

**"Ipoteka-Bank" ATIB
Kuzatuv kengashining
7 May 2026-yildagi 7-sonli bayoni bilan
"TASDIQLANGAN"**

**"APPROVED"
minutes of the meeting of
Supervisory Board of JSCMB "Ipoteka-Bank"
No. 7 dated May 7, 2026**

**"Ipoteka-Bank" ATIB
Boshqaruvi yig'ilishining
27 Aprel 2026-yildagi 151-sonli bayoni
bilan "MA'QULLANGAN"**

**"AGREED"
minutes of the meeting of
Management Board of JSCMB "Ipoteka-Bank"
No. 151 dated April 27, 2026**

**"IPOTEKA-BANK" AKSIYADORLIK TIJORAT IPOTEKA BANKI OTP
GURUHI KORPORATIV BOSHQARUV SIYOSATI**

**CORPORATE GOVERNANCE POLICY OF
JOINT STOCK COMMERCIAL MORTGAGE "IPOTEKA-BANK" OTP GROUP**

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: _ _ 04.2026	Bet / Page: 1
_ _		Effective date: _ _ 04.2026	

HUJJATNI QAYTA KO'RIB CHIQISH XRONOLOGIYASI
DOCUMENT REVISION CHRONOLOGY

	Boshqaruv organi / Governing body	Sana / Date
Tasdiqlangan: Approved by:	"Ipoteka-bank" ATIB Kuzatuv kengashi Supervisory Board of JSCMB "Ipoteka-bank"	No. _ _ / _ _ /2026
Ma'qullangan: Agreed by:	"Ipoteka-bank" ATIB Boshqaruvi Management Board of JSCMB "Ipoteka-bank"	No. _ _ / _ _ /2026
Ishlab chiqilgan / Developed by:		Imzo / Signature
Korporativ Sekretariat / Corporate Secretariat	_ _ / _ _ /2026	
Ko'rib chiqilgan: Acknowledged by:	_ _ / _ _ /2026	
Yuridik direksiya / Legal Directorate	_ _ / _ _ /2026	
Komplayens direksiya/Compliance Directorate	_ _ / _ _ /2026	

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: 04.2026	Bet / Page: 1
		Effective date: 04.2026	

