

**« A P P R O V E D »**

**by the General Meeting of  
Shareholders  
«ANOR BANK» JSC  
\_\_\_\_\_, 2020**

**(minute № \_\_\_\_\_)**

Chairman of the Supervisory Board

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

**Tashkent-2020**

## **I. GENERAL PROVISIONS**

1. The present Regulation has been developed in compliance with the Civil Code of the Republic of Uzbekistan, the laws of the Republic of Uzbekistan “On the Central Bank of the Republic of Uzbekistan”, “On Banks and Banking Activity”, “On Joint-Stock Companies and Protection of Shareholder Rights” (new edition) and other legislative acts, along with the Charter and the Code of Corporate Governance of “ANOR BANK” JSC.

2. This Regulation specifies the procedure for the preparation and conduction of the General Meeting of Shareholders of “ANOR BANK” JSC, the principles of decision-making and organization of control over their fulfillment.

3. The General Meeting of Shareholders is the supreme governing body of “ANOR BANK” JSC (hereinafter – “the bank”).

4. Establishing the regulations and procedures of the General Meeting of Shareholders of the bank in such a way as to ensure equal treatment of all shareholders is a prerequisite for respecting the rights and legitimate interests of shareholders of the bank.

5. It shall be obligatory for the bank to hold a General Meeting of Shareholders (Annual General Meeting of Shareholders) on an annual basis. The General Meeting of Shareholders shall be held on June 30 of each year. If the above mentioned day is a non-working day, then the day of the General Meeting of Shareholders shall be considered the working day after June 30 of the respective year.

In case of necessity, the Supervisory Board of the bank shall be entitled to convene the Annual General Meeting of Shareholders in advance of the date stipulated in this paragraph, having notified the shareholders thereof in accordance with the procedure established by the current legislation.

6. The Annual General Meeting of shareholders shall address the issues of election of the Supervisory Board of the bank and the Auditor of the bank, the Committee of Minority Shareholders of the bank, on the possibility of prolongation or termination of the contract with the Chairman of the Management Board of the bank, adoption of decision on audit inspection, determination of the audit organization and the limiting amount of payment for its services, along with annual reports, distribution of its profit and losses and other issues provided for by the legislation and the Charter of the bank.

7. Any General Meeting of Shareholders held other than annual General Meetings of Shareholders shall be considered extraordinary.

8. The date of holding General Meeting of Shareholders, form of notification of shareholders about its arrangement, the list of materials (information) to be provided to shareholders in preparation to holding of the General Meeting of Shareholders shall be established by the Supervisory Board of the bank.

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

9. The exclusive competence of the General Meeting of Shareholders shall include the following:

9.1. making amendments and supplements to the Charter of the bank or approving the Charter of the bank in a new edition;

9.2. restructuring the bank;

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

9.4. establishment of the quantitative composition of the Supervisory Board of the bank, election of its members and premature termination of their authorities;

9.5. establishment and determination of the quantitative composition of the Minority Shareholders Committee of the bank, election of its members and premature termination of their powers;

9.6. determination of the ultimate amount of the authorized shares;

