

**APPROVED by**  
**General meeting of shareholders**  
**JSC «ANOR BANK»**  
**dated \_\_\_\_\_ 2020**  
**(protocol No. \_\_\_\_\_)**

\_\_\_\_\_ Sh.K. Karimbaev  
Chairman of the Supervisory Board

**REGULATIONS**  
**on the Auditor**  
**of the Joint Stock Company**  
**«ANOR BANK»**

**Tashkent-2020**

## **I. GENERAL PROVISIONS**

1. This Regulation has been developed in accordance with the laws of the Republic of Uzbekistan "On Banks and Banking Activities", "On Joint Stock Companies and Protection of Shareholders' Rights" (new edition), the Regulation on Corporate Governance in Commercial Banks, approved by the Central Bank of the Republic of Uzbekistan dated June 24, 2000 No. 472, registered by the Ministry of Justice of the Republic of Uzbekistan on July 5, 2000 No. 943 and other acts of legislation, as well as the Charter and Corporate Governance Code of "ANOR BANK" JSC (hereinafter referred to as the "bank").

2. The Regulation defines the functions, powers of the Bank's Auditor, the procedure for electing him to work, and interaction with the bank's governing bodies.

## **II. LEGAL STATUS OF THE AUDITOR**

3. The auditor is the body of the bank that performs the functions of internal control over the financial and economic activities of the bank.

4. In his or her activities, the Auditor is guided by the Constitution of the Republic of Uzbekistan, the Civil Code of the Republic of Uzbekistan and the laws of the Republic of Uzbekistan "On banks and banking activities", "On the Central Bank of the Republic of Uzbekistan", "On the securities market", "On Joint stock companies and protection of shareholders' rights" (new edition), other acts of legislation, as well as the Charter of the bank and other local documents of the bank related to the activities of the Audit Commission and its members.

## **III. ELECTION OF THE AUDITOR**

5. The auditor is elected by the General Meeting of Shareholders.

6. The decision to elect a specific person as the Auditor is made by a majority vote of the owners of the bank's voting shares participating in the General Meeting of Shareholders.

7. The bank's auditor is elected for a period of one year with the right to be re-elected by the decision of the General Meeting of Shareholders. At the same time, one and the same person cannot be elected as the Bank's Auditor more than three times in a row.

8. The auditor cannot simultaneously be a member of the Supervisory Board of the bank, hold other positions in the management bodies of the bank, and also cannot work for labor in the bank.

9. The powers of the Bank's Auditor may be terminated ahead of schedule by the General Meeting of Shareholders.

The following qualification requirements are imposed on the Bank's Auditor:

- higher professional education, work experience in the field of economics, finance and law for at least three years;

10. The quarterly remuneration of the Bank's Auditor is set in the amount equal to 2 times the minimum wage established in the Republic of Uzbekistan and in effect on the date of calculating the remuneration. Payment of quarterly remuneration to the Bank's Auditor is carried out by decision of the Bank's Supervisory Board, after the Bank's Supervisory Board has heard the conclusion of the Bank's Auditor on issues within his competence, including compliance with the requirements for bank management at the end of each quarter, but no later than the tenth day of the next month after the end of the financial year.

If a new Auditor is elected, the remuneration to the previous Auditor is paid in an amount proportional to the actual term of office of the previous Auditor, calculated in calendar days.

#### **IV. FUNCTIONS OF THE AUDITOR**

11. The audit (revision) of the financial and economic activities of the bank is carried out based on the results of activities for a year or another period at the initiative of the Auditor, the General Meeting of Shareholders, the Supervisory Board of the bank or at the request of the shareholder (shareholders) who owns at least 5 (five) percent of the voting shares of the bank, by prior notification of the Bank's Supervisory Board.

Based on the results of the audit of the financial and economic activities of the bank, the Auditor of the bank draws up a conclusion, which should contain:

assessment of the reliability of the data contained in the reports and other financial documents of the bank;

information on the facts of violation of the order of accounting and presentation of financial statements, as well as legislation in the implementation of financial and economic activities.

