Banks and Banking Activities, on the Central Bank of the Republic of Uzbekistan, on the Securities Market, on the Joint Stock Companies and Protection of the Shareholders' Rights (new edition), as well as statutory acts of the Central Bank of the Republic of Uzbekistan (hereinafter referred to as the 'Central Bank'), other regulations, as well as the Bank's Articles of Associations and other local acts of the Bank.

2. RIGHTS AND OBLIGATIONS OF THE BOARD OF THE BANK

6. Members of the Supervisory Board of the Bank must promote sound corporate governance of the Bank and, consider the legitimate interests of the Bank, its depositors and shareholders when exercising their powers and obligations, as well as ensure effective cooperation between the Bank and the Central Bank.

7. The competence of the Supervisory Board of the Bank provides:

7.1. increase in the authorized capital by issuing additional shares of the Bank, as well as amending and adding the Articles of Association of the Bank to decrease in the number of authorized shares and increase in the authorized capital of the Bank.

7.2. deciding on the issuance of corporate bonds by the Bank, including that convertible into ordinary shares of the Bank.

7.3. rise of the role of shareholders, including minor shareholders in the strategic management of the Bank, adoption of modern bank management methods based on international experience, determining priorities for the bank's activities based on the increase in the efficiency of material, technical, financial and labor resources;

7.4. convocation of annual and extraordinary general meetings of shareholders, except for cases provided for by the Laws and Articles of Association of the Bank;

7.5. preparation of the agenda of the General Meeting of Shareholders, including the provision of the necessary information on the agenda;

7.6. determination of date, time and place of the General Meeting of Shareholders;

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

7.8. introduction of issues related to reorganization and liquidation of the Bank, amending and adding of the Articles of Association of the Bank or approval of the new edition of the Articles of Association, approval of the annual report, distribution of profits and losses, as well as

conducting of audit (except for a mandatory audit), maximum remuneration for the audit company and conclusion (termination) of agreement therewith to the General Meeting of Shareholders;

7.9. establishment of the market value of property,

7.10. approval of the Bank's policies and annual business plan, while the Bank's business plan for the next year must be approved at a meeting of the Bank's Supervisory Board not later than December 1 of the current year;

7.11. appointment and early termination of powers of the Chairman of the Management Board of the Bank with subsequent submission of this issue for approval by the General Meeting of Shareholders. According to the Laws and on the grounds specified in the Bank's local documents, the decision to appoint the Chairman of the Management Board of the Bank may be taken in competitive selection, where foreign managers can take part;

7.12. election (appointment) and early termination of powers of members of the Management Board of the Bank;

7.13. creation of the Audit Committee involving only members of the Supervisory Board of the Bank, Internal Audit Service and the appointment of its employees, as well as the quarterly hearing of its reports;

7.14. creation of the Information Technologies Committee (IT Committee) and the Committee for Supervision of Banking Risks;

7.15. recommending on the amount of remuneration and compensation paid to the Auditor of the Bank;

7.16. recommending on the amount of dividend, form and procedure for its payment;

7.17. use of reserve and other funds of the Bank;

7.18. opening of branches and representative offices of the Bank outside the Republic of Uzbekistan;

7.19. creation and reorganization, as well as liquidation of subsidiaries and dependent business companies;

7.20. deciding on the conclusion of major transaction with a subject being a property providing a book value or acquisition cost from fifteen to fifty percent of the Bank's net assets as of the date of the decision to conclude such a transaction;

7.21. transactions related to the Bank participation in commercial and non-commercial organizations in the manner prescribed by Laws;

7.22. deciding on the repurchase of corporate bonds of the Bank;

7.23. deciding on transactions with entities related (affiliated) with the Bank, except for cases when the decision on such transactions is taken by the General Meeting of Shareholders of the Bank;

7.24. deciding on the Bank's issuance of corporate bonds, savings and deposit certificates;

7.25. determination of the price for placing (tender of securities) of shares in the manner prescribed by the Laws and these Articles of Association;

7.26. setting of remuneration and (or) compensation paid to the Management Board of the Bank;

7.27. approval of local documents of the Bank that determine the procedure of operation of its structural divisions and banking service centers, except for local documents, which must be accepted (approved) by the General Meeting of Shareholders and the Management Board of the Bank according to the Laws of the Republic of Uzbekistan and the Articles of Association of the Bank;

7.28. access to any documents related to the activities of the Management Board of the Bank and their receiving from the Management Board or on its behalf from responsible persons to fulfill obligations assigned to the Supervisory Board of the Bank. The Supervisory Board of the Bank and its members can use the documents received only for work-related purposes.