- 9.7. increase of the authorized capital of the bank;
- 9.8. reduction of the authorized capital of the bank;
- 9.9. purchase of own shares in cases and in compliance with the procedure as established by the legislation, by agreement with the Central Bank of the Republic of Uzbekistan;
- 9.10. approval of the organizational structure of the bank;
- 9.11. adoption of decision on appointment of an auditor organization for performance of mandatory audit inspection, on the maximum amount of payment to be made for its services and conclusion (termination) of a contract with such organization;
- 9.12. approval of the Chairman of the Management Board appointed by the Supervisory Board of the Bank;
- 9.13. election of the Bank Auditor and premature termination of his/her powers;
- 9.14. approval of regulations on the General Meeting of Shareholders, on the Minority Shareholders Committee, on the Supervisory Board, on the Management Board, on the Bank Auditor, on the procedure of remuneration of Supervisory Board members, on the Corporate Governance Code of the Bank, and introduction of amendments and supplements thereto;
- 9.15. approval of the annual report, along with approval of the mid-term and long-term development strategy based on the main areas and objectives of the banking activity;
- 9.16. distribution of profits and losses of the bank;
- 9.17. review of reports of the Supervisory Board of the bank and opinions of the Bank Auditor on the matters within their competence, including compliance with the requirements on bank management set forth by the legislation;
- 9.18. decision making on issuance of corporate bonds convertible into shares by the bank;
- 9.19. taking a decision on issuing derivative securities;
- 9.20. adoption of a decision on non-application of the pre-emptive right of a shareholder to acquire shares and equity securities convertible into shares, stipulated by the legislation of the Republic of Uzbekistan;
- 9.21. adoption of decisions on the conclusion of transactions with related (affiliated) persons of the bank in cases, stipulated by the legislation;
- 9.22. approval of the regulations of the General Meeting of Shareholders;
- 9.23. splitting and consolidation of shares;
- 9.24. adoption of decisions on execution of a major transaction, the subject of which is property, the book value or acquisition cost of which exceeds fifty percent of the net asset value of the bank on the date of adoption of a decision on execution of this transaction;
- 9.25. review of reports and other documents, measures taken to achieve the bank development strategy by the Supervisory Board and the Management Board of the bank;
- 9.26. establishment of the upper limit of the amount of charity, sponsor and gratuitous assistance;
- 9.27. resolution of other matters stipulated by the legislation of the Republic of Uzbekistan, the Charter of the bank and this Provision.

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

10. Shareholders recorded in the register of shareholders of the bank formed 3 working days prior to the date of holding of the General Meeting of Shareholders shall have the right to attend the General Meeting of Shareholders.

11. The register of shareholders of the bank shall be formed by the Central Securities Depository which performs the functions of the central registrar on the basis of instruction of the bank.

At the request of a shareholder the bank shall be obliged to submit to him/her the information on his/her inclusion in the register of shareholders of the bank formed for holding of the General Meeting of Shareholders.

12. No amendments and supplements shall be made to the register of shareholders of the bank, with the exception of the case of restoration of violated rights of persons not included in the said register as of the date of its formation, or correction of errors made in the course of its formation.

13. The right to attend the General Meeting of Shareholders shall be exercised by a shareholder in person or through his representative. A representative of a shareholder at the General Meeting of Shareholders shall act on the basis of a power of attorney in the written form. The power of attorney to vote shall contain information on the person being represented and the representative (name or title, place of residence or location, passport data). A power of attorney to vote on behalf of a physical person must be verified by a notary. A power of attorney to vote on behalf of a legal entity shall be issued under the signature of its head, accompanied by the seal of such legal entity. The Head of Internal Audit Service of the bank, members of the Minority Shareholders Committee of the bank, the Supervisory Board of the bank and the Management Board of the bank, the Auditor of the bank, and the persons invited by the Supervisory Board of the bank may also be present at the General Meeting of Shareholders.

14. In order to participate in the General Meeting of Shareholders, shareholders or their representatives must register at the place and time specified in the notice of the meeting.

15. A registration list shall be compiled in compliance with the register of shareholders of the bank. The registration list shall be stapled, numbered, stitched and sealed with the seal of the bank.

16. Upon holding of the General Meeting of Shareholders, the shareholders (their representatives) shall sign the registration list and receive a ballot paper for voting based on the number of voting shares of each shareholder, as specified by the data of the shareholder register of the bank and materials (information) related to proposed issues.

17. In case an attendee of the General Meeting of Shareholders submits a power of attorney to represent the interests of one or more shareholders, he/she shall be given voting ballots of the represented shareholder(s), and in the registration list opposite the name of the represented shareholder there shall be made a note: “under the power of attorney No. \_\_\_ of “\_\_\_\_\_” for \_\_\_\_\_ (number) voting shares” with specification of the name, first name, patronymic of the representative.

Shareholders who cannot personally attend the General Meeting of Shareholders may vote by e-mail (with confirmation of electronic digital signature), and also by delegating their powers to the representative or holding the General Meeting of Shareholders by videoconference according to the Procedure for holding the General Meeting of Shareholders of “ANOR BANK” JSC using the videoconferencing system (Appendix № 1 to these Regulations).