1-BOB. MUQADDIMA	CHAPTER 1. PREAMBLE
<p>1. ATIB "Ipoteka Bank" OTP guruhning ushbu Korporativ boshqaruv siyosati (keyingi o'rinlarda – Siyosat) O'zbekiston Respublikasining "Aksiyadorlik jamiyatlari va aksiyadorlar huquqlarini himoya qilish to'g'risida"gi, "Banklar va bank faoliyati to'g'risida"gi qonunlari, O'zbekiston Respublikasi Markaziy bankining normativ-huquqiy hujjatlari, "Tijorat banklarida korporativ boshqaruv to'g'risida"gi Nizom, OTP Guruhi Boshqaruv Nizomi, "Ipoteka Bank" Boshqaruv organlari va Doimiy qo'mitalari uchun minimal standartlar hamda Ipoteka Bankning Ustavi va qonunosti hujjatlariga muvofiq keladi.</p> <p>2. Siyosat Ipoteka Bank (keyingi o'rinlarda – Bank) tomonidan qo'llaniladigan korporativ boshqaruvning asosiy tamoyillarini belgilaydi. Siyosat Bankning rasmiy veb-saytida: (www.ipotekabank.uz), joylashtirilgan bo'lib, barcha uchun ochiq va muntazam ravishda yangilanib boriladi.</p> <p>3. Ipoteka Bank korporativ boshqaruvning yuqori standartlariga rioya etishga qat'iy intilib, barcha manfaatdor tomonlar huquq va manfaatlarini ta'minlashga qaratilgan oshkora, halol va barqaror faoliyatni amalga oshiradi.</p> <p>4. Ushbu Siyosatda OTP Guruhi kompaniyasining korporativ boshqaruv to'g'risidagi nizomi, shuningdek, O'zbekiston Respublikasining korporativ boshqaruv va qimmatli qog'ozlar to'g'risidagi qonun hujjatlari va me'yoriy hujjatlariga muvofiq korporativ boshqaruv tizimining asosiy yondashuvlari, talablari va tamoyillari belgilangan. Bankning korporativ boshqaruvining o'ziga xos tartib-qoidalari va amaliyotlari batafsilroq bayon etilgan hamda Bank Ustavi va ichki hujjatlari bilan tartibga solinadi, jumladan:</p> <p>a/ "Ipoteka Bank" Boshqaruv organlari va Doimiy qo'mitalari uchun minimal standartlar;</p> <p>b/ Aksiyadorlarning umumiy yig'ilishi</p>	<p>1. This Corporate Governance Policy of Joint-Stock Commercial Mortgage Bank Ipoteka Bank OTP Group (hereinafter the Policy) is compliant with Laws of the Republic of Uzbekistan "On Joint-Stock Companies and Protection of Shareholders Rights" and "On Banks and Banking Activity", Regulations of the Central Bank of the Republic of Uzbekistan, "On Corporate Governance in Commercial Banks" OTP Group Governance Regulation and Minimum Standards for Governing Bodies and Standing Committees of Ipoteka Bank and Ipoteka Bank's Charter and bylaws.</p> <p>2. The Policy sets the main corporate governance principles applied by Ipoteka Bank (hereinafter the Bank). The Policy is available on the Bank's website at: (www.ipotekabank.uz), open to all and is constantly updated.</p> <p>3. Ipoteka Bank is committed to adherence to high standards of corporate governance in order to ensure transparent, ethical and sustainable operations that ensure the rights and interests of all stakeholders.</p> <p>4. It lays out the main approaches, requirements and principles of corporate governance framework in accordance with corporate governance regulation of OTP Group, and Uzbekistan law and regulations on corporate governance and securities. Specific procedures and practices of the Bank corporate governance are set out in more detail and regulated by the Bank's Charter and internal documents, including:</p> <p>a/ Minimum Standards for Governing Bodies and Standing Committees of Ipoteka Bank;</p> <p>b/ Terms of Reference for the General Shareholders Meeting;</p> <p>c/ Rules of Procedure for the Supervisory Board;</p> <p>d/ Rules of Procedure for the Audit Committee of the Supervisory Board;</p> <p>e/ Rules of Procedure for the Risk Oversight Committee of the Supervisory Board;</p> <p>f/ Rules of Procedure for the Ethics and Anti-</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

