

“REGISTERED”
by the Central Bank of the Republic
of Uzbekistan under № 69
on January 27, 2020

Deputy Chairman of
the Central Bank of the Republic
of Uzbekistan
(signature) B.E. Zakhidov

Official stamp
Inside a large circle:
the Central Bank of the Republic
of Uzbekistan
Inside a small circle:
Emblem of the Republic of Uzbekistan

**CHARTER
OF THE JOINT STOCK COMMERCIAL
BANK “KAPITALBANK”**

(new wording)

“APPROVED”

by Annual General Meeting
of Shareholders of Joint Stock
Commercial Bank “Kapitalbank”
of December 30, 2019
(Minutes No. 4/2019)

Chairman of the meeting
(signature) M.A. Abdusamadov

Round stamp:
Inside a large circle:
Joint Stock
Commercial Bank “Kapitalbank”
Tashkent
The Republic of Uzbekistan
Inside a small circle:
Emblem of the Bank

TASHKENT - 2019

I. GENERAL RULES

1. Joint-stock commercial bank “Kapitalbank” (hereinafter referred to as the “Bank”) is a credit institution operating in the form of a joint-stock company.

2. The Bank is organized in the form of a closed joint-stock bank by decision of the meeting of founders (Minutes No.1 dd. May 15, 2000). The Bank was reorganized as an open joint-stock bank by the decision of the General Meeting of Shareholders of the Bank (Minutes No. 008/1 dd. December 20, 2001).

By the decision of the General Meeting held together with shareholders of the private open joint-stock commercial bank “Kapitalbank” and the joint-stock commercial bank “Aviabank”, dd. December 21, 2004, the merger of joint-stock commercial bank “Aviabank” with the open joint-stock commercial bank “Kapitalbank” was carried out.

In accordance with the transfer deed, the Bank is the successor of the joint-stock commercial bank “Aviabank” in all rights and obligations.

3. In its activity the Bank is guided by the Constitution of the Republic of Uzbekistan, Civil Code of the Republic of Uzbekistan and laws of the Republic of Uzbekistan “On banks and banking activities” (in new wording), “On the Central Bank of the Republic of Uzbekistan” (in new wording), “On securities market” (in new wording), “On joint-stock companies and protection of the rights of shareholders” (in new wording) and other laws, resolutions of chambers 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 and other statutory documents and orders of the Central Bank of the Republic of Uzbekistan and other legislation of the Republic of Uzbekistan, as well as this Charter and other internal documents of the Bank.

4. The Bank is a member of the banking system of the Republic of Uzbekistan.

5. The purpose of the establishment and activities of the bank is to carry out banking and financial activities not prohibited by applicable law in the territory of the Republic of Uzbekistan and abroad, as well as the provision of services related to the above activities with the aim of receiving profit.

6. Full name of the Bank:

in Uzbek:

In Cyrillic: «Капиталбанк» акциядорлик тижорат банки;

in Latin: «Kapitalbank» aksiyadorlik tijorat banki;

in Russian: Акционерный коммерческий банк «Капиталбанк»;

in English: Joint-stock commercial bank “Kapitalbank”.

Abbreviated name of the bank:

in Uzbek:

In Cyrillic: «Капиталбанк» АТБ;

in Latin: “Kapitalbank” ATB;

in Russian: АКБ «Капиталбанк»;

in English: “Kapitalbank” JSCB.

7. The Bank is a legal entity and is a commercial agency that opens and maintains bank accounts, makes payments, attracts funds to deposits, issues loans on its own behalf, and implements a range of transactions defined as banking activities.

The Bank has separate property, recorded on its independent balance sheet, including property transferred to it in authorized capital, may, on its own behalf, acquire and exercise property and personal non-property rights, bear obligations, be a plaintiff and a defendant in court.

8. The Bank has the right to create its branches and other separate subdivisions within the territory of the Republic of Uzbekistan without delegating them the authority of a legal entity according to the established procedure, to empower within the authorities delegated by the bank.

Branches and other separate subdivisions are established on the basis of a decision of the Supervisory Board with the permission of the Central Bank of the Republic of Uzbekistan. Branches and other separate subdivisions have a round seal, stamps and letterhead with their name in the state language.

Branches and other separate subdivisions do their business on behalf of the Bank. The Bank is responsible for activities of its branches and other separate subdivisions. The heads of branches and other separate subdivisions act on the basis of a power of attorney issued by the Bank. A power of attorney on behalf of the Bank is issued by the Chairman of the Executive Board of the Bank or by a person performing his duties.

Branches and other separate subdivisions do their business on the basis of the Regulation approved by the Supervisory Board of the Bank.

The Bank may open subsidiary banks and representative offices, create branches outside the country, participate in the capital of banks, including establishment of foreign banks with permission of the Central Bank of the Republic of Uzbekistan according to the procedure established by applicable statutory acts of the Republic of Uzbekistan (hereinafter referred to as “Statutory acts”).

Subsidiary banks and representative offices are opened and (or) branches are created in compliance with the legislation of the state at the place of their opening and (or) creation.

9. The Bank is responsible for safety of the Bank funds to its customers and depositors and execution of obligations to depositors with its property.

Shareholders are not liable for obligations of the bank and bear the risk of compensation for losses associated with its activities, within the limits of the value of their shares.

Shareholders who have not fully paid for the value of the shares shall be jointly and severally liable for bank obligations within the unpaid part of the value of the shares owned by them.

The Bank is not liable for obligations of its shareholders.

The Bank is not liable for obligations of the state, nor is the state liable for obligations of the Bank, unless the Bank or the state assumes such responsibility.

10. The Bank is established for an unlimited period.

11. The Bank has its own emblem, round seal with the full company name in the state language of the Republic of Uzbekistan and the emblem image.

Legal and postal addresses of the Bank: 100047, Republic of Uzbekistan, Tashkent city, Yunusabad district, Sayilgoh street, 7.

E-mail: info@kapitalbank.uz.

Website: www.kapitalbank.uz.

II. FINANCIAL TRANSACTIONS OF THE BANK

12. In its activity, the Bank makes the following banking transactions:

- raising funds for deposits;
- making payments, including without opening bank accounts; opening and maintaining accounts of individuals and legal entities, including correspondent banks;
- extending loans on terms of repayment, interest availability and maturity on its own behalf at the expense of own and borrowed funds;
- cash and non-cash transactions with foreign currency;
- trust management of property under an agreement concluded with an individual and legal entity;
- provision of cash collection and cash services;
- issuance of guarantees and adoption of other obligations for third parties stipulating the performance of their obligations; acquisition from third parties of the right to demand execution of obligations in cash (factoring);
- issuance, purchase, sale, accounting and safekeeping of securities, management of securities under an agreement with a customer, other transactions with securities;
- purchase and sale of refined precious metals, including the maintenance of safe custody of metals and depersonalized (non-physical) metal accounts;
- purchase and sale of precious metal coins;
- transactions with derivative financial instruments (derivatives);
- renting of special premises or safes located therein for storing documents or valuables;
- leasing;
- issuance of loans in the forms stipulated by law;
- provision of consulting services related to financial transactions;
- asset portfolio management;
- issue, use and repayment of electronic money;
- issuing bank cards and processing payments, servicing bank cards together with other organizations, including other financial institutions.

Banks carries out other financial transactions in compliance with the legislation on banks and banking activities.

The Bank also carries out other financial transactions in compliance with the legislation on banks and banking activities. The Bank has no right to carry out financial transactions which are not specified in the license, which empowers to carry out banking activity.

