

**REGISTERED**  
by the Central Bank of the  
Republic of Uzbekistan  
No.87 dd. April 13, 2022

First Deputy Chairman of the Central Bank of  
the Republic of Uzbekistan  
B.E. Zakhidov  
*(signed)*

*Official round seal:*  
*Inside: National Emblem of the Republic of*  
*Uzbekistan*  
*Outside: Central Bank of the Republic of*  
*Uzbekistan*

# **ARTICLES OF ASSOCIATION**

## **JOINT STOCK COMPANY ANOR BANK**

(New edition)

**APPROVED**  
by the Extraordinary General  
Meeting of Shareholders  
Joint stock company  
ANOR BANK  
on February 22, 2022  
(Minutes No. 1/2022)

Chairman of the Meeting

Signed, Sh.N. Nosirov

**TASHKENT 2022**

## I. GENERAL PROVISIONS

1. Joint stock company “ANOR BANK” (hereinafter referred to as the 'Bank') is a legal entity, which is a commercial organization that performs a set of operations defined as Banking Activities, including opening and maintaining bank accounts, making payments, attracting funds to deposits, issuing loans on its own behalf.

2. The Bank was established in the form of a joint-stock company according to Minutes No. 1/2020 dd. February 22, 2020. The Bank Founders include:

Citizen of the Republic of Uzbekistan, Olimov Kakhramonjon Anvarovich (Olimov Qakhramonjon Anvarovich); <i>his share in the Authorized Capital makes 95.1%</i>	Passport series AB No. 5004936 issued on September 9, 2016 by Tashkent city Municipal Department of Internal Affairs valid until September 8, 2026; registration address: Ap. 141, bld. 4, Markaz 17/18, Sezbor mavze, Almazar district, Tashkent city
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Citizen of the Republic of Uzbekistan, Turakulov Davronbek Shukhrat ugli (Turakulov Davronbek Shuxrat o'g'li), <i>his share in the Authorized Capital makes 4.9%</i> ;	Passport series AA No. 6070864 issued on July 8, 2014 by Andijan region Andijan city Police Office No. 1 valid until July 7, 2024, registered address: Ap. 27, bld. 162v, Mirzo Ulugbek district, Tashkent city
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3. The Bank operates according to 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, on Private Banking and Financial Institutions and Guarantees to their Business, on Securities Market, on Joint Stock Companies and Protection of Shareholders' Rights, and other laws, Resolutions of the Oliy Majlis of the Republic of Uzbekistan, Decrees, Resolutions, Orders of the President of the Republic of Uzbekistan, Resolutions of the Cabinet of Ministers of the Republic of Uzbekistan, regulations of the Central Bank of the Republic of Uzbekistan and other legislative documents, as well as these Articles of Association.

4. The Bank is part of the banking system of the Republic of Uzbekistan and is a bank that provides high quality remote banking services, which simplify the process of customer service and provide an opportunity to use actively the innovative banking technologies.

5. The Bank was established and operates to carry out banking and financial activities not prohibited by the current legislation with a purpose to gain the profit in the Republic of Uzbekistan and abroad, as well as to provide services as a part of these activities, increase competition in banking and other financial services and improve the level of customer service, including using remote innovative technologies.

6. Full name of the Bank:

in Uzbek:

in Cyrillic alphabet: «ANOR BANK» акциядорлик жамияти;

in Latin alphabet: «ANOR BANK» aksiyadorlik jamiyati;

in Russian: Акционерное общество «ANOR BANK»;

in English: Joint stock company «ANOR BANK».

Abbreviated name of the Bank:

in Uzbek:  
in Cyrillic alphabet: «ANOR BANK» АЖ;  
in Latin alphabet: «ANOR BANK» AJ;

in Russian: АО «ANOR BANK»;  
in English: JSC «ANOR BANK».

7. The bank is a legal entity that has separate property on its independent balance sheet, including property transferred to its authorized capital, which can be accounted for in its independent balance sheet, it can acquire and exercise property and personal non-property rights on its own behalf, assume obligations, be a plaintiff and the defendant in court.

8. The Bank is entitled to establish banking service centers in the Republic of Uzbekistan in the prescribed manner, may grant them rights within the regulations provided by the law and stipulated herein.

With the permission of the Central Bank of the Republic of Uzbekistan (hereinafter referred to as the 'Central Bank'), the Bank may establish subsidiaries and branches abroad, be a shareholder of other banks, as well as participate in the establishment of foreign banks.

Subsidiary banks and representative offices of the Bank shall be opened and (or) branches shall be established according to the legislation of the country where they are opened and (or) established.

The property transferred to the center, branch and representative office shall be recorded in the financial statements of the Bank.

9. The Bank shall be responsible to its customers and depositors for the safety of funds and the fulfillment of obligations to depositors, including the timely transfer of payments from one bank to another and the transfer of funds to the payroll sheets of enterprises and organizations.

Shareholders shall not be liable for the obligations of the Bank and assume the risk of compensation of losses related to its activities within the value of their ownership interest.

Shareholders who have not paid for the shares in full shall have a tax liability for the Bank's obligations to the extent of the unpaid portion of the value of their shares.

The Bank shall not be liable for the obligations of its shareholders.

The Bank shall not be liable for the obligations of the state, and the state shall not be liable for the obligations of the Bank, except for cases where the Bank or the state assumes such obligations.

10. The Bank was established for an uncertain period of time.

11. The Bank has its own logo, a round seal with the full corporate name and logo in the official language of the Republic of Uzbekistan.

Legal and postal addresses of the Bank: 100170, bld. 4, Sayram street 5th driveway, Mirzo Ulugbek district, Tashkent.

Web-site: [www.anorbank.uz](http://www.anorbank.uz).

## **II. OPERATIONS OF THE BANK**

12. The Bank shall carry out the following financial operations:  
attraction of funds to deposits;  
making payments, including without opening bank accounts  
opening and maintaining bank accounts of individuals and legal entities, including correspondent bank accounts;  
granting loans on its own behalf and at the expense of borrowed funds, under the terms of repayment, payment of interest and compliance with the maturity period;

cash and non-cash transactions with foreign currency;  
discretionary management of property under a contract with an individual or legal entity;  
cash collecting and cash servicing;  
issue of guarantees and incurrence of other liabilities on behalf of third parties, providing for the fulfillment of their obligations;  
accrual of a right to demand from third parties to fulfill monetary obligations (factoring);  
issue, purchase, sale of securities, their accounting and storage, management of securities according to the contract with the customer, and other operations with securities;  
purchase and sale of refined precious metals, including the maintenance of accounts for the safekeeping of metals and the impersonal (non-physical) accounts for metals;  
purchase and sale of coins made of precious metals;  
derivative transactions;  
renting special premises or safe deposit boxes located therein to store documents and valuables;  
leasing;  
lending in the manner provided by the legislation;  
consulting services related to financial operations;  
asset complex (portfolio) management;  
issue, use, and payment of electronic money;  
issue and processing of bank cards, servicing of bank cards in cooperation with other organizations, including other financial institutions.

The Bank also carries out other financial operations according to the legislation on banks and banking activities.

The Bank shall not be entitled to carry out financial operations not specified in the license for banking activity.

13. The Bank operates in the Republic of Uzbekistan under the license issued by the Central Bank to carry out banking operations.

14. The Bank attracts from the population, enterprises, organizations, loan, and financial institutions, as well as non-residents their available funds, and stores them in demand deposit accounts, saving accounts, term deposit accounts, as well as other types of deposit accounts, and liability accounts.

15. The Bank provides loans to enterprises, associations, organizations, institutions, and citizens in the national currency (UZS) or foreign currency on terms of urgency, repayment, security, targeted, and interest-based lending.

Loans issued by the Bank usually are secured by collateral, which can be recovered according to the applicable law, as well as guarantees, sureties, and other forms of obligations applied in the banking practice. The Bank determines the adequacy of these guarantees, sureties, obligations considering its loan policy and the rules and recommendations of the Central Bank.

16. The Bank may carry out its professional activities in the securities market in the manner prescribed by the legislation of the Republic of Uzbekistan.

### **III. RESTRICTED OR LIMITED BANK ACTIVITIES**

17. The Bank is not entitled to directly engage in industrial, trade, insurance, and other activities not related to the financial operations provided for by the law on banks and banking activities.