#### **IV. PREPARATIONS FOR HOLDING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

18. Preparation for holding the General Meeting of Shareholders shall be conducted by the Supervisory Board of the bank, which shall specify:

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

the agenda of the General Meeting of Shareholders;

the date of compiling the register of shareholders of the bank for notification of the General Meeting of Shareholders;

the date on which the register of shareholders of the bank shall be compiled for participation in the General Meeting of Shareholders;

the procedure of notification of shareholders of the General Meeting of Shareholders;

the list of information (materials) on the agenda to be submitted to shareholders prior to the General Meeting of Shareholders, including the position of the Supervisory Board of the bank regarding the agenda of the General Meeting of Shareholders;

the employee or unit of the bank in charge of relations with shareholders and investors;

the form and text of the voting ballot.

Any wording on the agenda of the General Meeting of Shareholders that does not contain the formulation of a specific issue (including “different”, “different”, “others”, etc.) shall not be allowed.

19. A notice of holding of the General Meeting of Shareholders shall be published on the Single Portal of Corporate Information “Openinfo.uz”, on the official web-site of the bank, in mass media, and also shall be sent to shareholders by e-mail no later than twenty-one days prior to the date of holding of the General Meeting of Shareholders on the basis of the register of shareholders of the bank.

20. The notification on holding of the General Meeting of Shareholders shall contain:

- title, location (postal address) and e-mail address of the bank;
- date, time and place of holding of the General Meeting of Shareholders;
- the date of preparation of the register of shareholders of the bank;
- items to be included to the agenda of the General Meeting of Shareholders;
- the procedure of provision to shareholders of information (materials) to be provided to shareholders in the course of preparation to the General Meeting of Shareholders.

21. The information (materials) to be submitted to the shareholders in the process of preparation to the General Meeting of Shareholders shall include the annual report of the bank, the conclusion of the Bank Auditor and the audit organization on the results of audit of the annual financial and economic activities of the bank, decisions of the Supervisory Council of the bank on the possibility of extension of term, prolongation or termination of agreement with the Chairman of the Management Board of the bank, information on candidates to members of the Minority Shareholders Committee, Supervisory Board of the bank and the Bank Auditor, the project of amendments and supplements, introduced to the Charter of the Bank or to the draft of the Charter of the bank in a new edition.

21.1. The list of additional information (materials) mandatory for provision to shareholders during preparation to the General Meeting of Shareholders may be established by the authorized state body on regulation of the securities market.

22. Shareholders (shareholder) owning in the aggregate not less than one percent of voting shares of the bank shall be entitled within 30 (thirty) days after the end of the fiscal year to introduce issues to the agenda of the annual General Meeting of Shareholders and propose candidates to the Minority Shareholders Committee, the Supervisory Board of the bank and the Bank Auditor, the number of which may not exceed the number of members of this body.

22.1. Shareholders (shareholder) shall be entitled to introduce amendments to the list of candidates nominated by them to the Minority Shareholders Committee, the Supervisory Board of the bank and the Bank Auditor within three working days from the date of publication of the notification on holding of the annual General Meeting of Shareholders.

22.2. The Shareholders with not less than 1% of ordinary shares of the bank shall be entitled to request the convocation of a meeting of the Supervisory Board of the bank and make proposals on the agenda, on the distribution of profit, on the candidates for members of the management and control bodies, subject to their replacement prior to the holding of the General Meeting of Shareholders.

Any issue on the agenda of the General Meeting of Shareholders shall be introduced in the written form with specification of reasons for its introduction, name of shareholder (shareholders) introducing the issue, number and type of shares held by him/her.

23. When making proposals on nomination of candidates to the Committee of Minority Shareholders of the bank, Supervisory Board of the bank and the bank Auditor, including those submitted in case of self-nomination, the name of candidate, number and type of shares held by him/her (in case if candidate is a shareholder of the bank), and the names of shareholders nominating the candidate, number and type of shares held by them shall be indicated.

24. The Supervisory Board of the bank shall be obliged to consider the submitted proposals and adopt decision on their inclusion in the agenda of the General Meeting of Shareholders or on

refusal to include them in the aforementioned agenda no later than 10 (ten) days after the end of the fiscal year.