The Bank has the right to outsource certain types of services and transactions after obtaining permission from the Central Bank of the Republic of Uzbekistan (hereinafter - "the Central Bank") in compliance with the requirements established by the Central Bank.

13. The Bank has no right to be directly involved in production, trade and insurance

activities, except for cases stipulated by statutory acts on banks and banking activities.

This restriction does not apply to the following cases:

- sale or lease of specialized equipment and its software, used in non-cash payment systems based on bank cards;
- sale of own assets;
- issuing, selling and distributing checkbooks;
- arranging conclusion of insurance contract on behalf of insurance companies - residents of the Republic of Uzbekistan;
- leasing of their own property to legal entities in which the Bank is the founder in compliance the property lease (rental) agreement.

Banks are prohibited to establish legal entities and (or) to acquire stocks or shares in the charter fund (charter capital) of legal entities, with the exception of:

- legal entities engaged in professional lending, insurance and leasing transactions;
- legal entities that are part of the financial market infrastructure or provide banks with information and advisory services;
- legal entities engaged in professional activities in the securities market;

- overseas subsidiaries of the Bank established for the purpose of issuing and placing securities under the Bank guarantee;
- legal entities, engaged exclusively in collection;
- legal entities providing services for ensuring interaction between participants in settlements on banking transactions, including settlements on transactions with bank cards;
- stock and currency exchanges;
- credit bureaus;
- joint-stock companies in the secondary securities market, in the amount of not more than twenty percent of the outstanding shares included in the listing of the stock exchange.

Acquisition by the Bank of shares or stocks in the charter fund (charter capital) of one legal entity shall not exceed 15 percent of the regulatory capital of a first-tier bank. This restriction also applies to the possession by a bank of shares or shares in the charter fund (charter capital) of these legal entities, including in cases of their establishment.

Banks' transactions with securities, acquisition of shares or stocks in the charter fund (charter capital) of legal entities in the aggregate shall not exceed 50 percent of the regulatory capital of a first-tier bank.

If the Bank's ownership of shares or shares in the charter fund (charter capital) of legal entities exceeds the volumes specified in parts four and five of this Charter, the Bank is obliged to sell the excess part within one year.

The Bank is prohibited to participate in the charter fund (charter capital) of a legal entity that owns one or more percent of the charter capital of this Bank.

The requirements of this paragraph of the charter do not apply to cases when banks acquire shares of another bank or other securities held by another bank, or participating interest or shares in the authorized funds (authorized capitals) of legal entities owned by another bank, when they

reorganize in the form of a merger or acquisition.

14. The Bank is doing its business on the basis of a license issued by the Central Bank, which gives the right to carry out banking activities (hereinafter referred to as the “License”).

15. The Bank attracts free funds of population, enterprises, organizations, credit and financial institutions, including non-residents, and retains them on demand in deposit accounts, savings and term deposit accounts, as well as other deposit accounts and liabilities accounts.

The funds that relate to subordinated debt, rights of possession or services, including insurance services, do not constitute a deposit.

16. The Bank provides loans to individuals and economic entities in the UZS or foreign currency according to the procedure established by the statutory acts and internal regulatory documents of the Bank.

Loans provided by the Bank, as a rule, are secured by a pledge of property that can be recovered in accordance with applicable law, as well as guarantees, sureties and obligations in other forms accepted in banking practice.

Adequacy of these guarantees, sureties, obligations is determined by the Bank taking into account its credit policy, other internal regulations of the Bank, regulatory documents, as well as orders, rules, and recommendations of the Central Bank.

Participating interests and shares in the authorized fund (authorized capital) of legal entities that are not specified in p.13 of this Charter and do not meet its requirements cannot be accepted by the Bank as collateral.

The Banks are prohibited to extend loans against their own stocks.

The Bank may decide to issue an unsecured loan (good-faith loan) according to the procedure established by law and internal regulations of the Bank.

Requirements established by this paragraph of the Charter also apply security of financial transactions of banks on issuing guarantees.

17. On the basis of a license issued by the Central Bank, the Bank is empowered to make transactions in foreign currency in compliance with the rules established by the Central Bank, legislative acts and internal regulations of the Bank.

18. The Bank may carry out professional activities in the securities market in compliance with the procedure established by laws.

III. CHARTER CAPITAL OF THE BANK

19. The Charter capital of the bank is formed by the nominal value of the Bank’s shares acquired by shareholders, expressed in the national currency of the Republic of Uzbekistan and determines the minimum amount of bank property that guarantees t interests of its lenders.

The charter capital of the Bank is formed in the national currency and comprised of funds contributed by the founders and shareholders of the Bank, or government securities, except for cases:

- placement of the Bank stocks among the Bank lenders and their payment by offsetting any rights (claims) on monetary obligations of the Bank to lenders;
- conversion of securities into the Bank shares;
- exchange of outstanding shares of the Bank of one type for shares of a bank of another type.

The use of funds received under a loan, against a pledge, as well as other funds encumbered with an obligation for formulation of the charter capital of the Bank is not allowed.

In case of a systemic financial crisis, shares of the Bank can be purchased by the Ministry of Finance of the Republic of Uzbekistan at the expense of government securities.

20. The Bank is obliged to place common shares and also has the right to place preferred shares. All shares of the bank are issue-grade registered securities.

All types of bank shares have a nominal value, which is 950 (nine hundred and fifty) UZS.

21. The charter capital of the Bank amounts to 155,732,061,700.00 (one hundred fifty five billion seven hundred thirty two million sixty one thousand seven hundred) UZS and is divided into the following shares:

ordinary registered shares -163,928,486 (one hundred sixty-three million nine hundred twenty-eight thousand four hundred eighty-six) shares at a nominal value of 950 (nine hundred fifty) UZS.

22. The number of shares which the Bank announced to issue for replenishing the charter capital is 1,200,000,005,000.00 (one trillion two hundred billion five thousand) UZS, including:

ordinary registered shares - 1 052 631 580 (one billion fifty-two million six hundred thirty-one thousand five hundred eighty) at a total value of 1,000,000,001,000.00 (one trillion one thousand) UZS at a nominal value of 950 (nine hundred and fifty) UZS.

preference shares - 210 526 320 (two hundred ten million five hundred twenty-six thousand three hundred twenty) at a total value of 200,000 004,000.00 (two hundred billion four thousand) UZS at a nominal value of 950 (nine hundred fifty) UZS.

Shares declared by the Bank shall be placed at a price not lower than the nominal value.

23. When placing shares of the Bank, their payment shall be made in cash and in another way established by legislative acts on banks and banking activities and this Charter. The nominal value of outstanding preferred shares shall not exceed 20 (twenty) percent of the charter capital of the Bank.

24. The charter capital of the Bank shall be increased in accordance with the procedure established by this Charter and the legislation.

25. The decision to amend and supplement this Charter of the Bank (except for cases specified in legislative acts and this Charter), including to determine maximum amount of

authorized shares, is made by the General Meeting of Shareholders.

The Bank may place additional shares within the number of authorized shares established by the Charter of the Bank.

Amendments and additions to this Charter of the Bank related to an increase in the charter capital of the Bank to the maximum amount of authorized shares, also with such an increase in the charter capital and a decrease in the amount of the shares declared by the bank, are made in compliance with the decision of the Supervisory Board.

The decision to increase the Bank's charter capital through placement of additional shares should determine the number of placed additional ordinary shares or preference shares, the terms and conditions of their placement, including a price of the placement of additional shares to shareholders having preemptive right to purchase outstanding additional shares in compliance with the law.

Preference shares of the Bank can be converted into ordinary shares according to the procedure established by law.