12. When performing his or her functions, the Auditor carries out:

checking the reliability of financial information prepared by the bank;

preparation of an independent conclusion on the general financial position of the bank and a report on the results of the work of the Auditor for information to the shareholders of the bank at or before the General Meeting of Shareholders;

verification of the legality of contracts concluded on behalf of the bank, transactions made, settlements with counterparties;

verification of compliance in financial, economic, production activities with the established standards, rules, etc.;

analysis of the financial position of the bank, its solvency, liquidity of assets, the ratio of own and borrowed funds, identification of reserves for improving the economic condition and development of recommendations for the bank's governing bodies;

checking the timeliness and correctness of making payments to the budget, repayment of other obligations;

checking the correctness of drawing up bank balances, reporting documentation for the tax inspectorate, statistical authorities, government bodies;

analysis of the compliance of accounting and statistical accounting with existing regulations, if necessary, referring to primary accounting documents;

checking the correctness of decisions made by the Bank's Supervisory Board or the Bank's Management Board, their compliance with the Bank's Charter, regulations on the Bank's Supervisory Board and the Bank's Management Board, as well as decisions of the General Meeting of Shareholders;

analysis of decisions of General Meetings of Shareholders, making proposals for their change in case of discrepancy with the legislation and other regulatory legal acts of the Republic of Uzbekistan;

in accordance with the Regulation on Internal Control policy of ANOR BANK JSC, the Bank's Auditor is a permanent internal control body and is responsible for exercising control over the financial and economic activities of the bank and its separate divisions.

#### **V. RIGHTS OF THE AUDITOR**

13. The bank auditor, in order to properly perform his or her functions, has the right:

receive, upon written request, from persons holding positions in the management bodies of the bank, documents on the financial and economic activities of the bank, necessary for its work;

materials, the study of which corresponds to the functions and powers of the Bank's Auditor. These documents and materials are provided to the Bank's Auditor within 3 (three) days after his written request;

upon written request to convene an extraordinary General Meeting of Shareholders and the Bank's Supervisory Board in accordance with the procedure established by the Bank's Charter. A

decision to refuse to convene an extraordinary General Meeting of Shareholders at the request of the Auditing Commission may be made in cases stipulated by the current legislation;

demand a personal explanation from bank employees, including any officials, on issues within the competence of the Bank's Auditor;

to raise before the management bodies of the bank, its divisions, services, branches and representative offices the issue of the responsibility of the bank's employees, including officials, in the event of their violation of the current legislation and the requirements of local acts of the bank.

## **VI. RESPONSIBILITIES OF THE AUDITOR**

14. The main duties of the Auditor are to verify the reliability of financial information prepared in the bank, prepare an independent conclusion on the general financial position of the bank and a report on the results of the commission's work to report back to the bank's shareholders at or before the general meeting of shareholders.

15. When conducting inspections, the Auditor is obliged to carefully study all documents and materials related to the subject of the inspection. The Auditor is liable for incorrect conclusions in accordance with applicable law.

16. If, during the term of the powers granted to him, the Auditor ceases to perform his functions, he is obliged to notify the Supervisory Board of the bank about this one month before the termination of his work. In this case, the General Meeting of Shareholders at its next meeting shall elect the Auditor.

17. The auditor is obliged:

promptly bring to the notice of the General Meeting of Shareholders, the Bank's Supervisory Board, the Bank's Management Board, the results of audits and inspections carried out in the form of written reports, memoranda, messages at meetings of the bank's management bodies;

observe commercial secrets, not disclose confidential information to which the Auditor has access when performing his functions;

demand from the authorized bodies to convene an extraordinary General Meeting of Shareholders in the event of a real threat to the interests of the bank or revealing abuses committed by officials;

use the results of an independent annual audit and the materials of the internal audit service.

18. The auditor submits a conclusion on annual reports and balances to the Bank's Supervisory Board in accordance with the rules and procedures for maintaining financial statements and accounting. Without its conclusion, the General Meeting of Shareholders is not entitled to approve the balance sheet.

19. The auditor is obliged to attend the General Meeting of Shareholders and answer questions from its participants.

20. The auditor quarterly submits to the meeting of the Bank's Supervisory Board a conclusion on the existence of transactions with affiliated persons or major transactions in the bank, as well as compliance with the requirements of the legislation and internal documents of the bank for such transactions. The conclusion containing the information specified in clause 11 of these Regulations is heard at the annual General Meeting of Shareholders.

## **VII. FINAL PROVISIONS**

21. These Regulations, as well as amendments and additions to it, are approved by the General Meeting of Shareholders.

22. If, as a result of changes in the legislation of the Republic of Uzbekistan or the Charter of the bank, certain clauses of this provision come into conflict with them, these clauses become

invalid, and until changes are made to these clauses, the Bank's Audit Commission is guided by the legislation of the Republic of Uzbekistan or the Charter of the bank.