18. The restriction specified in paragraph 17 hereof shall not apply in the following cases:  
sale or lease of specialized equipment and its software used in non-cash payment systems by

means of bank cards;  
sale of own assets;  
production, sale, and distribution of cheque-books;  
organization of the conclusion of an insurance contract on behalf of insurance companies - residents of the Republic of Uzbekistan;  
rental transactions with legal entities in which the Bank is the founder of their own property according to the property lease (rent) agreement.

19. It is prohibited to the Bank to establish legal entities and (or) acquire stakes or shares in authorized funds (authorized capitals) of legal entities, except for:

legal entities carrying out credit, insurance and leasing operations as a part of their professional activities;

legal entities that are part of the infrastructure of the financial market or provide information and consulting services to banks;

legal entities carrying out professional activities in the securities market;

bank subsidiaries abroad established to issue and place securities against the guarantee of this bank;

legal entities whose exclusive activity is the collection of cash money;

legal entities providing services to ensure interaction between participants in settlements for banking transactions, including settlements for transactions by means of bank cards;

stock and currency exchanges;

loan bureaus;

joint stock companies on the secondary securities market, but in the amount of not more than twenty percent of the placed shares listed on the stock exchange.

20. The Bank is prohibited to participate in the authorized fund (Authorized Capital) of a legal entity that owns one or more percent of the Authorized Capital of the Bank.

21. This article shall not apply to cases when the Bank acquires shares of another bank or other securities held by another bank or stocks or shares in the authorized funds (Authorized Capitals) of legal entities owned by another bank if they conduct the process of reorganization in the form of merger or acquisition.

#### **IV. AUTHORIZED CAPITAL OF THE BANK**

22. The Authorized Capital of the Bank consists of the nominal value of the Bank's shares purchased by the shareholders, is expressed in the national currency of the Republic of Uzbekistan, and determines the minimum amount of the Bank's property that guarantees the protection of its creditors' interests.

23. The Authorized Capital of the Bank is formed in the national currency of the Republic of Uzbekistan and consists of funds contributed by the Bank's founders and shareholders or government securities, except for cases when:

the Bank's shares are placed among its creditors and they are repurchased considering any rights (claims) of the Bank for monetary obligations to creditors;

securities are converted into bank shares;

placed shares of the bank of one type are exchanged for shares of this bank of another type.

It is prohibited to use funds received on credit, secured, as well as other funds encumbered with an obligation to form the Authorized Capital of the Bank.

24. The Bank shall place ordinary shares and shall be entitled to place preferred shares. All Bank shares are registered equity securities.

All types of Bank shares have a nominal value of UZS 1,000 (one thousand).

The nominal value of the placed preferred shares shall not exceed twenty-five percent of the Bank's Authorized Capital.

25. The Authorized Capital of the Bank is UZS 205,000,000,000 (two hundred five billion) and it is divided into the following shares:

Ordinary registered shares - 205,000,000 (two hundred and five million) shares with a nominal value of UZS 1,000 (one thousand) for each share.

The amount of shares announced, which the Bank can issue to increase the Authorized Capital is UZS 350,000,000,000 (three hundred and fifty billion), including:

Ordinary registered shares - 300,000,000 (three hundred million) shares with a nominal value of UZS 1,000 (one thousand) for each share.

Preferred shares - 50,000,000 (fifty million) shares with a nominal value of UZS 1,000 (one thousand) for each share.

26. The Authorized Capital of the Bank shall be increased in the manner prescribed by the legislation of the Republic of Uzbekistan and these Articles of Association.

27. The General Meeting of Shareholders shall decide on amendments and additions hereto (except for regulations and cases provided herein), as well as on maximum amount of shares issued by the Bank.

Additional shares may be placed by the Bank only within the number of authorized shares specified in the Bank's Articles of Association.

The decision to increase the Authorized Capital of the Bank by placing additional shares must specify the number of additional ordinary shares or preferred shares to be placed, the terms and conditions of their placement, as well as the price of placed additional shares for shareholders who have a preferential right to purchase the share placed according to the law.

The Bank's Authorized Capital is increased up to maximum number of authorized shares, and the amendments and additions related to such increase of the Authorized Capital and decrease in the number of authorized shares of the Bank are made according to the decision of the Supervisory Board.

The Bank shall be entitled to issue and place preferred shares convertible into (ordinary) shares, as well as corporate bonds. The Supervisory Board shall decide on giving the effect to the Bank's decision to issue corporate bonds.

It is prohibited to convert ordinary shares into preferred shares, corporate bonds and other securities.

28. When the Bank places shares and equity securities convertible into shares, the shareholders who own voting shares of the Bank have the right to preferential purchase of such securities. A shareholder, including one who voted against or was absent at the General Meeting of Shareholders, has a right to acquire shares and equity securities convertible into shares in an amount proportional to the number of shares of this type owned by him/her.

The increase in the Authorized Capital of the Bank through the placement of additional shares is registered in the amount of the nominal value of additional shares placed. In this case, the number of authorized shares of certain categories and types is reduced by the number of placed shares of these categories and types.

The Authorized Capital of the Bank may be increased through the placement of additional shares in the manner prescribed by law, using attracted investments, the Bank's own capital and accrued dividends.

When the Bank increases its Authorized Capital by placing additional shares at the expense of its own funds, these shares shall be distributed among all shareholders. Moreover, each shareholder is allocated shares of the same type as the shares that belong to him/her in proportion to the number of shares owned by him/her. It is prohibited to increase the Authorized Capital of

the Bank, as a result of which the amount of the increase is not ensured to the nominal value of one share.

29. Unless otherwise provided by law, it is prohibited to increase the Authorized Capital of the Bank by increasing the nominal value of shares.

30. The Authorized Capital of the Bank may be reduced by decreasing the nominal value of shares or their total number, including by acquiring the shares by the Bank with the subsequent liquidation of their part.

The General Meeting of Shareholders shall decide to reduce the Authorized Capital and amend the Bank's Articles of Association. When deciding on the reduction of the Authorized Capital, the General Meeting of Shareholders shall specify the reasons for the reduction and determine the procedure for reduction.

31. The Bank shall be entitled to conduct an open subscription to the shares issued by it by public offering subjected to the law, or a closed subscription through their private placement.

The number of shares to be placed should not exceed the number specified in the decision to issue shares.

The term of placement of additional shares and other equity securities by the Bank shall not exceed one year from the date of state registration of their issue.

The General Meeting of Shareholders shall decide about the methods place shares and securities convertible into shares by the Bank (through an open or closed subscription). If there is no instruction about the method of placement of Bank shares and securities convertible into shares, the placement can be done only by open subscription.

## **V. RIGHTS AND OBLIGATIONS OF THE BANK**

32. The Bank may independently decide on the financial operations.

33. The Bank shall be entitled to:

- independently set the interest rates on deposits and loans issued;
- raise the funds of other banks in the form of deposits and loans on a contractual basis and allocate the funds in other banks;
- make settlements through established settlement center and correspondent accounts;
- independently determine the amount of intermediary payments for banking transactions;
- take other actions and operations required for its financial and economic activities provided for in the license and the Articles of Association of the Bank.

34. The Bank shall:

- upon the request of the Central Bank, provide available information on the identity and size of shares in the Authorized Capital of direct and indirect holders, including the ultimate beneficial holder;

- follow prudential standards set by the Central Bank, the procedure of calculation and permissible values which are also set by the Central Bank, in order to ensure financial stability and protect the interests of depositors and creditors;

- in order to reduce the risk of losses on assets, maintain its own capital and liquid resources at a sufficient level, form provisions for possible losses on assets created according to their classification, as well as ensure the diversification of its assets;

- comply with mandatory reserve requirements set by the Central Bank;

- comply with the requirements for internal control and risk management system set by the Central Bank;

- comply with the requirements of the legislation on anti-money laundering, financing of

terrorism and proliferation of mass destruction weapons;

the Bank forms provisions and funds from its net profit, which remains at its disposal after payment of all taxes and mandatory payments. In particular, there will be established a reserve fund amounted to 1% of the outstanding part of the principal debt on classified assets in a manner prescribed by the law for the assets classified as “standard” as part of the Bank's Reserve Capital;

carry out operations on cash execution of the state budget of the Republic of Uzbekistan according to the instructions of the Central Bank;

set the internal procedure for securing loans considering the adequacy of collateral (including in the form of property), guarantees, sureties and liabilities;

ensure an internal audit department in the Bank;

ensure the confidentiality of transactions, accounts and deposits of its customers and correspondents;

adhere to the equality principle, which means the equitable treatment of all shareholders regardless of their share, income, level, sex, origin, religion, nationality, language, social origin, personal and social status;

disclose the information on its activities in the manner prescribed by the Central Bank.