When the Bank places shares and equity securities convertible into shares and paid in cash, holders of voting shares shall have a preemptive right to purchase them. A shareholder, including a shareholder who voted against or was absent at the General Meeting of Shareholders, shall have the preemptive right to purchase shares and equity securities convertible into shares in the amount proportional to the number of shares of this type owned by it.

An increase in the charter capital of the Bank through placement of additional shares is recorded in the amount of the nominal value of the outstanding additional shares. Moreover, the number of authorized shares of certain types is reduced by the number of outstanding additional shares of these types.

An increase in the Bank's charter capital by placing additional shares may be implemented at the expense of attracted investments, bank equity and accrued dividends according to the procedure established by law.

If the Bank's charter capital is increased at the expense of its own capital by placing additional shares, these shares are distributed among all shareholders. Meanwhile, each shareholder is provided with the shares of the same category as the shares that thereto, in proportion to the number of shares owned by him. It is not allowed 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.

26. Unless otherwise established by legislation, an increase in the charter capital of the Bank by raising the nominal value of shares is not allowed.

27. The charter capital of the Bank can be reduced by decreasing the nominal value of shares or their total number, including by buying shares by the Bank with further cancellation of a certain part of the shares.

The Bank does not have the right to reduce the charter capital if, as a result, its size becomes less than the minimum fixed amount of the charter capital of the Bank, established by the legislation, determined on the date of state registration of the corresponding changes in the Bank's Charter.

The decision to reduce the charter capital of the Bank and make the appropriate modifications to the Bank's Charter is made by the General Meeting of Shareholders. At the time of the decision to reduce the charter capital, the General Meeting of Shareholders indicates the reasons for the decrease in capital and determines the procedure for its reduction.

28. The Bank has the right to openly subscribe for shares issued by it by means of their public offering subject to the requirements of the law or closed subscription by way of their private placement.

The number of shares to be placed shall not exceed the amount established in the decision to issue shares.

The term for the Bank to place additional shares and other issued securities shall not exceed one year from the date of state registration of their issue.

Placement by the Bank of shares and securities convertible into shares may be implemented in two ways: by open or closed subscription. The method of placement in each individual case is determined by the decision of the Supervisory Board of the Bank.

IV. RIGHTS AND OBLIFATIONS OF THE BANK

29. The Bank is independent in making decisions related to banking transactions.

30. The Bank has the right to:

independently determine the interest rates on extended loans and deposits and amount of the commission remuneration on the Bank transactions in compliance with the law;

on the basis of the agreement, to attract funds from other banks in the form of deposits and loans and to place funds in other banks in the form of loans and deposits;

make payments through the settlement center and accounts of the representative office;

carry out other financial transactions stipulated in the license;

independently determine amount of payments for the Bank transactions;

apply to the financial court with a request to initiate bankruptcy proceedings of a debtor who does not fulfill his/her obligations to pay a debt;

undertake other actions and operations required for implementation of its financial and economic activities stipulated by the license, legislation and this Charter of the Bank.

31. The Bank is obliged to:

comply with the requirements of the Central Bank for reservation of funds in the Central Bank and observance of established prudential standards;

create reserves according to the procedure and amount established by the Central Bank to

cover potential losses on lending and leasing operations;

determine local procedure for securing loans issued subject to sufficiency of collateral (including in the form of property), guarantees, sureties and obligations;

disclose information about its activities according to the procedure established by law;

ensure presence of internal audit service in the Bank;

observe the principle of “equality”, that is, to treat all shareholders equally, regardless of their share, degree of income, gender, race, religion, nationality, language, social origin, personal and social status.

32. The Bank undertakes confidentiality obligations in respect of transactions, accounts and deposits of its customers and representative offices. Information constituting banking secrets shall be provided to the customer (correspondent), his/her authorized representatives, as well as other persons according to the procedure established by this Law.

V. SHAREHOLDERS OF THE BANK

33. Legal entities and individuals, including non-residents of the Republic of Uzbekistan, may be shareholders of the Bank.

The total share of non-residents - individuals and legal entities that are not international financial institutions, foreign banks and other credit organizations, should not exceed fifty percent of the Bank’s charter capital.

Requirements for the Bank participants - non-residents, including non-residents who cannot directly or indirectly own shares of the Bank, are established by law.

Individuals and legal entities or persons acting jointly, including non-residents, are required to obtain the relevant permission from the Central Bank to hold shares in the Bank.

Holders of the Bank’s shares must notify the Central Bank of amendments in shares according to the procedure established by the law.

In cases established by the law, acquisition of the Bank’s shares requires prior consent of antimonopoly authority.

In the case of acquiring shares of the Bank in violation of the above requirements, from the day such a transaction is concluded, the owner of the shares is not entitled to vote at the General Meeting of Shareholders, demand the convening and holding of an extraordinary General Meeting of Shareholders, bring questions to the agenda, nominate candidates for members of the Supervisory Board and the Management Board of the Bank, and *receive part of the Bank’s profit in the form of dividends*.

33.1. Shareholders are entitled to:

their inclusion in the register of shareholders of the bank;

obtaining a statement in respect of themselves from the custody account in the depository;

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

receiving a part of the property in the event of the Bank's liquidation, in compliance with his/her share;

participation in the Bank management by voting in the General Meeting of Shareholders;

obtaining complete and reliable information on results of the financial and economic activities of the Bank according to the established procedure;

free disposal of dividends received;

demand redemption by the Bank of all or part of its shares according to the established procedure stipulated by law;

protection of their rights in the authorized state body for regulation of securities market, as well as in court;

claim damages to them according to the established procedure;

insurance of risks associated with possible losses, including loss of profits when acquiring shares of the Bank;

draw up a shareholders' agreement to form a joint position on the item on the agenda;

require certain information and documents stipulated by current legislation and this Charter.

Shareholders also have other rights stipulated by law and this Charter.

Exercise of rights by a shareholder shall not violate rights and interests of other shareholders protected by law.

33.2. Shareholders holding ordinary shares of at least one percent are entitled to demand a meeting of the Bank's Council and make proposals on the agenda, distribution of profits, candidates for members of management and control bodies, with the possibility of replacing them before the General Meeting of Shareholders.

A person who owns 50 percent or more of the Bank's shares, if he has not previously owned the Bank's shares or owned less than 50 percent of the Bank's shares, is obliged to announce to the remaining owners of the shares a proposal to sell shares at market value within thirty days.

If a shareholder obtains a written consent to sell his/her shares within thirty days from the date of the announcement, the owner of 50 or more percent of the Bank's shares must acquire these shares.

34. Shareholder is obliged to:

timely notify the depository, which provides services for the registration of the rights to his/her shares, about changes in its data;

not to disclose information that constitutes a banking secret, official, commercial and other secrets and other confidential information protected by law.

perform other duties stipulated by the current legislation of the Republic of Uzbekistan and this Charter.

VI. DISTRIBUTION OF NET PROFIT OF THE BANK. DIVIDENDS.

35. The dividend is a part of the net profit of the Bank, distributed among the shareholders. By the decision of the General Meeting of Shareholders, the dividend may be paid in cash or other legal means of payment, or by the Bank securities.

The payment of dividends on preference shares in the Bank securities is not allowed.