25. An issue introduced by the shareholders (shareholder) shall be included into the agenda of the General Meeting of Shareholders, likewise the nominated candidates shall be included into the list of candidates for voting for election to the Minority Shareholders Committee of the bank, Supervisory Board of the bank and Bank Auditor, excluding the cases when:

- the shareholders (shareholder) have not kept the term established in clause 22 of these Regulations;
- the shareholders (shareholder) do not hold the amount of voting shares of the bank specified in clause 22 of this Regulation;
- the data on candidates to elective bodies of the bank specified in clause 23 of these Regulations is incomplete;
- proposals do not correspond to the requirements of the effective Charter of the bank and the Law of the Republic of Uzbekistan “On Joint-Stock Companies and Protection of Shareholder Rights” (new edition).

26. A motivated decision of the Supervisory Board of the bank on refusal to include an issue into the agenda of the General Meeting of Shareholders or a candidate into the list of candidates for voting for election to the Committee of Minority Shareholders of the bank, the Supervisory Board of the bank and the Bank Auditor shall be sent to shareholder (shareholders) who proposed an issue or submitted a proposal within three working days from the date of its adoption.

27. The decision of the Supervisory Board of the bank on refusal to include the issue into the agenda of the General Meeting of Shareholders or a candidate into the list of candidates for election to the Supervisory Board of the bank and the Bank Auditor is subject to appeal to the court.

## **V. PREPARATIONS FOR HOLDING AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

28. An extraordinary General Meeting of Shareholders shall be convened by decision of the Supervisory Board of the bank on the basis of its own initiative, a written request of the Bank Auditor or any shareholder (shareholders) holding not less than 5 (five) percent of voting shares of the company on the date of submission of such written request.

29. Convocation of an extraordinary General Meeting of Shareholders upon a written request of the Bank Auditor or a shareholder (shareholders) possessing not less than five (5) percent of voting shares of the bank shall be performed by the Supervisory Board of the bank within 30 (thirty) days after submission of such written request to hold an extraordinary General Meeting of Shareholders.

30. In the request to hold an extraordinary General Meeting of Shareholders, the issues to be included in the agenda of the meeting with specification of reasons for their introduction shall be stated therein.

31. The Supervisory Board of the bank shall not be authorized to make amendments to the wording of items on the agenda of extraordinary General Meeting of Shareholders convened at the request of the Bank Auditor or shareholder (shareholders) possessing not less than five (5) percent of voting shares of the bank.

32. In case the request to convene an extraordinary General Shareholders Meeting comes from a shareholder (shareholders), it shall contain the name (corporate name) of shareholder (shareholders) requesting to convene the meeting with specification of the quantity and type of shares held by such shareholder (shareholders).

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

34. A decision on convocation or refusal to convene an extraordinary General Meeting of Shareholders shall be adopted by the Supervisory Board of the bank within 10 days following the date of filing a request by the Bank Auditor or a shareholder (shareholders) possessing not less than 5 (five) percent of voting shares of the bank.

35. A decision on refusal to convene an extraordinary General Meeting of Shareholders at the request of the Bank Auditor or a shareholder (shareholders) possessing not less than five (5) percent of voting shares of the bank may be adopted in the following cases:

- the shareholder (shareholders) requesting to convene an extraordinary General Meeting of Shareholders does (do) not own at least 5 (five) percent of the voting shares of the bank as of the date of filing the requirements;

- none of the matters proposed for inclusion in the agenda of the Extraordinary General Meeting of Shareholders is attributed to its competence;

- the issue proposed for inclusion in the agenda does not correspond to the requirements of the legislation.

36. The decision of the Supervisory Board of the bank on convocation of an extraordinary General Meeting of Shareholders or a motivated decision on refusal to convene it shall be forwarded to the persons requesting its convocation not later than three days from the date of its adoption.

37. The decision of the Supervisory Board of the bank on refusal to convene an extraordinary General Meeting of Shareholders is subject to appeal to the court.

38. If within 30 (thirty) days the Supervisory Board of the bank fails to make a decision on convocation of an extraordinary General Meeting of Shareholders or makes a decision on refusal to convene it for reasons not specified in clause 35 of this Regulation, an extraordinary General Meeting of Shareholders may be convened by persons requesting its convocation. In this case, all expenses related to preparation to the General Meeting of Shareholders may be reimbursed by the decision of the General Meeting of Shareholders at the expense of the funds of the bank.