<p>to'g'risidagi Nizom;</p> <p>c/ Kuzatuv kengashi to'g'risidagi Nizom;</p> <p>d/ Kuzatuv kengashi huzuridagi Audit qo'mitasi Nizomi;</p> <p>e/ Kuzatuv kengashi huzuridagi Risk nazorat qo'mitasi Nizomi;</p> <p>f/ Kuzatuv kengashi huzuridagi Etika va korrupsiyaga qarshi kurash qo'mitasi Nizomi;</p> <p>g/ Kuzatuv kengashi huzuridagi Tayinlash qo'mitasi Nizomi;</p> <p>h/ Kuzatuv kengashi huzuridagi Mukofotlar qo'mitasi Nizomi</p> <p>i/ Bank Boshqaruvi to'g'risidagi Nizom</p>	<p>Corruption Committee of the Supervisory Board;</p> <p>g/ Rules of Procedure for the Nomination Committee of the Supervisory Board;</p> <p>h/ Rules of Procedure for the Remuneration Committee</p> <p>i/ Rules of Procedure for the Management Board.</p>
<p style="text-align: center;">2-BOB. IPOTEKA BANK HAQIDA</p>	<p style="text-align: center;">CHAPTER 2. ABOUT IPOTEKA BANK</p>
<p>5. Ipoteka bank O'zbekistondagi eng yirik banklardan biridir. Bank 1996-yilda ipoteka banki sifatida tashkil etilgan. Bugungi kunda Ipoteka Bank keng milliy filiallar tarmog'iga ega bo'lib, mamlakatning bank-moliya sektorida hamda O'zbekiston iqtisodiy rivojlanishida muhim o'rin egallaydi.</p> <p>6. 2023-yilda Bank Vengriyaning OTP Bank Plc tomonidan xususiylashtirilgan. Bank hozirda transformatsiya strategiyasini amalga oshirmoqda, korporativ boshqaruv tizimini takomillashtirmoqda va riskga yo'naltirilgan madaniyatni shakllantirmoqda.</p> <p>7. OTP Guruhi a'zosi sifatida Ipoteka Bank o'zining strategik maqsadlari, risklarni boshqarish asoslari, korporativ qadriyatlar va korporativ boshqaruv tamoyillarini parent bankning (bosh bankning) maqsadlariga moslashtiradi.</p> <p>8. OTP Bank Plc. ("OTP") Bank ustav kapitalining ellik foizidan ortig'iga egalik qiluvchi Bankning asosiy aksiyadori hisoblanadi, O'zbekiston Respublikasi Iqtisodiyot va moliya vazirligi ("Davlat aksiyadori") va Xalqaro moliya korporatsiyasi ("XMK") esa Bank ustav kapitalining besh foizidan ortig'iga egalik qiluvchi Bankning muhim aksiyadorlaridir.</p>	<p>5. Ipoteka Bank is one of the largest banks in Uzbekistan. It was founded in 1996 as a mortgage bank. Today, Ipoteka Bank has the wide national network, and it plays an important role in the country's banking and financial sector, and in the economic development of Uzbekistan.</p> <p>6. In 2023 the Bank was privatized by OTP Bank plc (Hungary). The Bank is still implementing the transformation strategy, improving its corporate governance framework and creating risk-oriented culture.</p> <p>7. Being a member of OTP Group, Ipoteka Bank aligns its strategic objectives, risk governance framework, corporate values and corporate governance principles with that of the parent bank.</p> <p>8. OTP Bank Plc. ("OTP") is the major shareholder of the Bank having over fifty percent of the Bank's share capital while the Ministry of Economy and Finance of the Republic of Uzbekistan (the "State Shareholder") and International Finance Corporation ("IFC) are significant shareholders of the Bank having over five percent of the Bank's share capital.</p> <p>9. As per OTP standards Ipoteka Bank has two-tier Governing Body System: The Supervisory Board (SB) is the Governing Body with supervisory powers</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