35. It is necessary to notify the Central Bank of any concluded agreement, the subject or content of which includes:

agreed exercise of the right to vote at the General Meetings of Shareholders of the Bank or at the general meetings of persons controlling the Bank;

coordinated activity of members of the Bank's management body or persons controlling the Bank;

exercise of the right of the majority of members of the Board or Supervisory Board of the Bank, or persons controlling the Bank.

36. The Bank guarantees the confidentiality of transactions, accounts and deposits of its customers and correspondents. Information constituting a bank secret shall be disclosed to the customers (correspondents), their official representatives and other persons in the manner prescribed by law.

## **VI. BANK SHAREHOLDERS**

37. Legal entities and individuals, as well as non-residents of the Republic of Uzbekistan may act as shareholders of the Bank.

The total share of non-resident individuals and international financial institutions, foreign banks and other legal entities that are not credit institutions should not exceed fifty percent of the Bank's Authorized Capital.

Non-resident individuals and legal entities whose members (shareholders) and ultimate beneficial owners are registered in the state or in the territory that provide a preferential tax treatment and (or) do not provide for the disclosure of the identity of the ultimate beneficial owner and the provision of information when conducting financial transactions cannot be the founders and shareholders of the Bank.

Shareholders shall be entitled to:

be included into the register of shareholders of the Bank;

receive a statement from the custody account in relation to itself;

receive a part of the Bank's profit in the form of dividends;

receive a part of the property in the event of liquidation of the Bank according to its share;

participate in the management of the Bank by voting at the General Meetings of Shareholders;

obtain full and reliable information on the results of the financial and economic activities of the Bank in the prescribed manner;

dispose of the dividends received in a free manner;



require from the Bank to purchase all or part of its shares in cases provided by law;  
protect their rights in the authorized state body for regulation of the securities market, as well as in court;

demand compensation for the damage caused to him/her according to established procedure;  
join in associations and other non-governmental non-profit organizations in order to represent and protect their interests;

insure against the risks related to potential losses, including lost profits when acquiring securities;

organize shareholders' agreements in order to create a joint position in voting on issues of the meeting agenda;

require the information other than bank secrecy and confidential information for shareholders and investors.

Shareholders shall have other rights according to the law and these Articles of Association.

The exercise of rights by a shareholder shall not violate the rights and legally protected interests of other shareholders.

Shareholders, holders of not less than one percent of ordinary shares shall be entitled to request the convening of a meeting of the Supervisory Board of the Bank, propose on the agenda, distribution of profits, possible substitution of the positions in the governing and supervisory bodies before the General Meeting of Shareholders.

Preferred shares are shares that authorise their holders to receive dividends provided by these Articles of Association, as well as to receive priority funds invested in shares upon liquidation of the Bank. Preferred shares authorise their holders to receive certain dividends, regardless of whether the Bank makes a profit or not.

Shareholders who own preferred shares do not have the right to vote at the General Meeting of Shareholders, unless otherwise provided by the law and herein.

Shareholders who own preferred shares participate in the General Meeting of Shareholders with a voting right when deciding on reorganization and liquidation of the Bank. Shareholders who own preferred shares shall decide during the General Meeting of Shareholders on amendments and additions to the Bank's Articles of Associations that restrict the rights of shareholders who own preferred shares, including on establishing or increasing the amount of the dividend paid on previous preferred shares and (or) on establishing or increasing the liquidation value. Moreover, the shareholders who own preferred shares shall receive the right to vote when resolving cases of granting them privileges for the payment of dividends and (or) the liquidation value of these shares in priority sequence.

38. The Shareholders shall:

timely notify the depository servicing the registration of rights to its shares of changes in its information;

comply with the laws of the Republic of Uzbekistan while purchasing bank's shares;

not to disclose the information constituting banking secrecy and confidential information;

shareholders with a decisive share shall sell their shares within three months from the date of revocation of the prior permission to receive shares of the Bank.

have other obligations provided by the current laws of the Republic of Uzbekistan and these Articles of Association.

A person who has become the owner of 50 and more percents of the Bank's shares shall announce to the other shareholders of the shares his/ her sale of shares at market value within thirty days if previously he/ she did not own or owned less than 50 percents of this Bank's shares. In case of receipt within thirty days from the date of publication of the written consent of the shareholder for the sale of shares owned by him/ her, the owner of 50 or more percents of shares shall purchase these shares.

## **VII. PERMISSION AND RESTRICTION ON**

## **THE OWNERSHIP OF BANK'S SHARES**

39. As a result of one more transactions, individuals and legal entities or jointly acting persons, including non-residents shall have the right to a share in the Bank's Authorize Capital amounted to:

five percent and more, but not more than twenty percent;

twenty percent and more, but not more than fifty percent;

prior permission of the Central Bank is required before obtaining directly or indirectly a share of fifty percent or more.

40. If the share in the Authorized Capital of the Bank specified in paragraph 39 hereof is changed by persons who have received the prior permission of the Central Bank, the notification of such changes should be made in the manner prescribed by law.

41. The Bank is required to obtain prior permission from the Central Bank prior to acquiring, directly or indirectly, shares in another bank. To increase its share in the Authorized Capital of another bank, the Bank shall obtain one more prior permission from the Central Bank.

42. Direct or indirect holders of the Bank's shares cannot be represented by non-residents - individuals residing in, and legal entities, participants (shareholders), the ultimate beneficial owners registered in the country and in the territory, providing a preferential tax regime and (or) not providing for the disclosure of the identity of the final beneficial owner and not providing the information when conducting financial transactions.

43. If, in order to obtain prior permission for the acquisition of Bank's shares, prior permission of the Antimonopoly Authority is required, the Central Bank shall handle the application submitted for obtaining prior permission for the acquisition of the Bank's shares with the reference to the decision of the Antimonopoly Authority.

44. Transactions on the acquisition of the Bank's shares concluded without the prior permission to acquire the Bank's shares shall be considered invalid.

45. If the Bank's shares are acquired while breaching the laws, the holder of shares shall not be entitled to vote at the General Meeting of Shareholders, demand the convocation and holding of an extraordinary general meeting of shareholders, put issues on the agenda, nominate candidates for members of the Supervisory Board and Management Board of the Bank, as well as receive part of the Bank's profit in the form of dividends.

46. It is required to obtain the permission from the Central Bank when a person receives the Bank's shares in the amount specified in part one of this article, under circumstances beyond his/her control. From the day a person receives the Bank's shares under circumstances beyond his/her control until the day the Central Bank makes a relevant decision, the rights of the owner of the shares are suspended.

47. A shareholder within sixty days from the date of receipt of the Bank's shares under circumstances beyond his/her control shall submit an application for permission from the Central Bank. If a shareholder fails to submit an application, the Bank's shares received under circumstances beyond his/her control are subject to alienation within three months from the date of their receipt.

## **VIII. BANK PROFITS, FUNDS, LOSSES. DIVIDENDS**

48. Dividends are a part of the Bank's net profit distributed among shareholders.

According to the decision of the General Meeting of Shareholders, the dividends may be paid in cash or other legal means of payment or securities of the Bank.

It is prohibited to pay dividends on preferred shares of the Bank with the Bank's securities.

49. Based on the results of the first quarter, six months, nine months of the financial year and (or) based on the results of the financial year, the Bank is entitled to decide on the payment of dividends on placed shares.

The decision of the Bank on the payment of dividends based on the results of the first quarter, six months, and nine months of the financial year may be taken within three months after the end of the relevant period.

The General Meeting of Shareholders shall decide on payment of dividends for each type of shares, the amount of dividends, the form and procedure of payment based on financial statements, if there is a recommendation from the Bank's Council, an auditor's report on the reliability of financial statements. The amount of dividends may not exceed the amount recommended by the Supervisory Board of the Bank.

50. The Bank shall pay declared dividends on each type of shares. Dividends shall be distributed among shareholders in proportion to the number and type of shares owned by them.

Dividends shall be paid out of the net profit remaining at the disposal of the Bank and (or) retained earnings of previous years.

The decision to pay dividends shall specify the dates on which the payment of dividends begins and ends.

Dividends shall be paid not later than 60 days from the date of such decision.

When paying dividends, dividends on preferred shares are paid first, and dividends on ordinary shares are paid thereafter.