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

39. The General Meeting of Shareholders shall be legally competent (has a quorum) if, by the end of registration for participation in the General Meeting of Shareholders, the shareholders (their representatives) possessing in the aggregate more than fifty (50) percent of votes of the distributed and placed voting shares of the bank have registered.

40. In the absence of quorum for holding of the General Meeting of Shareholders, the date of holding of a reconvened General Meeting of Shareholders shall be announced. It shall not be allowed to change the agenda when holding a new General Meeting of Shareholders.

41. The reconvened General Meeting of Shareholders convened instead of the failed meeting shall be competent if at the moment of termination of registration the shareholders (their representatives) possessing in total more than 40 (forty) percent of votes of placed voting shares of the bank registered for participation in such meeting.

42. A notification of holding of a new General Meeting of Shareholders shall be performed in accordance with the procedure stipulated by these Regulations.

43. If the date of holding of the General Meeting of Shareholders is postponed due to the lack of quorum for less than 20 days, the shareholders entitled to participate in the General Meeting of Shareholders shall be specified in compliance with the register of shareholders entitled to participate in the General Meeting of Shareholders that failed to take place.

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

44. The procedure for conducting the General Meeting of Shareholders shall be approved in compliance with this Regulation upon each General Meeting of Shareholders.

45. The procedure of conducting the General Meeting of Shareholders shall envisage the starting and supposed ending time of the meeting, duration of speeches and breaks, the sequence of issues on the agenda, the names and positions of speakers on the issues included in the agenda, the procedure of voting and announcement of voting results.

46. The General Meeting of Shareholders shall be called to order by the chairman of the Supervisory Board of the Bank, who proposes to elect working bodies - presidium, counting Committee and the secretary of the General Meeting of Shareholders.

47. The presidium, the chairman and the secretary of the General Meeting of Shareholders shall be elected at the General Meeting of Shareholders. Herewith, the presidium of the General Meeting of Shareholders shall include, ex officio, the Chairman of the Supervisory Board of the bank. Members of the Committee of Minority Shareholders of the bank, the Supervisory Board of the bank, the Bank Auditor and the Management Board shall not be approved by the secretary of the General Meeting of Shareholders.

48. The Chairman of the General Meeting of Shareholders shall be in charge of managing the course of the meeting, coordinating the actions of the working bodies of the General Meeting of Shareholders, specifying the procedure for discussing the issues, restricting the time for making speeches, giving explanations on the course of the meeting and voting, and controlling the order in the hall. The Chairman of the General Meeting of Shareholders shall be entitled to make audio and video recordings of the General Meeting of Shareholders and broadcast them on the Internet.

49. The Chairman decides current issues arising in the course of the meeting unilaterally on the basis of the main principle: each participant may exercise the right to speak at the General Meeting of Shareholders on the issue under discussion within the allotted time. The participants wishing to take part in discussion of the issues on the agenda shall submit to the Secretary of the General meeting of shareholders a written application with indication of issue to be discussed.

50. A counting commission shall be established by the Supervisory Board of the bank for counting of votes, registration of shareholders for participation in the General Meeting of Shareholders, as well as issuance of voting ballots, the quantitative and personal composition of which shall be approved by the General Meeting of Shareholders.

51. The Counting Committee shall consist of no fewer than three persons. The Counting Committee shall not include the Bank Auditor, members of the Committee of Minority Shareholders of the bank, the Supervisory Board of the bank and the Management Board of the bank.

52. The counting board shall identify if there is a quorum at the General Meeting of Shareholders, clarify matters arising in connection with exercise of voting rights by the shareholders (their representatives) at the General Meeting of Shareholders, explain the procedure of voting on the matters put to the vote, ensure the established voting procedure and the rights of shareholders to participate in the voting, count votes and sum up results of voting, draft the minutes on the voting results, transfer voting ballots to the archives.

53. The Secretary of the General Meeting of Shareholders shall:

- take records of the proceedings of the General Meeting of Shareholders;
- keep a record of participants wishing to take part in the discussion of items on the agenda of the General Meeting of Shareholders upon written requests;
- draw up the minutes of the General Meeting of Shareholders in two copies not later than 10 days after the General Meeting of Shareholders is declared closed.