<p>9. OTP standartlariga ko'ra, Ipoteka Bank ikki bosqichli boshqaruv organi tizimiga ega: Kuzatuv kengashi (Kk) - nazorat vakolatiga ega boshqaruv organi va Bank Boshqaruvi (BB), boshqaruv funksiyasiga ega bo'lgan Boshqaruvi ikkita alohida Boshqaruv organi hisoblanadi.</p>	<p>and Management Board (MB), the Governing Body with management function, are two separate Governing Bodies.</p>
<p>3-BOB. KORPORATIV BOSHQARUV TAMOYILLARIGA RIOYA QILISH</p>	<p>CHAPTER 3. COMMITMENT TO CORPORATE GOVERNANCE PRINCIPLES</p>
<p>9. Korporativ boshqaruv - bu Ipoteka-bank tomonidan boshqariladigan va nazorat qilinadigan tuzilmadir. Bu Kuzatuv kengashi, yuqori darajadagi rahbarlar, aksiyadorlar va boshqa manfaatdor tomonlar o'rtasidagi munosabatlar to'plami bo'lib, u orqali Bankning maqsadlari va ushbu maqsadlarga erishish va samaradorlikni nazorat qilish vositalari belgilangan tuzilmani ta'minlaydi. U vakolat va mas'uliyat qanday taqsimlanishini va korporativ qarorlar qanday qabul qilinishini aniqlashga yordam beradi.</p> <p>10. Korporativ boshqaruv chora-tadbir rejalari va ichki nazoratdan tortib, samaradorlikni o'lchash va korporativ ma'lumotlarni oshkor qilishgacha bo'lgan boshqaruvning deyarli barcha sohalarini qamrab oladi.</p> <p>11. Ushbu siyosat O'zbekiston qonunchiligiga, O'zbekiston boshqaruv organlarining talablari va yo'riqnomalariga, Bank nazorati bo'yicha Bazel qo'mitasining tavsiyalariga mos keladi.</p> <p>12 "Ipoteka-bank"ning korporativ boshqaruv tizimi OTP Guruh ga moslashtirilgan va quyidagi biznes-model tamoyillariga asoslanadi:</p> <p>a/ Kuzatuv kengashi va Boshqaruv o'rtasidagi vazifalar va mas'uliyatlarning shaffof ajratilishi Bank Ustavida belgilab qo'yiladi, faoliyatning batafsil qoidalari esa tegishli Boshqaruv organlarining Nizomida bayon etilishi lozim.</p> <p>b/ Ikki bosqichli Boshqaruv organi</p>	<p>9. Corporate governance is the framework by which Ipoteka Bank is directed and controlled. It is the set of relationships between the Supervisory Board, senior management executives, shareholders, and other stakeholders which provides the structure through which the objectives of the Bank, and the means of attaining those objectives and monitoring performance are set. It helps define the way authority and responsibility are allocated and how corporate decisions are made.</p> <p>10. Corporate governance encompasses practically every area of management, from action plans and internal controls to performance measurement and corporate disclosure.</p> <p>11. This policy is compliant with the Uzbek law, requirements and guidelines of the Uzbekistan governing bodies, and recommendations of the Basel Committee on Banking Supervision.</p> <p>12. The corporate governance framework of Ipoteka Bank is aligned with OTP Group and based on the following business model principles:</p> <p>a/ The Transparent segregation of duties and responsibilities between the Supervisory Board and Management Board shall be laid out in the Bank's Charter, while the detailed rules of operating shall be described in the Rules of Procedure of respective Governing Bodies.</p> <p>b/ In the two-tier Governing Body System the two Bodies shall have effective cooperation - based on the information sharing between MB and SB. As part of this cooperation, the MB and SB shall discuss and assess the long-term goals and the implementation of</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026	Bet / Page: 1
__		Effective date: __04.2026	

<p>tizimida ikki organ Bank Boshqaruv va Kuzatuv kengashi o'rtasida axborot almashinuviga asoslangan samarali hamkorlikka ega bo'lishi lozim. Ushbu hamkorlik doirasida Bank Boshqaruv va Kuzatuv kengashi kamida har yili shaxsiy yig'ilishda "Ipoteka-bank"ning uzoq muddatli maqsadlari hamda biznes va risk strategiyalarining amalga oshirilishini muhokama qilishi va baholashi lozim:</p> <p>ba/ biznes faoliyati uning risk appetitiga mos keladi;</p> <p>bb/ tezkor javob berish va moslashuvchanlik ta'minlanadi;</p> <p>bc/ nazorat izchil bo'lishi, bosh bankning manfaatlari ifodalanishi, uning egalik boshqaruv kuchli va ishonchli bo'lishi, tizimli risklarni oqilona boshqarishi;</p> <p>bd/ kasbiy sohalar mutanosib ravishda boshqariladi; ya'ni, faoliyatning qat'iy nazorati Guruh, Guruh a'zolari va kasbiy sohalarining strategiyalarini yetarli darajada qo'llab-quvvatlash uchun jarayonlarning xavfliligiga mos kelishi lozim;</p> <p>be/ Ipoteka bank va Bosh Bank (keyingi o'rinlarda: Bosh Bank) o'rtasida, shuningdek, OTP Guruhining sho'ba korxonalarini o'rtasida bilim almashish va ilg'or tajribalarni tarqatish;</p> <p>bf/ resurslaridan samarali foydalanilishi va uning a'zolariga nisbatan qo'llaniladigan O'zbekiston qonunchiligi talablari hamda operatsion o'ziga xosliklarni inobatga olgan holda sinergiyalardan foydalanilishi.</p> <p>13. Bank Boshqaruv organlarining qarorlari yetarli, yuqori sifatli ma'lumotlar asosida qabul qilinishini ta'minlaydi, shu jumladan:</p> <p>a/ ESG omillari va yillik rejalarni o'z ichiga olgan uzoq muddatli strategiya va guruh standartlari chiqarilgandan so'ng ularning bajarilishi;</p> <p>b/ Tegishli ichki nazorat vositalarini o'rnatish va ulardan foydalanish (ya'ni ichki mudofaa liniyalari);</p> <p>c/ Kredit va risklarni boshqarish siyosati hamda ularning bajarilishi;</p>	<p>the business and risk strategies of Ipoteka Bank at least annually during a Meeting in Person:</p> <p>ba/ business performance is in line with its risk appetite;</p> <p>bb/ quick responsiveness and flexibility is assured;</p> <p>bc/ control is consistent, that the parent bank's interests are represented, and that its ownership management is strong and sound, with prudent management of systemic risks;</p> <p>bd/ professional areas are managed in a proportionate manner; i.e. the tightness of control of the activity should be in line with the riskiness of the processes, in order to adequately support the strategies of the Group, Group members and professional areas;</p> <p>be/ knowledge is shared, and that the best practices are disseminated, between Ipoteka Bank and the parent company (hereinafter: HQ), as well as between OTP group subsidiaries;</p> <p>bf/ resources are used efficiently and that synergies are exploited, taking into account the Uzbek legal requirements applicable to its members and the operational specificities.</p> <p>13. The Bank shall ensure that the decisions of the Governing Bodies are made based on adequate, excellent quality information, including:</p> <p>a/ Long-term strategy that includes ESG factors and annual plans and their fulfillment after group standards have been issued;</p> <p>b/ Setting up and operating the appropriate internal controls (i.e. internal lines of defense);</p> <p>c/ Credit & Risk Management policies as well as their fulfillment;</p> <p>d/ The capital and liquidity positions;</p> <p>e/ Description of processes and detailed financial results necessary to assess the performance of the Local Group.</p> <p>14. Consistent improvement of corporate governance within the Bank is essential to ensure that best global practices are implemented and followed. The Bank undertakes to carry out work on continuous consistent improvement of the corporate governance framework with due regard to the interests of its stakeholders.</p>
---	---