36. The Bank has no right to make decisions on payment of dividends to the bank's shareholders, and remuneration of the Bank's Supervisory Board, members and employees of the Management Board:

until full payment of the entire charter capital of the Bank at its establishment; Upon termination of this circumstance, the Bank is obliged to pay accrued dividends to shareholders, as well as to pay a commission to members and employees of the Supervisory Board and Management Board of the Bank.

if at the time of payment of dividends there are signs of bankruptcy or these signs appear to the bank as a result of payment of dividends; upon termination of this circumstance, the Bank is obliged to pay accrued dividends to shareholders, as well as to pay a commission to members and employees of the Supervisory Board and Management Board of the Bank.

if the net asset value of the bank is less than the amounts of its charter capital and reserve fund. Upon termination of this circumstance, the Bank is obliged to pay accrued dividends to shareholders, as well as to pay a commission to members and employees of the Supervisory Board and the Management Board of the Bank.

In other cases established by law;

In cases established by law, for distribution of profits it is required to obtain permission from the Central Bank.

37. According to the results of the first quarter, six months, nine months and (or) based on the results of the fiscal year, the Bank has the right to make decisions on payment of dividends on the outstanding shares unless otherwise provided by law and this Charter.

The decision of the Bank to pay dividends based on results of the first quarter, half year and nine months of the fiscal year can be made within three months after the end of the relevant period.

The decision on payment of dividends, amount of the dividend, form and procedure for its payment on shares of each type is made by the General Meeting of Shareholders on the basis of recommendation Supervisory Board of the Bank, data of financial statements in the event of an audit opinion on its reliability. The amount of dividends may not exceed the amount recommended by the Supervisory Board of the Bank.

38. The Bank is obliged to pay dividends declared on each type of shares. The dividend is distributed among the shareholders in proportion to the number and type of shares owned by them.

Dividends are paid from the net profit of the Bank remaining at the disposal of the Bank, and (or) retained earnings of previous years. If the Bank does not have enough income or operates at a loss, dividends on preference shares may be paid from the reserve fund of the Bank.

The decision to pay dividends must specify the dates of commencement and termination of

dividend payments.

The dividend payment period may not be later than sixty days from the date of making such a decision.

When paying out, dividends on preference shares are paid first.

Dividends on preference shares are paid in the maximum annual amount accrued in relation to the nominal value of shares according to the following formula - annual 5% (five percent) according to the Central Bank refinancing rate at the time of the decision.

Dividends on preference shares not paid in the amount established by this Charter or incompletely paid are accumulated and paid in the next year.

39. Persons registered in the register of shareholders of the Bank compiled for holding the General Meeting of Shareholders, at which a decision was made to pay dividends to shareholders, are entitled to receive a dividend on shares.

The register of shareholders of the Bank is compiled within 3 business days before the date of the General Meeting of Shareholders.

40. The Bank declares amount of dividends excluding taxes. The Bank announces information on the amount of dividends paid within the time limits established by authorized state body for regulation of securities market, official websites of the Bank and the law.

41. The Bank creates a reserve fund in the amount of 15% of the charter capital of the Bank.

The reserve fund of the Bank is generated from compulsory annual deductions in the amount of 5% of net profit until it reaches the amount established by this Charter.

42. In the absence of other funds, the reserve fund of the Bank is intended to indemnify for the Bank losses, to withdraw the Bank's corporate bonds from circulation, dividends on preference shares, and to buy back the shares of the Bank.

VII. MANAGEMENT OF THE BANK

43. Management bodies of the Bank are:

General Meeting of Shareholders;

Board of the Bank;

Management Board of the Bank.

The Board of the Bank and Management Board of the Bank govern activities of the Bank within the powers delegated by the Bank's Charter, internal documents of the Bank, decisions of the General Meeting of Shareholders and statutory instruments.

Efficient organization of banking activities and attraction of foreign investors in the charter capital, ensuring the system of mutual relations among management bodies and representatives of the Bank's personnel are implemented in compliance with the Corporate Governance Code and other local documents of the Bank approved by the General Meeting of Shareholders of the bank.

General Meeting of Shareholders

44. The General Meeting of Shareholders is the supreme governing body of the Bank.

45. The competences of the General Meeting of Shareholders include:

45.1. introduction of amendments and additions to the Bank's Charter or approval of the Bank's Charter in new wording, with the exception of amendments and additions to the bank's charter related to an increase in the authorized capital to the maximum amount of declared shares, as well as with such an increase in the authorized capital and a decrease in the number of shares declared by the bank, carried out by decision of the Supervisory Board of the bank;

45.2. the Bank's reorganization;

45.3. liquidation of the Bank, appointment of a liquidator (liquidation commission), as well as approval of interim and final liquidation balance sheets;

- 45.4. determination of quantitative composition of the Supervisory Board of the Bank, election of its members and early termination of their powers;
- 45.5. the establishment of a Committee of Minority Shareholders and determination of its quantitative composition, election of its members and early termination of their powers;
- 45.6. set the maximum amount of the authorized shares;
- 45.7. increase of the charter capital of the Bank;
- 45.8. acquisition of own shares in agreement with the Central Bank according to the procedure established by law;
- 45.9. approval of the organizational structure of the Bank;
- 45.10. appointment of an audit organization for conducting an audit, making a decision on maximum amount of payment for services of this organization, and on concluding a contract with it (on termination of the contract);
- 45.11. election and early termination of powers of members of the audit commission of the Bank, approval of regulation on the audit commission of the Bank, making amendments and additions thereto.
- 45.12. Approval of regulations on the General Meeting of Shareholders, the Committee of Minority Shareholders, Supervisory Board, as well as the procedure for paying fees to members of Management Board of the Bank and the Supervisory Board of the Bank, as well as approval of internal documents of the bank relating to the exclusive powers of the General Meeting of Shareholders, as well as amendments and additions thereto;
- 45.13. approve the annual reporting of the Bank, as well as the development strategy of the Bank, which sets up the exact terms of the medium and long-term prospects of the Bank in reliance upon the main areas and goals of the Bank;
- 45.14. distribution of profits and losses of the Bank with the account of requirements and restrictions of legislation;
- 45.15. Hearing reports of the Supervisory Board of the Bank and conclusions of the Audit commission of the Bank on matters within their competence, including compliance with the requirements of bank management established by law;
- 45.16. making decision to issue corporate bonds by the Bank including corporate bonds, convertible into shares;
- 45.17. making decisions on issue of derivative securities;
- 45.18. making decisions on concluding transactions with affiliated persons in cases established by law;
- 45.19. approval of regulation procedures of the General Meeting of Shareholders;
- 45.20. splitting and consolidation of shares;
- 45.21. making a decision on concluding a major property transaction, related to the acquisition of property by the bank or its transfer to another person with property being transferred to another person or alienated which book value is over fifty percent of the amount of the Bank's net assets on the date of the decision to conclude the transaction or a major transaction related to probability of transferring property to another person;
- 45.22. consider reports of the Supervisory Board of the Bank and Management Board of the Bank on measures undertaken to achieve development strategy of the Bank.
- 45.23. making a decision on limits for charity, sponsorship and gratuitous assistance of the Bank which can be adopted by the Supervisory Board of the Bank;
- 45.24. making and approval of decision on conversion of preference shares to ordinary shares;

45.25. resolving other issues referred by law, this Charter, the General Meeting of Shareholders and other internal documents of the Bank to the powers of the General Meeting of Shareholders

46. Decision on the issues specified in sub-clauses 45.1, 45.2, 45.3, 45.6, 45.15, 45.18, 45.21 in Clause 45 of the Bank's Charter is made by the General Meeting of Shareholders by a majority (qualified majority) of votes, consisting of three quarters of shareholders, owners of voting shares participating in the General Meeting of Shareholders.

47. The General Meeting of Shareholders is not entitled to decide on matters not included in the agenda, as well as to make changes to the agenda.