7.29. creation of committees and approval of regulations thereon, as well as regulations of the internal audit and internal control services;

7.30. deciding on the conditions for providing charitable, sponsorship and gratuitous assistance only within the limits established by the General Meeting of Shareholders and the business plan for the current year subject to mandatory disclosure of relevant information to all shareholders. Therewith, the maximum charitable and gratuitous assistance is set annually by the General Meeting of Shareholders;

7.31. prevention and settlement of conflicts of interest (contradiction between the property and other interests of the Bank, its structural divisions and (or) its employees, customers, which may result in negative consequences for the Bank and (or) customers) arising in the Bank;

7.32. preliminary consent to the distribution of expert reports on the activities of the Bank to the third parties, and their placement on the Bank's website or on Internet;

7.33. deciding on other issues referred to the competence of the Supervisory Board of the Bank by the Laws of the Republic of Uzbekistan, Articles of Association of the Bank, these Regulations and other local documents of the Bank;

Issues referred to the competence of the Supervisory Board of the Bank cannot be transferred to be decided by the Management Board of the Bank.

8. Obligations of the Supervisory Board of the Bank:

exercise of its powers in the interests of the Bank's shareholders;

competent management of the Bank;

approval of long-term and short-term business plans of the Bank in consultation with the Management Board of the Bank;

current control over the operation of the Bank, correct lending and investment of funds (to protect the interests of depositors, creditors and shareholders);

approval and control over the implementation of strategic goals, corporate governance policy, other internal policies of the Bank, including those for identifying, managing, monitoring and informing about risks, maintaining the Bank's capital adequacy at the proper level;

control over the creation of reserves against possible losses on assets based on asset classification, as well as ensuring that the Bank's capital and general reserves are properly maintained;

approval of the procedure for preventing and resolving conflicts of interest;

approval of plans to restore the financial status of the Bank;

supervision over the Management Board of the Bank;

supervision over the execution of the approved business plan of the Bank, as well as a quarterly hearing of the report of the Management Board of the Bank on the Bank's performance;

organization of operation of the Bank's internal audit service, as well as evaluation of compliance by the Bank's Management Board with the Bank's strategies and policies based on quarterly reports from the Bank's internal audit service;

review, discussion and contestation of information, proposals and explanations provided by members of the Management Board of the Bank;

monitoring and regular evaluation of the effectiveness of the management system, including the principles of bank management, as well as appropriate measures to eliminate the identified shortcomings;

submission of a report on the ongoing supervisory and control activities, as well as a report on compliance with the corporate governance requirements established by the Laws to the General Meeting of Shareholders at least once a year;

approval of annual financial reports and enabling of integrity of accounting and financial reporting systems;

compliance with prudential requirements considering long-term financial interests of the Bank and requirements to capital set by the Central Bank;

supervision over the compliance with the Bank's Internal Control Regulations.

3. ELECTION OF THE SUPERVISORY BOARD OF THE BANK

9. The Supervisory Board of the Bank is elected with 5 persons. Members of the Supervisory Board of the Bank are elected by the General Meeting of Shareholders for three years with the right of unlimited re-election.

10. Members of the Management Board and the Chairman of the Management Board, as well as persons who work under employment agreements cannot be elected to the Supervisory Board of the Bank. The majority of members should not be persons who have relations with the Bank, except for their membership in the Supervisory Board.

Members of the Supervisory Board of the Bank, in addition to shareholders, may be scientists and specialists in the banking sector.

Members of the Supervisory Board of the Bank must comply with requirements for the independence of their judgments.