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

<p>d/ Kapital va likvidlik pozitsiyalari;</p> <p>e/ Mahalliy guruh faoliyatini baholash uchun zarur bo'lgan jarayonlar va batafsil moliyaviy natijalar tavsifi.</p> <p>14. Bankda korporativ boshqaruvni izchil takomillashtirish eng yaxshi xalqaro amaliyotlarni joriy etish va ularga rioya qilishni ta'minlash uchun zarurdir. Bank o'z manfaatdor tomonlarining manfaatlarini hisobga olgan holda korporativ boshqaruv tizimini doimiy ravishda izchil takomillashtirish bo'yicha ishlarni amalga oshirish majburiyatini oladi.</p>	
<p align="center">4-BOB. KORPORATIV BOSHQARUV TIZIMINING TUZILMASI</p>	<p align="center">CHAPTER 4. STRUCTURE OF THE CORPORATE GOVERNANCE FRAMEWORK</p>
<p>15. Bankning Korporativ boshqaruv tizimi tuzilmasi ikki bosqichli tizim sifatida OTP Guruh standartlariga muvofiqlashtirilgan bo'lib, quyidagi asosiy tarkibiy qismlarni o'z ichiga oladi:</p> <p>a/ Aksiyadorlarning umumiy yig'ilishi Bankning yuqori boshqaruv organi bo'lib, Bankning rivojlanish strategiyasini va yillik biznes-rejasini (byudjetini) tasdiqlaydi, Kuzatuv kengashi a'zolarini saylaydi, Davlat aksiyadori OTP Bank plc va Xalqaro moliya korporatsiyasi (XMK) tomonidan ko'rsatilgan Boshqaruv raisi va a'zolarini tayinlaydi, shuningdek, Bank faoliyati to'g'risidagi yillik hisobotlarni ko'rib chiqadi. Aksiyadorlar umumiy yig'ilishining mas'uliyat sohalari Ipoteka Bank OTP Guruh aksiyadorlari umumiy yig'ilishi Nizomida batafsil bayon etilgan.</p> <p>b/ Kuzatuv Kengashi – Bankning kollegial boshqaruv organi bo'lib, Bank faoliyatini umumiy yo'naltiradi va moliyaviy barqarorlikni ta'minlash uchun nazorat va monitoring funksiyalarini bajaradi. Kuzatuv Kengashi qaror qabul qilish jarayonlari qonun va normativ talablariga muvofiq bo'lishini ta'minlash maqsadida tashkilot tuzilmasining amalga oshirilishini nazorat qiladi. Shuningdek, Kuzatuv Kengashi Boshqaruv Kengashining faoliyatini nazorat qiladi va samarali ichki nazorat tizimlari (shu jumladan</p>	<p>15. The structure of the Bank's Corporate Governance Framework is aligned with the OTP Group's standards as a two-level system, including the following main components:</p> <p>a/ General Shareholders' Meeting is the supreme governance body of the Bank which approves the development strategy of the Bank and annual business plan (budget), elect members of the Supervisory Board, appoints Chairman and members of the Management Board nominated by OTP Bank plc the State Shareholder and International Finance Corporation (IFC), and review annual performance reports of the Bank. The areas of the responsibility of the General Shareholders Meeting are detailed in the Terms of Reference for the General Shareholders Meeting of Ipoteka Bank OTP Group.</p> <p>b/ Supervisory Board is the collegial governance body which provides general guidance for the Bank's activities and performs oversight and control functions to ensure financial stability of the Bank. The Supervisory Board controls the implementation of the organizational structure to ensure that decision making process is compliant with the statutory and regulatory requirements. The Supervisory Board controls the performance of the Management Board and ensures that effective internal controls systems are put in place, including compliance, risk management and internal audit. The</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: _ _ 04.2026	Bet / Page: 1
_ _ _ _		Effective date: _ _ 04.2026	