## **VIII. VOTING AND VOTE COUNTING PROCEDURES**

54. Voting at the General Meeting of Shareholders shall be conducted following the principle “one voting share of the bank is equal to one vote”, excluding cases of cumulative voting for election of members of the Supervisory Board of the bank and other cases stipulated by the legislation.



55. Resolution of the General Meeting of Shareholders on the issue put to the vote shall be adopted by majority of votes of shareholders, owning voting shares and attending the General Meeting of Shareholders.

Decisions on the following issues:

a) making amendments and supplements to the Charter of the bank or approval of the Charter of the bank in a new edition;

b) restructuring the bank;

c) liquidation of the bank, appointment of the liquidator and approval of interim and final liquidation balance sheets;

d) establishment of the ultimate amount of the declared shares;

e) review of reports of the Supervisory Board of the bank and conclusions of the Bank Auditor on matters within their competence, including compliance with requirements on bank management established by legislation;

f) adoption of decisions on committing deals with related (affiliated) persons of the bank in cases prescribed by the legislation;

g) adoption of decisions on committing a major transaction the subject of which is a property, the book value of which or the purchase price of which exceeds fifty percent of the net assets of the bank on the date of adopting a decision on committing such transaction shall be approved by a qualified majority of 3/4 of votes of shareholders - holders of voting shares attending the General Meeting of Shareholders.

56. The voting procedure at the General Meeting of Shareholders with regard to items on the agenda shall be conducted by voting ballots.

57. The form and text of the voting ballot shall be approved by the Supervisory Board of the Bank, excluding the cases when the Extraordinary General Meeting of Shareholders is convened not by the Supervisory Board of the Bank. The voting ballot shall be issued to the shareholder (his/her representative) registered for participation in the general meeting.

58. The voting ballot shall contain: full corporate name of the bank, the date and the time of holding of the General Meeting of Shareholders, wording of each issue put to the vote and the sequence of its discussion, options for voting on each issue put to the vote, expressed with the formulation "for", "against" or "abstained" (with the exception of cumulative voting, in which the issue put to the vote shall be expressed with the formulation "for"), indication that the voting ballot shall be signed by the shareholder (his/her representative)

59. In case of voting on the issue of election of a member of the Supervisory Board of the bank or the Bank auditor of the bank, the voting ballot shall contain the details of the candidate with the indication of his surname, name and patronymic.

60. When conducting voting by voting ballots, votes on those issues, on which only one of possible voting options is left by the voter, shall be counted. Voting ballots filled out in violation of the aforementioned requirement shall be deemed invalid and the votes on the issues contained therein shall not be counted.

61. In case a voting ballot contains several questions put to vote, non-compliance with the aforementioned requirement in respect of one or more questions shall not result in invalidation of the voting ballot as a whole.

62. Following the results of voting, the counting commission shall draft the minutes on the results of voting, containing, inter alia, the information on the presence of quorum of the General Meeting of Shareholders, to be signed by the members of the counting commission.

After the minutes on the voting results has been drafted and the minutes of the General Meeting of Shareholders has been signed, the voting ballots shall be sealed by the counting commission and handed over to the bank archive for storage.

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

63. The voting results shall be announced at the General Meeting of Shareholders, in the course of which the voting took place, and shall also be brought to the notice of shareholders

after closing of the General Meeting of Shareholders by publishing the report on the voting results.

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

64. The minutes of the General Meeting of Shareholders shall be prepared in two copies in the period not later than ten (10) days after the closure of the General Meeting of Shareholders. Both copies shall be signed by the chairperson and the secretary of the General Meeting of Shareholders.

65. The minutes of the General Meeting of Shareholders shall specify:

- the date, the place and the time of holding the General Meeting of Shareholders;
  - the total number of votes held by the shareholders - holders of voting shares of the bank;
  - the number of votes held by the shareholders attending the meeting;
  - the chairman (presidium) and the secretary of the meeting, the agenda of the meeting;
  - the key points of speeches, items put to vote, the results of voting and resolutions adopted by the General Meeting of Shareholders.
- The minutes of the General Meeting of Shareholders shall contain the key points of the speeches, items put to the vote and the results of voting on these items, resolutions adopted by the General Meeting of Shareholders.

#### **IX. FINAL PROVISIONS**

66. The present Regulation along with all amendments and supplements thereto shall be approved by the General Meeting of Shareholders.