A person cannot be elected as a member of the Supervisory Board of a Bank or an elected person is deprived of the right to membership in the Supervisory Board if:

a person is or intends to become a member of the supervisory board in two or more banks, except for cases when these banks belong to the same banking group;

the powers of the person were early terminated upon the request of the Central Bank.

11. The Supervisory Board of a Bank must include at least one independent member who can be re-elected annually.

An independent member of the Supervisory Board of a Bank is a person who:

did not work in the Bank and (or) in affiliates of the Bank during the last three years;

is not a shareholder of the Bank and (or) a founder (shareholder, member) of affiliates of the Bank;

is not involved in civil law relations with a major customer and (or) major supplier of the Bank and (or) an affiliate of the Bank. At the same time, major customer or supplier is a person involved in a valid contract for amount exceeding two thousand minimum wages;

is not involved in any agreements with the Bank and (or) affiliates of the Bank, except for those related to the fulfillment of the goals and functions of a member of the Supervisory Board of the Bank;

is not a spouse (wife), parent (adopter), child (adopted), blood or half brother or sister of a person who is or has been a member of the management and internal control bodies of the Bank and (or) affiliates of the Bank;

is not an employee of a government body or a state enterprise.

12. Shareholders (shareholder) who totally own at least one percent of the voting shares of the Bank are entitled to nominate candidates to the Supervisory Board of the Bank, the number of which cannot exceed its number of members.

13. Members of the Supervisory Board of the Bank are elected in accumulation voting.

During accumulation voting, the number of votes owned by each shareholder is multiplied by the number of persons to be elected to the Supervisory Board of the Bank, and the shareholder has the right to cast the votes thus obtained in full for one candidate or distribute them among two or more candidates.

Candidates who received the largest number of votes are considered elected to the Supervisory Board of the Bank.

Membership in the Supervisory Board of the Bank may be terminated on the following grounds:

a) voluntary resignation subject to written notification;

b) final and binding guilty verdict on the detention of a member of the Supervisory Board of the Bank;

c) death of a member of the Supervisory Board of the Bank;

d) relevant decision of the General Meeting of Shareholders of the Bank.

4. CHAIRMAN OF THE SUPERVISORY BOARD OF THE BANK

14. The Chairman of the Supervisory Board of the Bank is elected by the members of the Supervisory Board from among its members by a majority vote of the total number of members of the Supervisory Board of the Bank.

15. Chairman of the Supervisory Board of the Bank:

organizes its operation;

convenes meetings of the Supervisory Board of the Bank and presides over them;

organizes the keeping of minutes at meetings;

chairs the General Meeting of Shareholders and is a member of its Presidium, concludes an employment agreement on behalf of the Bank with the Chairman of the Management Board;

takes other measures stipulated by the Articles of Association of the Bank and the Laws.

16. If there is no Chairman of the Supervisory Board of the Bank, one of the members of the Supervisory Board appointed in the manner prescribed by the Laws and Bank's Articles of Association performs his/ her duties.

5. PROCEDURE OF MEETING OF THE SUPERVISORY BOARD OF THE BANK

17. The Chairman of the Supervisory Board of the Bank convenes the meeting of the Supervisory Board at his/ her own initiative, upon request of a member of the Supervisory Board, Auditor, Management Board of the Bank, upon request of the shareholders, owners of ordinary shares of at least one percent, head of the internal audit service, external auditor of the Bank, as well as other persons established by Laws.

18. The Supervisory Board of the Bank is convened at least once monthly. The quorum for a meeting of the Supervisory Board of the Bank must be at least 80 percent of the number of elected members of the Supervisory Board.

19. If the number of members of the Supervisory Board of the Bank becomes less than 80 percent of the number provided for by the Bank's Articles of Association, the Supervisory Board convenes an extraordinary (special) General Meeting of Shareholders to elect new members of the Supervisory Board of the Bank. The remaining members of the Supervisory Board of the Bank are entitled to decide only on convening such an extraordinary (special) General Meeting of Shareholders, as well as appoint an acting chairman in case of early termination of the powers of the Chairman of the Management Board of the Bank.