komplaens, risklarni boshqarish va ichki audit)ning tatbiq etilishini ta'minlaydi. Kuzatuv Kengashining vakolat doiralari "Ipoteka-Bank" OTP Guruh Kuzatuv Kengashi Reglamenti"da batafsil bayon etilgan.

c/ Boshqaruvi – Bankning kollegial ijro organi bo'lib, Bankning kundalik faoliyatini amalga oshiradi va Aksiyadorlarning Umumiy Yig'ilishi tomonidan belgilangan va tasdiqlangan rivojlanish strategiyasi hamda ish rejalarini amalga oshiradi va bajaradi. Boshqaruvi strategik maqsadlar, korporativ boshqaruv siyosati va Bankning boshqa ichki siyosatlarini, shu jumladan risklarni boshqarish, kapital yetarliligi va komplaens nazoratiga oid siyosatlarni tatbiq etishi; Bank faoliyatini yuritish uchun mos va oshkora tashkilot tuzilmasini ta'minlashi hamda xodimlar o'rtasida vakolat darajalarini taqsimlashi; Bank xodimlarining faoliyatini nazorat qilishi va davriy boshqaruv hisobotlarini Aksiyadorlarning Umumiy Yig'ilishi va Kuzatuv Kengashiga taqdim etishi lozim. Boshqaruvining vakolat doiralari "Ipoteka-Bank" OTP Guruhi Boshqaruv Nizomi"da batafsil bayon etilgan.

16. Kuzatuv Kengashi va Boshqaruvi Bank uchun samarali risklarni boshqarish jarayonlarini ishlab chiqish bo'yicha javobgardir. Ipoteka Bank tomonidan qo'llaniladigan usullar va tartib-taomillar OTP guruh darajasida risklarni boshqarish samaradorligini qo'llab-quvvatlashi kerak. Bosh-bank strategik, guruh miqyosidagi risklarni boshqarish va korporativ risk siyosatlarini belgilayotgan bir paytda, filialning Boshqaruv va Kuzatuv Kengashi ularni mahalliy qo'llash va mahalliy risklarni baholashda mos darajada ta'sir ko'rsatadi. Ipoteka Bank Bosh-bank oldidagi hisobot berish majburiyatlarini to'liq tushunishi lozim. Kuzatuv Kengashining mas'uliyati – OTP guruh siyosatining mahalliy qonun va normativ talablariga mosligini baholash va, zarurat tug'ilganda, ushbu siyosatlarni o'zgartirish.