67. If due to amendments introduced into the legislation of the Republic of Uzbekistan, some clauses of this Regulation contradict with them, such clauses shall become invalid and until the moment of introduction of amendments into this Regulation, the General Meeting of shareholder shall follow the legislation of the Republic of Uzbekistan or the Charter of the bank.

**Annex № 1**  
**to the Regulation on the General Meeting of  
Shareholders of “ANOR BANK” JSC**

**PROCEDURE**  
**of conducting the general meeting of shareholders of “ANOR BANK” JSC**  
**with the use of videoconferencing system**

**1. General provisions**

1.1. The present document defines the procedure for the preparation and conduction of the General Meeting of Shareholders (hereinafter – “the Meeting”) of “ANOR BANK” JSC (hereinafter – “the bank”) using the video conferencing system (hereinafter – “the VC”).

1.2. The VC system is used for holding the Meetings attended by the shareholders or legal representatives of the shareholders of the bank. Connection of the VC system with external VC systems shall be allowed in case of necessity and technical feasibility.

1.3. The VC system consists of video terminals located in the negotiation hall of the Head Office of the bank, mobile phones of the shareholders of the bank, and also IP-telephony system equipped with video communication function and server and telecommunication equipment belonging to other organizations.

1.4. The technical support, administration and enhancement of the VC system shall be organized by the Information Technologies Department of the bank.

1.5. The present Procedure defines the following concepts:

**videoconferencing** – online interaction of several remote subscribers in the real-time mode with the opportunity to exchange audio and video information with the use of information and communication technologies;

**videoconferencing session** – an organizational event in the form of a meeting with distant participation of the invited participants (hereinafter referred to as – “VC session”);

**organizer of VC session** – the Chairman of the Meeting of shareholders, the Chairman and members of the Supervisory Board and the Management Board of the bank, the Auditor of the bank, the Secretary of the Meeting of shareholders, the Chairman of the Counting Commission;

**VC administrator** – an authorized person of the Information Technologies Department of the bank, who is in charge of maintaining the working capacity and management of the VC system;

**VC operator** – an authorized person (the Chairman or a member of the Counting Commission) who administers how a VC session is conducted;

**VC participants** – a shareholder or a shareholder’s representative attending and voting in the prescribed manner with the videoconferencing equipment connected to the VC system.

**2. The procedure for organizing the meetings with the use of VC**

2.1. Not later than 3 working days prior to the Meeting, the participants of the VC shall submit an application in the written form to the Organizers in order to participate in the Meeting using VC, specifying the following information:

1) last name, first name, patronymic or the title of a legal entity;

2) the full name of the authorized person or the representative of the shareholder, indicating the date and number of the power of attorney ( the original copy of the power of attorney shall be attached);

3) the cell phone number;

4) e-mail address;

5) other necessary information.

2.2. Not later than 2 days prior to the day of the meeting, the organizer of the VC session shall send to the Information Technologies Department of the bank an application for holding the Meeting through VC, specifying the date, time and duration of the meeting, number of participants, necessity of video recording of the event.

2.3. Having received the application from the organizer of the VC session, the administrator of VC agrees on the date, time and duration of the meeting with the use of VC.

2.4. Not later than one day prior to the day of the VC session the organizer of the VC session arranges the notification of the participants of the Meeting and invited persons by means of telephone or facsimile communication, e-mail or by other means.

### **3. The procedure for conducting meetings with the use of VC**

3.1. The technical session shall be conducted prior to the beginning of the Meeting with the use of VC.

3.2. The technical session shall be conducted by the VC Administrator with the participation of the Operator and with all participants connected (who submitted an application for participating in the Meeting with the use of VC) with the purpose of checking the operability of the equipment of subscriber points, setting the working positions of the camera, volume levels and informing the participants of the Meeting about the program.

3.3. The above mentioned technical session shall start not later than 30 minutes prior to the beginning of the Meeting, unless otherwise specified in the notification of the VC organizer.