20. During the meeting of the Supervisory Board of the Bank, the decisions are taken by a majority of votes of its members participating in the meeting, except for the cases when decisions are taken on the issues specified in cl. 7.1., 7.2., 7.20, 7.23 of these Regulations unanimously by the Supervisory Board of the Bank. If there is no unanimous decision of the Supervisory Board of the Bank on these issues, the Supervisory Board submits these issues for decision by the General Meeting of Shareholders of the Bank.

21. If there is equal number of votes when decisions are taken by the Supervisory Board of the Bank, the Chairman of the Supervisory Board has the right to a casting vote.

It is prohibited to transfer the vote of one member of the Supervisory Board of the Bank to another member of the Supervisory Board.

22. During the meeting of the Supervisory Board of the Bank, minutes are kept, which are drawn up and approved not later than 10 days after the meeting.

The minutes of the meeting of the Supervisory Board of the Bank are signed by the members of the Supervisory Board, who are responsible for the correct execution of the minutes.

Decisions of the Supervisory Board of the Bank may be taken in absent voting (by poll) by all members of the Supervisory Board unanimously.

The minutes of the meeting of the Supervisory Board are submitted for execution to the Management Board of the Bank on the day of signing. If the Supervisory Board of the Bank decides to convene the General Meeting of Shareholders, information about this decision is transferred to the Management Board of the Bank on the day of the meeting of the Supervisory Board.

23. The minutes of the meeting specify:
date, time and place of the event;
persons participating in the meeting, including remotely via information and communication technologies;
agenda of the meeting;
issues put to vote, results of voting thereon;
decisions taken.

24. The Bank's shareholders may be familiarized with the decisions of the Supervisory Board of the Bank (except for ones containing commercial and banking secrets).

6. RIGHTS AND OBLIGATIONS OF THE MEMBERS OF THE SUPERVISORY BOARD OF THE BANK

25. A member of the Supervisory Board of the Bank is entitled to:
personally participate in the meeting of the Supervisory Board of the Bank, address on the issue discussed at the meeting within the time set by the regulations;
receive complete and reliable information about the performance of the Bank for a certain period, and its development plans;
receive certain remuneration for work in the Supervisory Board of the Bank while executing the assigned duties.

The Chairman of the Supervisory Board of the Bank distributes the duties among the members of the Supervisory Board specifically for each member.

26. The obligations of a member of the Supervisory Board of the Bank:
execution of their powers considering interests of the Bank;
implementation of adequate operating policies to ensure legal, safe and prudent banking activities, as well as to achieve the goals of the Bank;
supervision of the banking operations to ensure adequate control and compliance with the approved policies of the Bank and the Laws of the Republic of Uzbekistan;
development of the Bank's activity strategy and control over the execution of business plans approved for the Bank's development;
thorough verification of the statements on financial position and activities of the Bank, including recommendations for their improvement submitted by the Management Board of the Bank.

27. If a member of the Supervisory Board of the Bank is financially interested in a transaction to which the Bank is a party, as well as in case of another conflict of interests of a member of the Supervisory Board of the Bank, a member of the Supervisory Board of the Bank must inform the Supervisory Board of his/ her interest in advance before the conclusion of the transaction, and the decision on the transaction must be taken by a majority of the members of the Supervisory Board of the Bank who do not have such an interest or by the majority of shareholders at the General Meeting of Shareholders. Therewith, the interested members of the Supervisory Board of the Bank do not participate either in the discussion or in the deciding on such a transaction.

28. Members of the Supervisory Board of the Bank are not entitled to directly or indirectly receive remuneration for influencing the certain decisions of the Supervisory Board of the Bank.

29. Members of the Supervisory Board of the Bank are not entitled to use the bank's opportunities (property or non-property rights, opportunities in economic activity, information about the activities and plans of the Bank) for personal enrichment.

30. The remuneration and compensation to a member of the Supervisory Board of the Bank is determined by the Regulations on Remuneration to Members of the Supervisory Board of the Bank approved by the General Meeting of Shareholders.