48. The Bank is obliged to hold an annual General Meeting of Shareholders. The General Meeting of Shareholders is held annually on June 27. In the event that the day specified is a non-working day, the General Meeting of Shareholders is held on the first working day following June 27.

If necessary, with prior notification of shareholders in compliance with the procedure established by legislation, the Supervisory Board of the Bank is entitled to take a decision to hold a General Meeting of Shareholders on another day (but not later than six months after the end of the fiscal year).

49. The announcement of the General Meeting of Shareholders on the basis of the register of shareholders is published on the Unified Portal of Corporate Information, official website of the company and in the media, and is also sent to shareholders by e-mail within the time period established by current legislation.

50. The information (materials) to be provided to shareholders and in preparation for the General Meeting of Shareholders include the annual report of the Bank, conclusion of the Audit commission of the Bank and an audit company on the results of the audit of the annual financial and economic activities of the Bank, as well as information about candidates to the Supervisory Board of the Bank and the Audit commission of the Bank, as well as Minority Shareholders Committee, draft amendments and additions to be made in the Charter of the Bank, or draft Charter of the Bank in the new wording.

51. The right to participate in the General Meeting of Shareholders is held by shareholders recorded in the register of shareholders of the Bank, which is compiled 3 business days prior to the date of the General Meeting of Shareholders.

52. Shareholders (shareholder), who collectively own at least one percent of the Bank's voting shares, not later than ninety days after the end of the bank's financial year, have the right to put items on the agenda of the annual General Shareholders Meeting and nominate candidates to the Minority Shareholders Committee, Supervisory Board of the bank and Audit commission, which number shall not exceed the quantitative composition of this body.

53. An extraordinary General Meeting of Shareholders is held by decision of the Supervisory Board of the Bank on the basis of its own initiative, a written request of the Audit commission of the Bank, as well as a shareholder (shareholders) who owns not less than five percent of the Bank's voting shares on the date of the written request.

54. The right to participate in the General Meeting of Shareholders is exercised by the shareholder personally 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 personally participate at it.

55. Representative of the shareholder at the General Meeting of Shareholders acts on the basis of a power of attorney made in writing. The power of attorney for voting must contain information about the person represented and the representative (name or title, place of residence or location, passport details). The power of attorney for voting on behalf of an individual must be notarized. The power of attorney for voting on behalf of a legal entity is issued under the hand by its manager and certified by the seal of this legal entity.

56. The General Meeting of Shareholders is legally qualified (has a quorum) if, at the time of the end of registration, shareholders (their representatives), possessing in total more than fifty percent of outstanding voting shares of the Bank, are registered for participation in the General Meeting of Shareholders.

In the absence of a quorum for the General Meeting of Shareholders, the date of the repeated General Meeting of Shareholders is announced. Making amendments in the agenda when holding a repeated General Meeting of Shareholders is not allowed.

A repeated General Meeting of Shareholders, convened instead of the unheld General Meeting of Shareholders, is eligible if at the time of the end of registration shareholders (their representatives) having a total of more than forty percent of the votes of the outstanding voting shares of the bank were registered.

57. Voting at the General Meeting of Shareholders on agenda items is carried out with voting bulletins.

The form and wording of voting bulletin shall be approved by the Supervisory Board of the Bank, except for cases when the extraordinary General Meeting of Shareholders is not convened by the Supervisory Board of the Bank. The voting bulletin is issued to the shareholder (his/her representative) registered for participation in the General Meeting.

To a person participating in the General Shareholders Meeting, the Bank provides an opportunity to have a copy of the bulletin completed by them at the expense of this person.

58. In the event of voting on the issue of electing a member of the Supervisory Board or the Audit commission of the Bank, the voting bulletin must contain information about the candidate, indicating his/her last name, first name and patronymic.

59. The Tally Commission determines the presence of a quorum of the General Meeting of Shareholders, clarifies issues arising in connection with the implementation by shareholders (their representatives) of the right to vote at the General Meeting, explains the voting procedure on issues put to vote, ensures the established voting procedure and the shareholders right to participate in votes, counts the votes and sums up the voting, draws up a minutes on the voting results, transfers voting bulletin to the Bank's archive.

60. The minutes of the General Meeting of Shareholders shall be compiled not later than ten days after the closure of the General Meeting of Shareholders in two copies. Both copies are signed by the person presiding at the General Meeting and the secretary of the General Meeting.

61. In order to protect the rights and legitimate interests of minority shareholders in the Bank, the

Minority Shareholders Committee may be established from among them.

Proposals for candidates to the Minority Shareholders Committee are made in the Bank according to the procedure and time provided for making proposals for candidates to the Supervisory Board of the Bank.

Members of the Minority Shareholders Committee are elected by shareholders present at the General Meeting of Shareholders who did not nominate candidates to the Board of the Bank or shareholders which they were not elected to the Supervisory Board of the Bank at the General Meeting of Shareholders.

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

The competence of the Minority Shareholders Committee includes:

participation in preparation of proposals on issues related to conclusion of major transactions and transactions with affiliates submitted for consideration by the General Meeting of Shareholders or Supervisory Board of the Bank;

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

making appeals to the authorized state body for regulation of the securities market on the protection of the rights and legitimate interests of minority shareholders;

consideration of other issues in accordance with the applicable law and the Charter of the bank.

Decisions of the Minority Shareholders Committee are made by simple majority of votes. Meetings of the Minority Shareholders Committee are eligible if at least three-quarters of the elected persons from its membership are present.

At least 3 (three) people are elected to the Minority Shareholders Committee.

The Committee of Minority Shareholders annually reports to the General Shareholders Meeting on the decisions made.

The Chairman of the Minority Shareholders Committee is elected by the members of the Minority Shareholders Committee from among its members by a majority vote. The Chairman of the Minority Shareholders Committee has the right to access the Bank's documents on all matters which are referred to the competence of the Minority Shareholders Committee.

The procedure of activities of the Minority Shareholders Committee is approved by the authorized state body for regulation of the securities market.

SUPERVISORY BOARD OF THE BANK

62. The Supervisory Board of the Bank provides overall guidance over the Bank's activities, performs a supervisory and control function in the process of making management decisions and is responsible for activities and financial stability of the Bank as a whole.

62.1. The Bank's Supervisory Board determines, as well as supervises and controls implementation of organizational, which ensures efficient and prudent management of the Bank, including distribution of powers and responsibilities among members of the Management Board of the Bank, prevention and resolution of conflicts of interest.

62.2. Members of the Bank's Supervisory Board should assist in the robust corporate governance of the Bank, as well as take into account the legitimate interests of the Bank, its depositors and shareholders in performance of their powers and duties, including ensuring effective cooperation with the Central Bank.