3.4. Prior to the termination of the technical session, but not later than 5 minutes before the beginning of the Meeting, the operator shall:

- inform the participant of the session (information in the form of a text) the last name, the first name, the patronymic or the title of the legal entity (name of the representative, the date and number of the power of attorney);

- inform the participant of the session (information in the form of a text) the number of voting shares (pieces) belonging to this participant;

- mark all participants of the session in the registration list of shareholders of the bank (by indicating the e-mail address or certain IP address);

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

3.5. The microphones in all subscriber stations must be muted.

3.6. Work session of VC starts according to the rules of the Meeting.

3.7. The participants of the session should face the camera of the terminal at the distance of not further than 2 meters. Discussion of issues is allowed in compliance with the regulations of the Meeting of shareholders only during the allotted time:

- for additional speeches, remarks and debate, also during the discussion of questions;

- when taking part in voting.

It is necessary to speak clearly and intelligibly, with the volume of a normal conversation, without making extraneous noises.

3.8. In the course of conducting the Meeting with the use of VC the participants must exclude any actions interfering with the VC session (any kind of movement, extraneous conversations, opening of windows and doors, use of mobile devices and any kinds of telephone communication), and also follow all recommendations and keep the settings of the equipment received during the technical session.

3.9. For the purpose of technical maintenance of VC system, additional technical sessions may be conducted by VC administrator with technical specialists in subscriber points.

3.10. If during the VC session there has been recorded video, the VC administrator shall give a copy of the meeting records to the VC organizer within 2 days after the end of the VC session.

#### **4. The procedure of voting by the participants of the Meeting with the use of VC**

4.1. After each speaker has made a speech, the organizer of the VC session - the Chairman of the Meeting of shareholders shall read the draft of the resolution on each issue of the agenda of the Meeting of shareholders and propose for voting.

4.2. During the voting, each participant of VC should announce his/her answer to the VC operator on each issue by one of the possible voting options (“for”, “against”, “abstained”).

*\*For example: 1) concerning the first question “For”; 2) concerning the second question “Against”; 3) ... concerning the tenth question “Abstained”.*

After that the VC operator shall manually fill in the voting ballot for each question announced by the VC participant.

4.3. After voting concerning all questions of the agenda of the Meeting of shareholders the VC operator shall inform (information in the form of text) all participants of the session about the end of voting and puts a mark in the ballots that voting was held by means of VC.

4.4. The correspondence with the participants of the session shall be printed out and kept in a paper form, approved under the signature of the Operator and attached together with the ballots to the minutes of the Counting Board.

4.5. Correspondence with participants, as well as Ballots, filled out by the VC Operator on behalf of VC participants, shall be treated equally as in case of face-to-face voting.

4.6. The results of voting on the Meeting agenda issues shall be counted on the basis of filled in and signed ballots, as well as correspondence received through VC signed by the Operator.

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

4.1. VC Administrator shall:

4.1.1. handle the configuration and settings of the VC equipment, including software updates and equipment upgrades;

4.1.2. define the authority of the VC operators from the side of the Organizer;

4.1.3. perform connection (switching, disconnection) of the participants of the VC session;

4.1.4. render methodical and technical assistance to the VC Operator and Participants for the purpose of quality and reliability improvement of the VC sessions;

4.1.5. assess technical capability of interfacing of the VC system with external VC systems belonging to other systems and, if available, ensures such interfacing;

4.1.6. explain the actions of the participant of the meeting during the VC session;

4.1.7. participate in the development and implementation of development plans of the VC system.

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

5.1. VC Operator shall:

5.1.1. perform operational control and management of the system during the preparation, conducting and completion of a VC session;

5.1.2. identify the names and surnames of the participants of the VC session, the number of shares owned by them, and tabulate the voting results;

5.1.3. prepare correspondence – ballots in paper form in accordance with the established procedure;

5.1.4. immediately inform the VC Administrator in case of technical failures in the system operation;

5.1.5. ensure the compliance with the Regulations of holding the Meeting with the use of the VC system.

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

6.1. Participants shall be obliged:

6.1.1. to arrive in due time to the subscription point on the basis of the notification of the VC organizer;

6.1.2. to switch on and check the operability of the equipment of the subscriber station;

6.1.3. to take measures to eliminate failures that appeared before the start of the session of VC;

6.1.4. if it is impossible to eliminate the failures that appeared before the start of the session, to notify the operator of VC;

6.1.5. to make all the required settings of the position of the VC equipment camera at the subscriber station;

6.1.6. to inform immediately the operator of VC about the connection error during the session and about the applied measures;

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