Dividends on preferred shares of the Bank are paid based on the results of the finished financial year amounted to:

- accrued dividends amounted to 18 (eighteen) percent of the nominal value of shares.

Upon the written request of the shareholder-non-resident of the Republic of Uzbekistan, the Bank shall transfer the dividends accrued into a freely convertible currency and transfer funds to a bank account provided by a shareholder-non-resident.

51. The persons listed in the Bank shareholders register formed for the General Meeting of Shareholders, which decided to pay dividends to shareholders, have the right to receive dividends on shares.

The Bank shareholders register shall be formed 3 (three) business days before the date of the General Meeting of Shareholders.

52. The Bank declares the amount of dividends, excluding the taxes levied. The Bank shall publish the information on the amount of dividends to be paid on the official websites of the competent government agency for regulation of the securities market and the Bank within the term prescribed by law.

53. The Bank shall not be entitled to distribute profits through the payment of dividends to shareholders, as well as the remuneration of members of the Supervisory Board, Management Board and employees of the Bank in the following cases:

- when prudential standards do not meet the requirements established by the Central Bank or they are violated as a result of such a distribution;

- in case of insolvency (bankruptcy) or if this distribution causes the insolvency (bankruptcy);

non-fulfillment or inability to eliminate the deficiencies specified in the binding instruction of the Central Bank, including in terms of disclosure of information;  
when the Central Bank has a claim against the Bank for non-distribution of profits.

54. The Bank shall obtain consent from the Central Bank to distribute profits in the following cases:

when the total amount of payments specified in the first clause of paragraph 53 hereof exceeds ten percent of the Bank's equity;  
if the current or previous quarter and (or) financial year is commercially unfeasible.

55. The profit of the Bank received in the course of business shall be used for budget settlements and to form the funds.

56. The Bank shall form funds according to the decision of the Supervisory Board of the Bank and the Bank shall be fully responsible for the disposal of these funds.

57. The Reserve Fund of the Bank makes 15% of the Authorized Capital of the Bank. Until the Bank's Reserve Fund reaches the amount specified herein, it shall be formed through mandatory contributions paid annually in the amount of five percent of the Bank's net profit.

58. If there are no other funds, the Bank's Reserve Fund shall be intended to cover the Bank's losses, pay off the Bank's corporate bonds, distribute dividends on preferred shares and redeem the Bank's shares.

59. The Bank's losses shall be covered from the Reserve Fund. If the Reserve Fund has insufficient funds to cover losses, the Supervisory Board of the Bank shall decide on the sources of compensation.

60. The Bank's net profit shall be distributed in accordance herewith and the decisions of the General Meeting of Shareholders.

## **IX. BANK MANAGEMENT**

61. The Bank's Management Bodies include:  
General Meeting of Shareholders;  
Supervisory Board;  
Management Board.

62. The Supervisory Board and the Management Board shall manage the activities of the Bank within the powers established by the Bank's Articles of Association, the decisions of the General Meeting of Shareholders and the current laws of the Republic of Uzbekistan.

The effective organization of the Bank's activities, the attraction of foreign investors' contributions to the Authorized Capital, and the cooperation of managers and representatives of personnel shall be carried out according to the Corporate Governance Code and other internal documents of the Bank.

63. Members of the Supervisory Board and the Management Board, as well as key employees, shall have the unassailable business reputation, experience, knowledge and skills necessary to ensure effective management of banking risks, to make sound decisions within their powers, always follow the laws on the banks and banking activity.

64. Members of the Management Board and key employees of the Bank may work in other companies on a part-time basis with the consent of the employer, except in cases where their employment in other banks and companies may lead to a conflict of interest.

65. The Bank shall agree with the Central Bank on the members of the Supervisory Board and the Management Board, as well as the nominees for important positions before hiring them. The Central Bank shall approve the terms of assessment, documents required for assessment, criteria for the compliance with qualification requirements, as well as the procedure for their approval by the members of Supervisory Board and the Management Board.

66. The Bank shall develop and approve the Corporate Governance Code.

### **General Meeting of Shareholders**

67. The General Meeting of Shareholders is the Supreme Governing Body of the Bank.

68. The competence of the General Meeting of Shareholders includes:

68.1. amendments and additions to the Bank's Articles of Association or approval of its new edition, except for amendments and additions related to an increase in the Authorized Capital and a decrease in the number of declared shares made based on the decision of the Supervisory Board;

68.2. reorganization of the Bank;

68.3. liquidation of the Bank, appointment of the Liquidation Commission and approval of interim and final liquidation balance sheets;

68.4. determination of the number of members of the Supervisory Board, election of its members, and early termination of their powers;

68.5. formation and determination of the number of members of the Minority Shareholders Committee, election of its members and early termination of their powers;

68.6. setting the maximum number of authorized shares;

68.7. reduction of the Bank's Authorized Capital;

68.8. purchase of own shares in the manner and in the cases established by the law according to the consent of the Central Bank;

68.9. approval of the organizational structure of the Bank;

68.10. deciding on the audit company to provide the mandatory audit services, the amount of remuneration to be paid and conclusion or termination of the contract therewith;

68.11. approval of the Chairman of the Board appointed by the Supervisory Board;

68.12. election of the Bank Auditor and early termination of his/her powers;

68.13. approval of the Provisions on General Meeting of Shareholders, the Minority Shareholders Committee, the Supervisory Board, the Bank's Management Board and the Bank Auditor, as well as Provision on remuneration of the members of the Supervisory Board, the Corporate Governance Code, as well as amendments and additions thereto;

68.14. approval of the annual report, as well as the strategy for the medium- and long-term development of the Bank based on the main purposes and objectives of the Bank;

68.15. distribution of profits and losses of the Bank;

68.16. hearing of the Supervisory Board's reports and the Bank Auditor's conclusions on the matters within their competence, including on the compliance with the laws on the management of the bank;

68.17. deciding on the issue of securities derivatives;

68.18. deciding on non-application of the shareholder's preemptive right established by the legislation of Uzbekistan when purchasing shares and equity securities convertible into shares;

68.19. deciding on transactions with persons related to (affiliated with) the Bank in cases established by the legislation;

68.20. approval of the rules of the General Meeting of Shareholders;

68.21. splitting and consolidation of shares;

68.22. deciding on concluding a major transaction on the sale or purchase of property, the book value of which is more than fifty percent of the net assets of the Bank as of the date of deciding on the transaction;

68.23. review of reports and other documents of the Supervisory Board and the Management Board on measures taken to achieve the Bank's Development Strategy;  
68.24. setting of maximum amount of donations, sponsorships and grants;  
68.25. deciding on other issues stipulated by the legislation of the Republic of Uzbekistan and herein.

69. Decisions on the issues specified in sub-paragraphs 68.1, 68.2, 68.3, 68.6, 68.17, 68.21, 68.24 of paragraph 68 hereof shall be made by the General Meeting of Shareholders by a majority (simple majority) of three-fourths of the shareholders holding voting shares.

70. The General Meeting of Shareholders shall be entitled to decide on issues not included in the agenda, as well as to change the agenda.

71. The Bank shall hold an annual General Meeting of Shareholders (Annual General Meeting of Shareholders). The General Meeting of Shareholders shall be held not later than June 30 each year.

If necessary, the Supervisory Board of the Bank shall be entitled to convene the annual General Meeting of Shareholders before the deadline specified in this paragraph hereof subject to prior notification of shareholders in the manner prescribed by applicable law.

The General Meeting of Shareholders can use information and communication technologies enabling participation in the General Meeting, discussion of agenda items and deciding on issues put to vote.

72. Shareholders registered in the Bank shareholders register, which is formed three business days before the date of the General Meeting of Shareholders have the right to participate in the General Meeting of Shareholders.

73. Notice of the General Meeting of Shareholders shall be published in the Single Portal of Corporate Information, on the official website of the Bank, in the media, as well as sent by e-mail to shareholders not later than twenty-one days, but not earlier than thirty days before the date of the General Meeting of Shareholders.

74. The information (documents) to be submitted to shareholders when preparing for the General Meeting of Shareholders includes the annual report of the Bank, the opinion of the Bank's Auditor and the Audit Organization on the results of the verification of annual financial and economic activities of the Bank, the conclusion of the Bank's Supervisory Board on the possible extension of the term, renegotiating or terminating the contract with the Chairman of the Management Board, as well as information on candidates for membership in the Supervisory Board, the Bank Auditor and the Minority Shareholders Committee of the Bank, the draft changes and amendments to the Articles of Association of the Bank or the draft thereof in the new edition.