63. The competence of the Board of the Bank includes the following issues:

63.1. To regularly hear reports of the Management Board of the Bank on measures undertaken to improve efficiency of the use of investment, material, technical, financial and labor resources, to achieve development strategy of the Bank on other issues referred to the powers of the Management Board of the Bank;

63.2. Convening annual and extraordinary General Meetings of Shareholders, except as required by law and this Charter;

63.3. Preparation of the agenda for the General Meeting of Shareholders, including provision of necessary information on position of the item on the agenda of the general meeting of the Supervisory Board of the Bank;

63.4. Determining the date, time and place for holding the General Meeting of Shareholders;

63.5. Determination of the date of formation of the register of shareholders of the Bank for notification of the General Shareholders Meeting

63.6. Submission for consideration of the General Shareholders Meeting of issues on reorganization and liquidation of the Bank, introduction of amendments and additions to the Bank's Charter or approval of a new wording of the Bank's Charter, conducting a compulsory audit, the Bank's annual report, on approving development strategy of the Bank, in which, the exact terms of the medium-term and long-term prospects of the Bank are established based on the main areas and goals of the Bank's activities, on distribution of profit and loss;

63.7. Organization of establishment of market value of the property;

63.8. Approval of the annual business plan, the business plan of the Bank for the next year must be approved at a meeting of the Supervisory Board of the Bank not later than December 1 of the current year;

63.9. Formation of the Management Board of the Bank, election (appointment) of the Chairman of the Management Board of the Bank and early termination of his/her powers;

63.10. Election (appointment) of members of the Management Board of the Bank and early termination of their powers;

63.11. Formation of the Bank's internal audit service, Risk Management Department, appointment and dismissal of their employees and corporate adviser, as well as hearing their reports;

- 63.12. To make recommendations on amount of remuneration and compensation paid to members of the Bank's Audit commission;
- 63.13. To make recommendations on amount of the dividend, form and procedure for its payment;
- 63.14. The use of the reserve fund and other funds of the Bank;
- 63.15. Opening, reorganization and liquidation of branches and representative offices of the Bank and other divisions of the Bank;
- 63.16. Creation, reorganization and liquidation of subsidiary and dependent business entities;
- 63.17. Adoption of a unanimous decision to conclude a major transaction with property related to acquisition or probable alienation of property by the bank which book value or acquisition cost is from fifteen to fifty percent of the net assets of the bank at the date of decision to conclude the transaction. In case of failure to make a unanimous decision by the Supervisory Board of the Bank, the issue of deciding on a major transaction according to the conclusion of the Supervisory Board of the Bank may be submitted for consideration by the General Meeting of Shareholders;
- 63.18. Conclusion of transactions related to the Bank's participation in commercial and non-profit organizations according to the procedure established by law;
- 63.19. Decision making on redemption of corporate bonds;
- 63.20. Permission to enter into transactions with persons associated with the bank or affiliates, except in cases when the decision to conclude such transactions is attributed to the powers of the General Meeting of Shareholders in accordance with the legislation and this Charter;
- 63.21. Decision-making on issuing corporate bonds by the Bank (with the exception of corporate bonds convertible into shares);
- 63.22. Decision-making on issuing bank deposit certificates;
- 63.23. Determining the offering price of shares (placing on the stock exchange and organized over-the-counter securities market) on the basis of the legislation and this Charter;
- 63.24. Determining amount of remuneration and / or compensation payable to members of the Management Board of the Bank;
- 63.25. Approval of internal documents, determination of the procedure for their development and approval, approval in accordance with the legislation and this Charter, with the exception of the approval of internal documents relating to the powers of the General Meeting of Shareholders and the Management Board of the Bank;
- 63.26. Access to any documents related to the activities of the Bank, and receiving them from the Management Board or responsible persons on its behalf to fulfill the duties assigned to the Supervisory Board. The received documents may be used by the Supervisory Board and its members for official purposes only;
- 63.27. Development and approval of organizational structure of the head office, branches of the

bank and other separate divisions.

63.28. Making decisions and approval of terms of charity, sponsorship and gratuitous assistance which are allowed only by decision of the Supervisory Board without exceeding the limit set by the General Meeting of Shareholders and business plan for the current year, subject to disclosure of this information to all shareholders.

63.29. Prevention and elimination of conflicts of interests arising as a result of disagreements between the Bank and (or) its structural divisions, and (or) employees, property and other interests of its customers, causing unfavourable consequences for the bank and (or) its customers in accordance with the procedure established by the internal documents of the bank;

63.30. Giving prior consent to the publication by third parties of expert reports on banking activities on the bank's website or Internet information and telecommunications network;

63.31. Adoption and approval of decisions to raise the charter capital of the Bank within the maximum number of authorized shares, including on making amendments and additions to the Charter of the Bank related to such an increase in the charter capital and a corresponding decrease in authorized shares.

63.32. Making decisions on conducting an audit (with the exception of a compulsory audit), determining the maximum amount of payment for audit services and concluding (or terminating) audit agreement;

63.33. approval and control over the implementation of strategic goals, Corporate Governance policies, other internal policies of the Bank, including identification, management, monitoring and communication of risks, maintaining the Bank's capital adequacy;

63.34. control over formation of reserves against possible losses on assets created on the basis of classification of assets, as well as ensuring maintenance of capital and general reserves of the Bank at an adequate level;

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

63.36. approval of plans to recover the financial position of the Bank;

63.37. control over the Management Board of the Bank;

63.38. monitoring implementation of the adopted business plan of the Bank, as well as quarterly hearing of the report of the Bank's board on results of the Bank's activities;

63.39. organization of work of the Bank's Internal Audit Service, as well as assessment of compliance by the Management Board of the Bank with the Bank's strategies and policies based on quarterly reports of the Bank's Internal Audit Service;

63.40. studying, discussing and challenging information, proposals and clarifications provided by members of the Management Board of the Bank;

63.41. monitoring and periodically assessment of efficiency of the activity management system, including the principles of managing the Bank, and taking appropriate measures to eliminate identified shortcomings;

63.42. submitting a report on ongoing supervisory and control activities at least once a year to the General Meeting of Shareholders;

63.43. primary approval of annual financial statements and ensuring integrity of accounting and financial reporting systems;

63.44. ensuring compliance with prudential requirements taking into account the long-term financial interests of the Bank and the capital requirements established by the Central Bank;

63.45. approval of the measures to prevent corruption;

63.46. approval of moral rules;

63.47. Resolution of other issues included in the powers of the Supervisory Board by legislative documents, this Charter of the Bank and the Regulation on the Supervisory Board of the Bank and other local documents of the bank. Resolution of issues included in the powers of the Supervisory Board of the Bank cannot be transferred to the management Board of the Bank, except as otherwise provided by law.

64. The Supervisory Board of the Bank is elected in the composition of 5 (five) people. Most members of the Supervisory Board should not be persons associated with the bank, unless they are members of the Supervisory Board.

The members of the Bank's Supervisory Board are elected by the General Meeting of Shareholders for a period of one year with the right of unlimited re-election.

Members of the Supervisory Board must have an impeccable business reputation, possess the experience, knowledge and skills necessary to ensure efficient management of bank risks, and make well-reasoned decisions within their powers.

Members of the Bank's Supervisory Board should assist in the sound corporate governance of the Bank, as well as take into account the legitimate interests of the Bank, its depositors and shareholders, including ensuring effective cooperation with the Central Bank.

A person may not be elected to the members of the Bank's Supervisory Board, or the elected person shall be deprived of the right to membership in the Supervisory Board if:

a person is or intends to become a member of the Supervisory Board of two or more banks, with the exception of cases when these banks belong to one banking group;

the powers of the person are terminated prematurely at the request of the Central Bank.

Members of the Executive Board of the Bank and the chairman of the Executive Board of the Bank, including persons working in the Bank, its subsidiaries and affiliates under an employment agreement (contract), members of the management bodies of these companies cannot be members of the Supervisory Board of the Bank.

65. Elections of members of the Board of the Bank are carried out by cumulative voting.

In a cumulative vote, the number of votes belonging to each shareholder is multiplied by the number of persons to be elected to the Supervisory Board of the Bank, and the shareholder has

the right to cast the votes received in this way completely for one candidate or distribute them between two or more candidates.

The candidates who receive the biggest number of votes are considered to be elected to the Supervisory Board of the Bank.