7. PROTECTION OF RIGHTS AND INTEREST OF THE SHAREHOLDERS OF THE BANK

31. The Supervisory Board of the Bank protects the rights and interests of the Bank's shareholders by:

- considering the interests of the shareholders when organizing the Bank's activity;
- supervision over the preparation and holding of General Meetings of Shareholders, the procedure for voting, counting of votes, and decision-making;
- prevention of infringement of the rights of shareholders when changing the shares of the Bank's authorized capital by increasing or decreasing the authorized fund, issuing additional securities, etc.;
- development of an effective dividend policy of the Bank;
- consideration of issues related to relations with the shareholders of the Bank;
- acceptance and consideration of proposals and complaints of shareholders on illegal and incompetent actions of the Management Board of the Bank.

8. CONTROL OVER THE ACTIVITIES OF THE BANK

32. The Supervisory Board of the Bank receives regular (at least once a quarter) reviews and written statements of financial position and activities of the Bank, including recommendations for their improvement from the Management Board of the Bank, as well as hears reports from the Chairman of the Management Board and the head of the internal audit service.

Members of the Supervisory Board of the Bank thoroughly verify such reports and recommendations to determine their accuracy and feasibility.

33. In order to fulfill the obligation of supervision over the Bank's activities, the Supervisory Board of the Bank creates appropriate committees and approves their regulations.

Such committees include audit committee, investment committee, credit committee, asset and liability management committee, banking risk supervision committee, and remuneration committee.

34. Each committee holds independent meetings and must report on its activities to the Supervisory Board of the Bank at its meetings.

9. HR MANAGEMENT POLICIES

35. The Supervisory Board of the Bank develops and implements the Bank's HR Management Policy, a strategy for attracting highly qualified managers and employees of the Bank.

36. The HR Management Policy includes:
a system of remuneration, rewards and punishments for the Bank's employees;
training and re-training program;
the procedure for replacing managers in case of vacancies;
determining the circumstances under which the dismissal of the Bank's management is mandatory.

37. The Supervisory Board of the Bank submits the issue on the appointment or early termination of the powers of the Chairman of the Management Board of the Bank for approval by the General Meeting of Shareholders.

The decision to appoint the Chairman of the Management Board of the Bank may be taken in competitive selection, which may involve highly qualified foreign specialists according to the procedure established by the laws and local documents of the Bank.

38. The Supervisory Board of the Bank develops and approves:
criteria for evaluating the work of members of the Management Board of the Bank and heads of the main services of the Bank;
code of conduct and measures to prevent conflicts of interest;
list of conditions under which bank officials are dismissed due to incompetence, dishonesty, conflict of interest or for other reasons.

10. MAINTAINING ADEQUATE CAPITALIZATION OF THE BANK

39. In order to preserve the Bank's capital and ensure its compliance with the scale and degree of risk of the Bank's operations, the Supervisory Board of the Bank:

supervises over the Bank's creation of special reserves against possible losses in amount established by the Central Bank;

requires the Management Board of the Bank to ensure that the banking risks are not higher than that established by the Central Bank;

takes measures to place the Bank's shares;

ensures the proper maintenance of the Bank's capital and general reserves.

11. CREATION AND IMPLEMENTATION OF THE BANK' DEVELOPMENT BUSINESS PLAN

40. The Supervisory Board of the Bank develops (both independently and through third-party consultants and experts) and approves the Bank's Development Business Plan, including:

lending decision-making policy;

credit control procedure;

asset and liability management system;

investment procedure.

41. The Supervisory Board of the Bank ensures the implementation of the Bank's Development Business Plan by its Management Board.

42. The Bank's Development Business Plan is usually reviewed at least once a year to amend and add it as applicable.

12. LIABILITY OF MEMBERS OF THE SUPERVISORY BOARD OF THE BANK

43. Members of the Supervisory Board of the Bank are liable for improper fulfilment of their obligations to the Bank and its shareholders according to the Laws of the Republic of Uzbekistan and Articles of Association of the Bank.

44. Members of the Supervisory Board of the Bank who did not participate in the voting at the meeting of the Supervisory Board or who voted against the decision that caused losses to the Bank are released from liability.

13. FINAL PROVISIONS

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

(four signatures)