75. Shareholders (shareholder) owning at least one percent of the total voting shares of the Bank shall:

not later than ninety days after the end of the financial year of the Bank, have the right to put issues on the agenda of the Annual General Meeting of Shareholders and nominate candidates for the Supervisory Board and the Bank Auditor with a number not exceeding the number of members of this body;

have the right to request the convening of the Supervisory Board's meeting and propose on its agenda, distribution of profit, candidates for the management and control bodies with the right to substitute them before the General Meeting of Shareholders.

76. The Extraordinary General Meeting of Shareholders shall be held on its own initiative

based on the decision of the Supervisory Board at the written request of the Bank Auditor, as well as at the written request of the shareholder (shareholders) holding at least five percent of the Bank's voting shares as of the date of submission of a written request.

The Central Bank has the right to demand from the Supervisory Board of the Bank to hold an Extraordinary General Meeting of Shareholders to study the issues set by the Central Bank, including issued on the increase of the Bank's capital to the extent that can ensure the financial stability of the Bank.

77. The right to participate in the General Meeting of Shareholders shall be exercised personally by a shareholder or through his/her representative. A shareholder has the right to replace his/her representative at the General Meeting of Shareholders at any time or to attend the meeting in person.

78. A shareholder's representative shall act at the General Meeting of Shareholders on the basis of a power of attorney drawn up in writing. The voting power of attorney shall contain information about the person authorized and represented (full name, place of residence or location, passport details). A power of attorney to vote on behalf of an individual shall be notarized. A power of attorney issued on behalf of a legal entity shall have the signature of its head and the seal of that legal entity.

79. The General Meeting of Shareholders shall be competent (has a quorum) if, at the time of the end of registration, shareholders (their representatives), having in total more than fifty percent of the votes of the placed voting shares of the Bank, have registered to participate in the General Meeting of Shareholders.

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

The repeated General Meeting of Shareholders convened in place of the failed meeting shall be eligible if, at the time of the end of the registration, shareholders (their representatives), holding in aggregate more than forty percent of the votes of the placed voting shares of the Bank, have registered for participation.

80. Voting on the agenda of the General Meeting of Shareholders involves voting ballots or remote information and communication technologies.

The form and text of voting ballots shall be approved by the Supervisory Board, except in cases when the Extraordinary General Meeting of Shareholders is convened not by the Supervisory Board. The voting ballot shall be given to the registered shareholder (his/her representative) to participate in the General Meeting of Shareholders.

A person participating in the General Meeting of Shareholders of the Bank shall be allowed to make a copy of the voting ballot filled in by him/her at his/her own expense.

When voting remotely using information and communication technologies on the agenda of the General Meeting of Shareholders, voting ballots are not used. Moreover, the legality of the decision taken on the issues put to the vote is confirmed by an electronic digital signature used when registering a shareholder to participate in the General Meeting of Shareholders.

81. When voting on the issue relating to the election of a member of the Bank's Supervisory Board or the Bank Auditor, the voting ballot shall include information about the candidate, his/her last name, first name, patronymic.

82. The Counting Commission shall determine the quorum of the General Meeting of Shareholders, clarify the issues arising on the exercise by shareholders (their representatives) of the right to vote at the General Meeting, explain the voting procedure on issues put to the vote,

ensure the established voting procedure and the shareholders' right to vote, count the votes and sum up the voting results, draw up a protocol on the voting results, transfer voting ballots to the archive of the Bank.

83. Minutes of the General Meeting of Shareholders shall be drawn up in duplicate not later than ten days after the closing of the General Meeting of Shareholders. The Chairman of the General Meeting and the Secretary of the General Meeting shall sign both copies.

84. In order to protect the rights and legitimate interests of minority shareholders, the Bank may establish the Minority Shareholders Committee consisting of minority shareholders.

Proposals for candidates to the Minority Shareholders' Committee shall be submitted to the Bank in the manner and within the time limits provided for the submission of proposals on candidates to the Supervisory Board.

Shareholders attending the General Meeting of Shareholders, who did not nominate candidates for the Bank's Supervisory Board or whose candidates were not elected to the Supervisory Board at the General Meeting of Shareholders, shall participate in the election of members of the Minority Shareholders' Committee.

The Minority Shareholders' Committee may not include the Chairman of the Management Board, members of the Management Board, as well as persons elected to the Supervisory Board and the Auditor of the Bank.

The powers of the Minority Shareholders' Committee include:

participation in the preparation of proposals on major transactions and agreements with affiliates submitted for consideration of the General Meeting of Shareholders or the Supervisory Board;

review of minority shareholders' appeals related to the protection of their rights and legitimate interests;

submission of appeals to the competent government agency for regulation of the securities market on the protection of the rights and legitimate interests of minority shareholders;

consideration of other issues according to the regulations and the Bank's Articles of Association.

Decisions of the Minority Shareholders' Committee shall be taken by a simple majority vote. Meetings of the Minority Shareholders' Committee shall be valid if at least three-fourths of the persons elected as members are present.

At least 3 (three) members shall be elected as members of the Minority Shareholders' Committee.

The Minority Shareholders' Committee shall report annually to the General Meeting of Shareholders on the decisions taken.

The Chairman of the Minority Shareholders' Committee shall be elected by a majority vote by the members of this Committee.

The Chairman of the Minority Shareholders' Committee has the right to use the documents of the Bank on all issues within the competence of the Minority Shareholders' Committee.

The procedure for the activities of the Minority Shareholders' Committee shall be approved by the competent government agency for regulation of the securities market.

The Minority Shareholders' Committee shall not be entitled to interfere in the commercial operations of the Bank, and minority shareholders are not allowed to interfere in the activities of the Bank's Management by unreasonably requesting documents and confidential information using commercial and banking secrets.

The Supervisory Board or the Management Board also shall not be entitled to interfere in the activities of the Minority Shareholders' Committee.

### **Supervisory Board**

85. The Supervisory Board of the Bank shall generally manage the Bank's activity, shall



supervise and control the decision-making process of the Bank, and shall be generally responsible for the operations and financial stability of the Bank.

86. The Supervisory Board shall determine the organizational structure of the Bank, ensuring the effective and efficient management of the Bank, including the distribution of powers and responsibilities among the members of the Bank's senior managers, the prevention and elimination of conflicts of interest, and shall monitor and control the implementation thereof.

87. The members of the Supervisory Board shall promote sound corporate governance of the Bank and take into account the legitimate interests of the Bank, its depositors and shareholders when exercising powers and obligations, as well as ensure effective cooperation with the Central Bank.

88. The Supervisory Board shall protect the rights and interests of the Bank's shareholders and manage the Bank's general activities, except for issues classified by the laws of the Republic of Uzbekistan and these Articles of Associations to the competence of the General Meeting of Shareholders.

89. The competence of the Supervisory Board includes:

89.1. increase the role of shareholders, including minority shareholders in the strategic management of the Bank, the introduction of modern corporate governance methods based on international experience, the determination of the Bank's priorities including the improvement of the efficiency of material, technical, financial and labor resources;

89.2. convening annual and extraordinary General Meetings of Shareholders, except as provided by the laws and these Articles of Association;

89.3. preparation of the agenda of the General Meeting of Shareholders, as well as the submission of the necessary information on the agenda;

89.4. specification of the date, time, and place of the General Meeting of Shareholders;

89.5. specification of the date of formation of the Bank shareholders register for notifying the General Meeting of Shareholders;

89.6. reorganization and liquidation of the Bank, making amendments and additions to the Bank's Articles of Association or approval of its new edition, approval of the annual report, distribution of profits and losses of the Bank, audit (except for the mandatory audit), determination of the maximum amount of payment for the services of an audit organization and the conclusion (termination) of an agreement therewith), submission of the above for consideration by the General Meeting of Shareholders;

89.7. organization of the evaluation of the market value of property;

89.8. approval of the Bank's policies and annual business plan, with the Bank's business plan for the next year to be approved by the Bank's Supervisory Board not later than December 1 of the current year;

89.9. appointment of the Chairman of the Bank's Management Board or early termination of his/her powers, and subsequent submission of this issue to the General Meeting of Shareholders for approval. In the manner prescribed by law and internal documents of the Bank, the decision to appoint the Chairman of the Board of the Bank may be based on a competition in which foreign managers may also participate;

89.10. election (appointment) of members of the Bank's Management Board and early termination of their powers;