66. The Chairman of the Supervisory Board of the Bank is elected by the members of the Supervisory Board of the Bank from the members of Supervisory Board of the Bank by a majority of votes of the total number of members of the Supervisory Board.

67. The Chairman of the Supervisory Board of the Bank organizes its work, convenes meetings of the Supervisory Board of the Bank and chairs them, organizes minutes taking at the meetings, chairs the General Meeting of Shareholders, draws up an employment contract for hiring the Chairman of the Management Board on behalf of the Bank.

In the absence of the Chairman of the Supervisory Board of the Bank, one of its members shall exercise his functions.

68. The meeting of the Supervisory Board of the Bank is convened by the Chairman of the Supervisory Board of the Bank on his own initiative, at the request of shareholders holding ordinary shares of at least one percent, members of the Supervisory Board of the Bank, the Audit Commission of the Bank, the Executive Board of the Bank, the Head of Internal Audit, External Audit.

69. The Supervisory Board of the Bank shall be convened at least once a month.

70. The quorum for holding a meeting of the Supervisory Board of the Bank must be at least eighty percent of the number of elected members of the Supervisory Board of the Bank.

In the case when the number of members of the Supervisory Board of the Bank becomes less than eighty percent of the amount stipulated by this Charter, the Bank is obliged to convene an Extraordinary General Meeting of Shareholders for electing new members of the Supervisory Board of the Bank. The remaining members of the Supervisory Board of the Bank have the right to decide on the convocation of such an extraordinary General Meeting of Shareholders, as well as in the event of an early termination of the powers of the chairman of the Management Board of the Bank, to appoint a temporary acting officer.

71. Decisions at a meeting of the Supervisory Board of the Bank are made by a majority vote of those present, with the exception of issues stipulated by sub-paragraphs 63.7, 63.12, 63.13, 63.14, 63.16, 63.17, 63.18, 63.20 and 63.31 of the Charter, which must be adopted unanimously by Supervisory Board of the Bank. If it is impossible to make a unanimous decision by the Supervisory Board of the Bank on these issues, the Supervisory Board of the Bank shall submit these issues for consideration by the General Meeting of Shareholders;

In case of equality of votes in decision-making by the Supervisory Board of the Bank, the Chairman of the Supervisory Board of the Bank has the casting vote right.

The transfer of votes from one member of the Supervisory Board to another member of the Supervisory Board of the Bank is not allowed.

72. The minutes is handled at a meeting of the Supervisory Board of the Bank, it is compiled not

later than ten days after the meeting.

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

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

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

An extract from the minutes of the meeting of the Supervisory Board is drawn up and approved by the bank's corporate consultant and/or a person authorized by the Supervisory Board of the bank.

Management Board of the Bank

73. The Management Board of the Bank is a collegial executive body of the Bank, acting in compliance with legislative acts, this Charter, internal documents, which implements operational management of the Bank's activities in compliance with its strategy and management system, and also takes full responsibility for the Bank's activities.

The Management Board of the Bank has no right to make decisions on issues referred by legislative acts, this Charter of the bank and internal documents of the bank to the powers of the General Meeting of Shareholders.

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

The members of the Management Board of the Bank are appointed by the Supervisory Board of the Bank for a period of one year. The appointment of members of the Management Board of the Bank can also be carried out on the basis of a competition in which foreign managers can also participate.

Members of the Management Board must have an impeccable business reputation, possess the experience, knowledge and skills necessary to ensure efficient management of bank risks, and make well-reasoned decisions within their powers.

74. The Management Board of the Bank must consist of at least 7 people. The Management Board of the Bank includes the chairman, his deputies, chief accountant and director of the legal department of the bank. In addition, Management Board of the Bank may include the heads of key subdivisions of the bank.

75. The Chairman of the Management Board of the Bank is appointed by the decision of the Supervisory Board of the Bank.

The agreement with the Chairman of the Management Board of the Bank and members of

the Supervisory Board of the Bank is signed by the Chairman of the Supervisory Board of the Bank or an authorized person of the Supervisory Board of the Bank on behalf of the Bank for a one-year term with condition of annual decision to prolong or terminate it.

76. The competence of the Management Board of the Bank includes all issues of the daily management of the current activities of the Bank, except for those related to the competence of the General Meeting of Shareholders or the Supervisory Board of the Bank in accordance with the laws of the Republic of Uzbekistan, this Charter and other local documents of the Bank.

The Management Board of the Bank:

76.1. Organizes execution of decisions of the General Meeting of Shareholders and the Supervisory Board of the Bank;

76.2. Coordinates the work of the structural subdivisions of the Bank, introduces modern methods of corporate governance based on a deep analysis of international experience, improves the efficiency of using investment, material, technical, financial and labor resources, creates favorable conditions for the wide attraction of foreign investment in the Bank, arranges training and professional development of managerial staff on the basis of cooperation with leading foreign educational institutions, and also attracts highly qualified managers of foreign countries to managerial positions of the Bank;

76.3. Develops and approves the local documents of Bank, except for local documents the approval of which relates to the powers of the General Meeting of Shareholders and the Supervisory Board of the bank, the Chairman of the Management Board of the bank;

76.4. Makes decisions to conclude a transaction for acquiring or writing off property which book value or acquisition cost ranges between 0.5 and 15 percent of the Bank's net assets at the date of the decision-making. The Management Board of the Bank makes decisions on concluding a transaction for acquisition or write-off of property or motor vehicles, regardless of their book value, but which value does not exceed fifteen percent of the value of the Bank's net assets at the on transaction conclusion date;

76.6. Makes decisions on the matters of daily activities;

76.7. Quarterly reviews the identified deficiencies and violations of the law based on the results of the audit of the Bank's internal audit department and undertakes measures to eliminate them;

76.8. Conducts comprehensive analysis of the results of external audit examinations and reports of inspections conducted by the Central Bank;

76.9. Participates in development of the Bank management policy, covering lending, investment, issuing policies, as well as the Bank's liquidity management policy;

76.10. Implements strategic goals, Corporate Governance Policy, other internal documents and policies of the Bank, including identification, management, monitoring and communication of risks, maintaining sufficient capital adequacy;

76.11. Ensures appropriate and transparent organizational structure of the Bank's management, including distribution of powers and responsibilities among the Bank employees

within their powers;

76.12. Supervises the activities of Bank employees;

76.13. Implements the adopted annual business plan of the Bank, as well as periodically submits a report on the work done, measures and sanctions applied to the Bank, to the General Meeting of Shareholders and the Supervisory Board of the Bank;

76.14. Immediately notifies the Central Bank in the event of Bank insolvency or the risk of inability to satisfy claims of customers;

76.15. Immediately notifies the Central Bank in writing of the voluntary liquidation of the bank adopted by the General Meeting of Shareholders;

76.16. Solves other issues within the competence of the Management Board of the Bank as stipulated by law, this Charter and the Regulation on the Bank management and other local documents of the Bank.

77. A meeting of the Management Board of the Bank is considered to be valid if it is attended by at least 5 (five) members from the Management Board of the Bank.

Decisions are made by a majority of votes participating in the meeting of the Management Board of the Bank. In the event of equality of votes, the vote of the Chairman of the Management Board of the Bank is the decisive vote.

A member of the Management Board of the Bank may communicate his opinion to the Supervisory Board of the Bank if he does not agree with the decision of the Management Board of the Bank.

78. Minutes are kept at the meeting of the Management of the Bank. The minutes of the meeting of the Management of the Bank are provided to the members of the Supervisory Board and the Audit Commission of the Bank upon request.