89.11. appointment of an audit committee consisting only of members of the Supervisory Board of the Bank, the internal audit department and appointment of its staff, as well as the quarterly study of its reports;

89.12. establishment of the Information Technology Committee (IT Committee) and the Bank Risk Control Committee;

- 89.13. recommending on fees and compensations to be paid to the Bank Auditor;
  - 89.14. recommending on the amount of dividends, form, and procedure for its payment;
  - 89.15. use of the Bank's reserve fund and other funds;
  - 89.16. establishment of branches and representative offices of the Bank;
  - 89.17. establishment, reorganization and liquidation of subsidiaries and affiliates;
  - 89.18. making unanimous decision to enter into a major transaction for the purchase or sale of a property, the book value or purchase cost of which is from fifteen to fifty percent of the net assets of the Bank as of the date of deciding on entering into transaction. If the Supervisory Board fails to reach a unanimous decision on the conclusion of a major transaction, according to the decision of the Supervisory Board this issue may be submitted for the decision of the General Meeting of Shareholders;
  - 89.19. conclusion of transactions related to the Bank's participation in commercial and non-commercial organizations in the manner prescribed by law;
  - 89.20. deciding on the repurchase of corporate bonds of the Bank;
  - 89.21. deciding on concluding transactions with affiliates of the Bank, except for cases when the decision to conclude such transaction falls into the competence of the General Meeting of Shareholders according to the laws and these Articles of Association;
  - 89.22. deciding on the issuance of corporate bonds, savings, and deposit certificates;
  - 89.23. determination of the share offering price (issue of securities on the stock market) according to the laws and these Articles of Association;
  - 89.24. determination of the amount of fees and (or) compensations paid to the Management Board of the bank;
  - 89.25. approval of internal documents of the Bank determining the operating procedures of the structural subdivisions and branches, except for internal documents within the competence of the General Meeting of Shareholders and the Bank's Management Board according to the laws of the Republic of Uzbekistan and these Articles of Association;
  - 89.26. access to any documents related to the activities of the Bank's Management Board and obtaining them from the Board or, on its behalf, from the responsible persons to perform the tasks assigned to the Supervisory Board. The Supervisory Board and its members may use the received documents only for official purposes;
  - 89.27. establishment of committees under the Supervisory Board and approval of their regulations, as well as regulations of the internal audit service and internal control service;
  - 89.28. deciding on the terms of donations, sponsorships, and non-discriminatory assistance under the business plan set by the General Meeting of Shareholders and approved for the current year while disclosing to all shareholders. In this case, the amount of donations, sponsorships, or grants shall be determined annually by the annual General Meeting of Shareholders;
  - 89.29. prevention and settlement of conflicts of interests (disagreements between the Bank's property and other interests, its departments and (or) employees, customers, which may lead to further inconvenience for the Bank and (or) customers) in the Bank;
  - 89.30. initial consent to third parties for placing expert reports on banking activities on the Bank's website or information and the Internet information and telecommunication network;
  - 89.31. increase in the Authorized Capital of the Bank by issuing additional shares, as well as amending and adding the Bank's Articles of Association on the increase of its Authorized Capital and the decrease in the number of authorized shares;
  - 89.32. Bank's deciding on the issue of corporate bonds convertible into shares;
  - 89.33. dealing with other issues within the competence of the Supervisory Board according to the Law, these Articles of Association, the Regulations on the Supervisory Board, and other internal documents of the Bank.
- The issues that are within the competence of the Supervisory Board may not be transferred to the Bank's Management Board for deciding.

## 90. Responsibilities of the Supervisory Board:

- exercising powers in the interests of the Bank's shareholders;
- qualified management of the Bank;
- approval of long-term and short-term business plans of the Bank as agreed with the Management Board;
- current control over the Bank's business activities, accuracy of 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 policies, and other internal policies of the Bank, including identifying, managing, monitoring and communicating risks, maintaining the Bank's capital adequacy;
- control over the formation of reserves against possible losses on assets divided according to assets classification, as well as ensuring the keeping of the Bank's capital and general reserves at a sufficient level;
- approval of the procedure for prevention and elimination of conflicts of interest;
- approval of plans to restore the financial situation of the Bank;
- control over the Bank's Management Board;
- control over the implementation of the adopted business plan of the Bank, as well as the study of quarterly reports of the Bank's Management Board on the Bank's work results;
- organization of the Bank's internal audit department, as well as the assessment of compliance with the Bank's strategies and policies by the Bank's Management Board based on quarterly reports of the Bank's internal audit service;
- study, discussion, and challenge of information, proposals, and clarifications provided by members of the Management Board;
- monitoring and regular evaluation of the effectiveness of the business management system, including the principles of Bank management, and taking appropriate measures to eliminate the identified deficiencies;
- submission of a report on the ongoing supervisory and control activities at least once a year to the General Meeting of Shareholders;
- approval of annual financial statements and ensuring the integrity of the accounting and financial reporting systems;
- ensuring the compliance with prudential requirements considering the long-term financial interests of the Bank and the requirements to the capital established by the Central Bank.
- control over the compliance with the Bank's Regulation on Internal Control.

91. The Supervisory Board shall include 5 members. The General Meeting of Shareholders shall elect the members of the Supervisory Board for one year. Persons elected to the Supervisory Board may be re-elected indefinitely.

Members of the Management Board and the Chairman of the Management Board, as well as persons employed by the Bank according to employment contract may not be members of the Supervisory Board. The majority of members of the Supervisory Board should not relate to the Bank, except for their membership in the Supervisory Board.

In addition to shareholders, scientists and banking experts can also be elected as members of the Supervisory Board.

Members of the Supervisory Board shall comply with the judgment freedom requirements.

A person cannot be elected to the Supervisory Board of the Bank, or the elected person shall be deprived of the right to membership in the Supervisory Board if:

- the person is or intends to become a member of the Supervisory Board of two or more banks, except for the cases when these banks belong to one banking group;
- the Central Bank requests to terminate the powers of the person beforehand.

The Supervisory Board shall consist of at least one independent member who may be re-elected annually.

The following person may act as independent member of the Supervisory Board:

- the person who have not worked in the Bank and (or) the Bank affiliate within the last three

years;

the person who is not a shareholder of the Bank and (or) the founder (shareholder, member) of the Bank affiliate;

the person who does not have civil law relations with a major customer and (or) major suppliers of the Bank and (or) with the Bank affiliate. Herewith, major customers and major suppliers are the individuals with a valid contract with the total price exceeding two thousand minimum wages.

the person who had no agreements with the Bank and (or) Bank affiliate, with the exception of agreements related to the performance of duties and functions of a member of the Supervisory Board;

the persons who are not the spouse, parent(s) (foster parents), blood (own) child, blood brothers, sisters of a person who has been a member of the management and internal control bodies of the Bank or its affiliates for the last three years or in practice;

the persons who are not employees of the government or a state enterprise.

92. The members of the Supervisory Board shall be elected by cumulative voting.

In cumulative voting, the number of votes for each shareholder is multiplied by the number of persons to be elected to the Supervisory Board, and the shareholder shall be entitled to give the votes in full to one candidate or to distribute them between two or more candidates.

The candidates who receive the most votes shall be considered elected to the Supervisory Board.

93. The Chairman of the Supervisory Board shall be elected by the members of the Supervisory Board from among the members of the Supervisory Board by a majority vote of the total number of members.

94. The Chairman of the Supervisory Board shall organize its work, convene and chair the meetings of the Supervisory Board, organize the minutes of the meetings and chair the General Meeting of Shareholders, and conclude an employment contract on behalf of the Bank to hire the Chairman of the Board.

In the absence of the Chairman of the Supervisory Board, his/her duties shall be performed by one of the members of the Supervisory Board.

95. Meetings of the Supervisory Board can be convened at the request of the Chairman of the Supervisory Board, a member of the Supervisory Board, the Bank Auditor, a member of the Management Board, shareholders of the Bank holding at least one percent of ordinary shares, the head of the internal audit service, the external auditor and other persons as provided by the laws.

96. The Supervisory Board shall be convened at least once a month.

97. The quorum for holding a meeting of the Supervisory Board of the Bank shall not be less than 80 percent of the members elected to the Supervisory Board.

If the number of members of the Supervisory Board of the Bank is less than 80% of the number provided herein, an extraordinary General Meeting of Shareholders shall be convened to elect a new membership of the Bank's Supervisory Board. The remaining members of the Supervisory Board shall be entitled to decide to convene such an extraordinary General Meeting of Shareholders, as well as to appoint an acting chairman in case of early termination of the powers of the Chairman of the Management Board.

98. The decisions of the Supervisory Board shall be taken by a majority vote of those present at the meeting, except for the cases when decisions are made on the issues specified in clauses **89.18, 89.21, 89.31, and 89.32** hereof, as the decisions on these issues shall be taken by the

Supervisory Board unanimously. If it is not possible for the Supervisory Board to take a unanimous decision on these issues, the Supervisory Board shall submit these issues to the General Meeting of Shareholders of the Bank for dealing with them.

If the Supervisory Board has the equal number of votes, the Chairman of the Supervisory Board shall have a casting vote.

No member of the Supervisory Board shall be allowed to vote for another member of the Supervisory Board.

99. The minutes shall be kept at the meeting of the Supervisory Board, which shall be drawn up and approved no later than 10 (ten) days after the meeting.

The minutes of the meeting of the Supervisory Board shall be signed by the members of the Supervisory Board who are present at the meeting and are responsible for the accuracy of the minutes of the meeting.

Decisions of the Supervisory Board may be made unanimously by all members of the Supervisory Board by virtue of absentee voting (by inquiry).

The minutes of the meeting of the Supervisory Board shall be submitted to the Management Board for execution on the day of signing. If the Supervisory Board decides to convene the General Meeting of Shareholders, information on this decision shall be provided to the Management Board of the Bank on the day of the meeting of the Supervisory Board.

### **Board of the Bank**

100. The Management Board of the Bank is the executive body of the Bank, which carries out operational management of the Bank according to the strategy and management system approved by the Supervisory Board of the Bank and takes full responsibility for the Bank's activities. The Management Board shall be headed by the Chairman.

The Management Board of the Bank has no right to decide on issues within the competence of the General Meeting of Shareholders or the Supervisory Board according to the laws and the Bank's Articles of Association.

The Management Board of the Bank shall be accountable to the Supervisory Board and the General Meeting of Shareholders.

101. The Management Board of the Bank shall consist of 7 (seven) members. The Management Board of the Bank consists of the Chairman, his/her deputies, the Chief Accountant, and the head of the Bank's legal department. The heads of the main divisions of the Bank may also be the members of the Management Board.

102. The Chairman of the Management Board of the Bank shall be appointed based on the decision of the Supervisory Board for a term of one year with the final approval by the General Meeting of Shareholders. In the manner prescribed by law and internal documents of the Bank, the decision to appoint the Chairman of the Management Board of the Bank may be made on the basis of a competition in which highly qualified foreign managers may also participate.

Members of the Management Board shall be appointed by the Supervisory Board for a term of one year.

A shareholder or his/her representative who is a member of the Management Board shall not have the right to vote on the election of members of the Management Board.

The agreement with the Chairman and the members of the Management Board shall be signed by the Chairman of the Supervisory Board or a person authorized by the Supervisory Board.

103. The competence of the Bank's Management Board includes all issues related to the day-to-day management of the Bank's activities, except for the issues included in the competence of the General Meeting of Shareholders or the Supervisory Board according to the laws of the

Republic of Uzbekistan, these Articles of Association, and other internal documents.

The Management Board of the Bank shall:

103.1. enforce the compliance with the decisions of the General Meeting of Shareholders and the Supervisory Board;

103.2. coordinate the work of the Bank's business units, introduce modern methods of corporate governance based on material, technical, financial, and labor resources; create favorable conditions for the Bank to attract foreign investment, organize training and professional development courses for management staff in cooperation with leading foreign educational institutions, as well as attract highly qualified foreign managers to senior positions in the Bank;

103.3. approve regulations, procedures, rules for business units of the Bank, except for regulations on internal control and internal audit department of the Bank and other internal documents approved by the General Meeting of Shareholders and the Supervisory Board;

103.4. decide on transactions related to the acquisition or alienation or possible alienation by the Bank of property, if the balance sheet value of the alienated property or the value of the acquired property is from five to fifteen percent of the Bank's net assets as of the date of the decision to conclude such transactions;

103.5. organize banking service centers in the Republic of Uzbekistan;

103.6. establish committees under the Management Board of the Bank and approve their regulations;

103.7. decide on important issues related to the daily activities of the Bank;

103.8. quarterly review the deficiencies and violations identified by the Bank's internal audit department and take measures to eliminate them;

103.9. analyze in detail the results of external audits and inspection (audit) reports conducted by the Central Bank;

103.10. take measures to develop policies for the management of the Bank, including credit, investment, issuance, bank liquidity management policies;

103.11. deal with other issues within the competence of the Management Board according to the laws, these Articles of Association, the Regulation on the Management Board, and other internal documents of the Bank.

104. The Management Board of the Bank shall:

implement strategic goals, Corporate Governance Code, and other internal policies of the Bank, including identifying, managing, monitoring risks and informing about them, maintaining capital adequacy at the proper level;

ensure an appropriate and transparent organizational structure of bank management, including the distribution of powers and responsibilities between the Bank employees within the limits of their competence;

control over the activities of the Bank employees;

fulfill the adopted annual business plan of the Bank, as well as periodically submit to the General Meeting of Shareholders and the Supervisory Board of the Bank a report on the progress of works, measures and sanctions applied to the Bank;

perform other duties stipulated by the Bank's Articles of Association and the laws on Banks and Banking Activities.

105. The meeting of the Management Board of the Bank shall be considered valid if at least 5 (five) members of the Management Board are present.

Decision shall be made by a majority vote of the participants in the meeting of the Management Board of the Bank. If the number of votes is equal, the Chairman of the Management Board shall have a casting vote.

A member of the Management Board may notify the Supervisory Board if he/she disagrees with the decision of the Management Board.

106. Minutes shall be kept at the meeting of the Management Board of the Bank. Minutes of the Meeting of the Bank Management Board shall be submitted to the Supervisory Board and the Bank Auditor upon their request.

Meetings of the Management Board shall be organized by the Chairman of the Management Board, who signs all documents and minutes of the Management Board meetings on behalf of the Bank, acts without a power of attorney on behalf of the Bank according to the decisions made by the Management Board.

107. The Supervisory Board shall be entitled to terminate (cancel) the agreement with the chairman and members of the Management Board if they breach their employment agreement, and these Articles of Association or cause damage to the Bank by actions (inaction).

108. If the Supervisory Board decides to terminate the powers of the Chairman of the Management Board of the Bank, the transfer of the powers of the Chairman of the Management Board of the Bank may be discussed at the same meeting or postponed for consideration at the upcoming General Meeting of Shareholders with the appointment of a person acting as Chairman of the Management Board of the Bank.

109. The Supervisory Board, which decided to terminate the powers of the Chairman of the Management Board, shall decide on the appointment of the acting Chairman of the Management Board, and convene an extraordinary General Meeting of Shareholders to resolve the issue relating to the Chairman of the Management Board.

110. Chairman of the Management Board shall:

- enforce the compliance with the decisions of the General Meeting of Shareholders and the Supervisory Board;

- act on behalf of the Bank without a power of attorney, represent its interests before other organizations;

- manage the property and funds of the Bank within the limits established by the laws of the Republic of Uzbekistan and these Articles of Association;

- approve rules, procedures, and other internal documents, except for internal documents approved by the General Meeting of Shareholders, the Supervisory Board and the Management Board of the Bank;

- sign internal documents approved by the Management Board of the Bank;

- approve the staffing tables of the Bank, banking service centers, branches, and representative offices to be opened abroad;

- issue powers of attorney;

- open correspondent, currency, clearing and other accounts in banks;

- organize the accounting and reporting procedures;

- decide on the conclusion of transactions for the purchase and sale of property, except for real estate and motor vehicles, the book value or acquisition cost of which is up to five percent of the net assets of the Bank as of the date of the decision to conclude the transaction;

- hire and dismiss employees, including heads of departments, banking service centers, branches, and representative offices;

- encourage bank employees in the manner prescribed by the laws, these Articles of Association, the General Meeting of Shareholders and the Supervisory Board of the Bank, as well as bring them to disciplinary and financial responsibility;

- issue orders and instructions that are binding on all Bank employees;

- provide organizational and technical support during the General Meeting of Shareholders, for the Supervisory Board, and the Bank Auditor;

- resolve other daily issues relating to banking activity according to the laws of the Republic of Uzbekistan and these Articles of Association.