The Chairman of the Management Board of the Bank, who signs all documents and minutes of the meeting of the Management Board of the Bank on behalf of the Bank, arranges a meeting of the Management Board of the Bank, acts on behalf of the Bank within his powers without a power of attorney in compliance with the decisions taken by the Management Board of the Bank.

A transaction concluded with an affiliate of the Bank is examined by the Management of the Board of the Bank and the Internal Audit Department according to the procedure established by applicable law.

79. If the Supervisory Board of the bank decides to terminate the powers of the Chairman of the Management Board of the bank, the issue of appointing (electing) the Chairman of the Management Board of the bank may be resolved at the same meeting

80. The Supervisory Board of the Bank, which made a decision to terminate the powers of the Chairman of the Management Board of the Bank, may made a decision on appointment of a person temporarily acting as a Chairman of the Management Board of the Bank, in particular, to make a decision on holding a competition to select a candidate for the Chairman of the

81. The Chairman of the Management Board of the Bank:

Ensures implementation of decisions of the General Meeting of Shareholders, the Supervisory Board of the Bank and the Management Board of the Bank;

acts without a power of attorney on behalf of the Bank, represents its interests in relations with other agencies;

disposes of property and monetary funds within the limits established by this Charter, the Regulation on the Bank management, other internal documents of the Bank and statutory acts;

approves local documents of the Bank, except for local documents approved by the General Meeting of Shareholders, the Supervisory Board and the Management Board of the Bank;

approves the staffing table of the Bank, its branches, representative offices and other separate divisions;

issues powers of attorney for transactions and various actions within its authority;

opens representative, currency, settlement and other accounts with banks;

organizes accounting reports and statements;

concludes contracts and other transactions;

concludes transactions, within the limits of its authority to acquire or write off property, which value is up to 0,5 percent of the value of the Bank's net assets on the date of the decision-making, and concludes other transactions based on decisions of relevant authorized bodies;

hires and dismisses employees, including heads of branches and representative offices according to the procedure established by law and internal documents of the bank;

gives incentives to employees of the Bank according to the procedure established by law, this Charter, and other internal documents of the bank, and brings them to disciplinary and material responsibility;

issues orders and resolutions binding for all employees of the Bank and gives instructions;

provides organizational and technical support for activities of the General Meeting of Shareholders, the Supervisory Board and the Audit Commission of the Bank;

solves other daily issues of the Bank in compliance with the legislation, this Charter and other local documents of the Bank.

VIII. ACCOUNTING AND REPORTING OF THE BANK

82. The Bank is obliged to keep accounting records and provide financial/supervisory reporting according to the procedure established by the legislation.

Banks may apply international financial reporting standards.

Accounting in banks should provide:

reliability of management, financial, tax, supervisory and other statements reflecting actual financial condition of the Bank and results of its activities;

security of management of the Bank's assets and emerging risks;

ability of shareholders and the Supervisory Board of the Bank to monitor financial condition of the Bank and performance of its officers.

Banks at the request of the Central Bank shall provide consolidated, periodical, as well as one-time statements.

The Bank is responsible for integrity and reliability of reports and other information submitted by the Bank to the Central Bank.

Banks submit other types of reporting in accordance with the law.

83. The Management Board of the Bank bears responsibility for organization, condition and accuracy of accounting in the Bank, timely submission of annual report and other financial statements to the relevant authorities, as well as information about the Bank's activities provided to shareholders and lenders on the Bank's official website and in the media.

86. Accuracy of the data contained in the financial statements of the Bank and financial statements, balance sheet, profit and loss account submitted to the General Shareholders Meeting must be confirmed by an audit company (hereinafter - an independent audit company) not associated with property interests with the Bank or its shareholders.

87. The annual report of the Bank is subject to prior approval by the Supervisory Board of the Bank within the time period established by law. After conducting an external audit of financial statements in accordance with the standards of the International Audit, the Bank must announce its financial statements within the time period established by law.

88. The operational year of the Bank begins on January 1 and ends on December 31.

IX. CONTROL OVER THE BANK PERFORMANCE.

87. In order to exercise control over financial and economic activities of the Bank, the General Meeting of Shareholders elects the Bank's Audit Commission consisting of 3 persons.

The Bank's Audit Commission is elected by decision of the General Meeting of Shareholders with the right to re-election for a period of one year.

Qualification requirements to members of the Audit Commission are determined by the General Meeting of Shareholders. One and the same person may not be elected more than three times in a row to the Bank's Audit Commission.

The members of the Bank's Audit Commission cannot be members of the Supervisory Board of the Bank at the same time, nor can they work under an employment contract in the Bank.

88. The powers and procedure for activities of the Bank's Audit Commission are determined by legislation, this Charter and the Bank's Audit Commission Regulations approved by the General Meeting of Shareholders.

89. The audit of the financial and economic activities of the Bank is carried out at the initiative of the Audit Commission, the General Meeting of Shareholders, the Supervisory Board of the Bank or at the request of the shareholder (shareholders) owning at least five percent of voting shares of the Bank based on the results of one year or another period by prior notification of the Supervisory Board of the Bank.

90. According to the results of the audit of the financial and economic activities of the bank, the Bank's Audit Commission compiles a report, which should include:

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

information on violation of the accounting and presenting financial reporting procedures, as well as on violations of the law in the course of financial and economic activities.

91. The Bank's Audit Commission quarterly, before a meeting of the Bank's Supervisory Board, draws a conclusion on the existence of transactions with affiliates or major transactions in the Bank, as well as on compliance with legal requirements and internal documents of the Bank for such transactions.

92. The Bank's Audit Commission has the right to convene an extraordinary general meeting of shareholders in accordance with the legislation of the Republic of Uzbekistan and this Charter.

93. The Internal Audit Department verifies compliance with legislation, the Bank's charter and other internal documents of the Bank, the Bank's Management Board, branches, representative offices and other individual units, ensures that information is fully and accurately reflected in accounting and financial statements, and that the established rules and procedures for the implementation of business operations, storage of assets are complied with, as well as compliance with the Bank management requirements established by law, and by monitoring controls and assesses performance of the Management Board of the Bank, its branches, representative offices and other separate subdivisions, carries out verification (audit) and monitoring of the internal control state together with effectiveness of the financial and economic activities of the Bank. In addition, it gives advice to the Supervisory Board of the Bank's on improving efficiency and reliability of the Bank's transactions.

X. REORGANIZATION AND LIQUIDATION OF THE BANK

94. Reorganization of the Bank is carried out by decision of the General Meeting of Shareholders with permission of the Central Bank, in compliance with applicable law.

Reorganization of the Bank can be implemented in the form of merger, accession, division, separation and transformation.

During the reorganization, appropriate amendments are made to this Charter of the Bank.

The Bank ceases its performance in the following cases:

decisions of the General Meeting of Shareholders;

95. license revocation by the Central Bank; The Internal Audit Department is accountable to the Supervisory Board of the Bank and its Audit Committee.

96. Audit of the bank is carried out by independent audit organizations annually. In accordance with the agreement concluded with the bank, the audit organization performs an audit of the financial and economic activities of the bank and provides it with an audit report in accordance with the procedure established by law.

97. The audit organization is liable to the bank for damage caused as a result of the audit report containing false conclusions about the bank's financial statements and other financial information.

98. The Bank's corporate consultant performs the task of monitoring compliance with corporate legal acts by the bank. Activities of the bank's Corporate Consultant are carried out in accordance with the regulations approved by the Bank's Supervisory Board. The bank's corporate consultant is accountable to the bank's Supervisory Board.

when declared bankrupt;

in other cases provided for by the current legislation.