## **X. BANK'S ACCOUNTING AND REPORTING PROCEDURE**

111. The Bank shall organize and maintain the accounting procedure according to the internal accounting policy developed subject to rules established by the Central Bank.

112. The Bank may apply International Financial Reporting Standards.

113. Bank accounting shall provide:  
reliability of management, financial, tax, supervisory, and other reports reflecting the actual financial position of the Bank and the results of its activities;  
safe management of bank assets and emerging risks;  
the opportunity for shareholders and the Supervisory Board of the Bank to monitor the financial condition of the Bank and the work of its officials.

114. The Management Board of the Bank shall be responsible for the organization, status and reliability of accounting, annual reports and other financial statements of the Bank submitted to the relevant authorities, as well as for the timely presentation of information about banking activities to shareholders, creditors on the official website of the Bank and in the media according to the current laws.

115. The Bank shall submit financial and supervisory reports to the Central Bank, as well as reports on its activities in the forms, in the manner, and within the time established by the Central Bank. The Bank shall submit consolidated, regular as well as one-time reports at the request of the Central Bank.

The Bank shall be responsible for the completeness and reliability of reports and other information submitted to the Central Bank.

The Bank shall also submit other reports according to the laws.

116. The Audit Organization (hereinafter - an independent audit organization) whose property interests are not related to the Bank or its shareholders shall approve the reliability of the financial statements, balance sheets, profit, and loss statements, and other information presented in the financial statements of the Bank and submitted to the General Meeting of Shareholders.

117. The Supervisory Board shall approve the annual report of the Bank at least 30 days before the date of the Annual General Meeting of Shareholders.

118. The Bank's operating year begins on January 1 and ends on December 31.

119. The Bank shall publish financial statements in the form prescribed by the Central Bank after the independent Audit Organization confirms the accuracy of the information contained therein.

120. Following an external audit according to the International Standards on Auditing, the Bank shall publish its annual financial statements prepared in accordance with International Financial Reporting Standards at least two weeks prior to the General Meeting of Shareholders.

121. The Bank shall disclose information about its own funds, compliance with capital requirements, liquidity, the significance of risks and other key data (ratios).

## **XI. CONTROL OVER THE FINANCIAL AND ECONOMIC ACTIVITIES OF THE BANK**

122. The Bank Auditor shall be elected by the General Meeting of Shareholders to exercise



control over the financial and economic activities of the Bank.

The Bank Auditor shall be elected for one year based on the decision of the General Meeting of Shareholders with the right of re-election.

The General Meeting of Shareholders shall determine qualification requirements for the Bank Auditor. The same person may not be elected for the position of the Bank Auditor more than three times in succession.

The Bank Auditor may not be a member of the Supervisory Board at the same time, hold another position in the management bodies of the Bank, as well as work in the Bank under an employment contract.

123. The powers and work procedure of the Bank Auditor shall be determined by the laws, these Articles of Association, and the Regulation on the Bank Auditor approved by the General Meeting of Shareholders.

124. The financial and economic activities of the Bank shall be audited at the initiative of the Auditor, the General Meeting of Shareholders, the Supervisory Board, or at the request of a shareholder (shareholders) holding at least five percent of the Bank's voting shares subject to the condition that the Supervisory Board is notified thereof.

125. The Bank Auditor shall check the compliance with the regulations governing the activities of the Bank, the effectiveness of the internal control system, credit, settlement, and other transactions carried out by the Bank (full or random inspection), safeguard of cash, and other property in Bank.

126. Based on the results of the audit of the financial and economic activities of the Bank, the Bank Auditor shall draw up a opinion, which includes:

evaluation of the reliability of the information in the reports and other financial documents of the Bank;

information on violations of the procedure of accounting and submission of financial statements, as well as violations of the legislation related to financial and economic activities.

127. The Bank Auditor shall quarterly submit to the meeting of the Supervisory Board a report on transactions with affiliates or major transactions existing in the Bank, as well as on compliance with the legislation and internal documents of the Bank related to the conclusion of such transactions.

128. The Bank Auditor shall have the right to convene an extraordinary General Meeting of Shareholders according to the laws of the Republic of Uzbekistan and this Articles of Association.

129. The Internal Audit Service monitors and evaluates the work of the Management Board, banking service centers, branches, and representative offices by checking and monitoring their compliance with legislative acts, constituent, and other local acts, ensuring the completeness and reliability of data in accounting and financial reporting, rules, and procedures established for business transactions, safety of assets, as well as compliance with the requirements established by law for bank management.

130. The internal audit service shall be accountable to the Supervisory Board of the Bank.

131. The Bank shall be audited at least annually by independent audit organizations. According to the contract with the Bank in the manner prescribed by law, the audit organization shall conduct an audit of the financial and economic activities of the Bank and provide it with an

audit report.

132. At the request of the Central Bank, both the Bank activities in full and specific areas of the Bank activities can be audited.

133. The purpose of the Bank audit is to determine by an audit organization the accuracy of the financial statements and other financial information of the Bank and its compliance with accounting legislation and international financial reporting standards.

134. In addition to that provided by law, the auditor's opinion on the annual financial statements of the Bank shall contain the results of the audit conducted by the audit organization on:

the compliance with prudential standards by the Bank as of the reporting date;  
the compliance of internal control and the Bank's risk management systems with the requirements set by the Central Bank.

135. The Audit Organization shall be liable to the Bank for the damage caused by the auditor's opinion, which contains incorrect conclusion about the financial statements and other financial information of the Bank.

## **XII. REORGANIZATION AND LIQUIDATION OF THE BANK**

136. The Bank shall be reorganized according to the current laws based on the decision of the General Meeting of Shareholders, with the permission of the Central Bank, or at the request of the Central Bank.

The Bank can be reorganized by merger, acquisition, division, separation, and transformation.

In case of reorganization, relevant changes shall be made to the constituent documents of the Bank.

137. Termination of activities and liquidation of the Bank can be voluntarily or compulsory (upon revocation of the license by the Central Bank).

The basis for the termination of activities and liquidation of the Bank is the decision of:  
the General Meeting of Shareholders of the Bank on voluntary liquidation;  
the Board of the Central Bank on the compulsory liquidation of the Bank.

The Central Bank shall determine the procedure for termination and liquidation of the Bank, including in a voluntary form.

138. Voluntary liquidation shall be based on the decision of the General Meeting of Shareholders (members) of the Bank on voluntary liquidation after all claims of creditors and depositors are satisfied and with the permission of the Central Bank.

The decision to voluntarily liquidate the Bank shall be made by a majority of three-fourths of the votes of the shareholders owning the voting shares who are present at the General Meeting of Shareholders.

The Bank shall immediately notify the Central Bank in writing of the decision of the General Meeting of Shareholders to voluntarily liquidate the Bank.

139. The Bank shall be liquidated based on the decision of the Central Bank to revoke the license.

If the Bank is liquidated in a mandatory way, the Central Bank shall appoint the Liquidation Commission.

The Central Bank shall be entitled to include employees of the Central Bank in the Liquidation Commission.

140. Upon liquidation of the Bank, the interests of all creditors and depositors shall be considered. Upon completion of settlements with creditors and depositors, the remaining property of the Bank shall be distributed by the Liquidator among shareholders in the manner prescribed by law.

The disposal value of preferred shares is equal to 100% of their nominal value.

141. Liquidation of the Bank shall be considered completed from the date of the relevant record in the Banks State Register and then the Bank shall be considered liquidated.

142. The Central Bank shall enter the relevant record on the liquidation of the Bank only after the Agency for Capital Market Development of the Republic of Uzbekistan removes the Bank's securities from the Unified State Register of Emission Securities.

### **XIII. AMENDMENTS AND ADDITIONS TO THE BANK'S ARTICLES OF ASSOCIATION**

143. All amendments and additions to the Bank's Articles of Association by the decision of the General Meeting of Shareholders shall be subject to state registration.

144. Amendments and additions to the Bank's Articles of Association or adoption of its new edition are subject to state registration for the Bank registration according to the laws of the Republic of Uzbekistan.

145. Amendments and additions to the Bank's Articles of Association or adoption of its new edition shall come into force for third parties from the moment of their state registration by the Central Bank.

**Chairman of the Board  
JSC «ANOR BANK»**

*signed*

**Sh. S. Akramov**

#### **Bound and numbered**

**Includes 44 (forty four) pages**

**April 13, 2022  
Signature (signed)**

*Official round seal:  
Inside: Office of the Registrar  
Outside: Central Bank of the Republic of Uzbekistan*