Ipoteka Bankning strategik maqsadlari, risklarni boshqarish tizimi, korporativ qadriyatlar va korporativ boshqaruv tamoyillari bosh (parent)

areas of the responsibility of the Supervisory Board are detailed in the Terms of Reference for the Supervisory Board of Ipoteka Bank OTP Group.

c/ The Management Board is the collegial executive body that carries out the day-to-day activities of the Bank and implements and executes the development strategy and business plans determined and approved by the General Shareholders Meeting. The Management Board should implement strategic goals, corporate governance policy and other internal policies of the Bank, relating to risk management, capital adequacy and compliance control; ensure an appropriate and transparent organizational structure to run the Bank and allocate authority levels among its employees; monitor performance of Bank's staff and periodically submit management reports to the General Meeting of Shareholders and the Supervisory Board of the Bank. The areas of responsibility of the Management Board are detailed in the Terms of Reference for the Management Board of Ipoteka Bank OTP Group.

16. The Supervisory Board and Management Board are responsible for developing effective risk management processes for the Bank. The methods and procedures applied by Ipoteka Bank should support the effectiveness of risk management at the OTP Group level. While the parent bank conducts strategic, group-wide risk management and prescribe corporate risk policies, the subsidiary Management Board and Supervisory Board have appropriate input to their local application and to the assessment of local risks. Ipoteka Bank should understand the reporting obligations it has to the parent bank. It is the responsibility of the Supervisory Board to assess the compatibility of the OTP Group policies with local legal and regulatory requirements and, where appropriate, amend those policies.

While the strategic objectives, risk governance framework, corporate values and corporate governance principles of Ipoteka Bank are aligned with that of parent OTP Bank (referred to here as "group policies"), the subsidiary Supervisory Board shall make necessary adjustments where a group policy conflicts with an applicable legal or regulatory provision or prudential rule, or would be detrimental

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026	Bet / Page: 1
__		Effective date: __04.2026	

OTP Bankning siyosatlari bilan uyg'un bo'lsa-da (bundan keyin – "guruh siyosatlari"), filial Kuzatuv Kengashi guruh siyosati amaldagi qonun yoki normativ talablarga, shuningdek Ipoteka Bankning sog'lom va ehtiyotkor boshqaruviga zid bo'lsa, zarur tuzatishlarni kiritadi.

Agar filial yuqori darajada tartibga solingan bo'lsa (risk profili, tizimdagi ahamiyati yoki parent-bankga nisbatan hajmi sababli), Ipoteka Bank Kuzatuv Kengashi filialning o'z korporativ boshqaruv majburiyatlari va unga tatbiq etiladigan qonuniy va normativ talablarni bajarishi uchun qo'shimcha zarur choralarni ko'rish kerak.

17. Bank tushunadiki, samarali korporativ boshqaruv Kuzatuv Kengashi, Boshqaruv raisi (CEO), Boshqaruv Kengashi va asosiy xodimlarning o'z vakolatlariga bag'ishlangan e'tiborini, shuningdek, manfaatdor tomonlar bilan birgalikda barcha aksiyadorlar uchun uzoq muddatli qiymat yaratish bo'yicha umumiy maqsadga sodiqlikni talab qiladi.

18. Kuzatuv Kengashi Ipoteka Bankning korporativ boshqaruv tuzilmasining asosiy komponenti hisoblanadi. Korporativ boshqaruvning maqsadi – aksiyadorlar, Kuzatuv Kengashi, Boshqaruv va boshqa manfaatdor tomonlar o'rtasida o'zaro munosabatlar tizimini yaratish orqali samarali boshqaruvni ta'minlash bo'lib, u korporativ harakatlarni amalga oshirish qoidalari va tartiblarini belgilaydi hamda Bank faoliyatini boshqarish va nazorat qilishni ta'minlaydi. Bu Bankning strategiyasi va biznes maqsadlariga muvofiq barqaror va uzoq muddatli muvaffaqiyatga erishishini kafolatlaydi.

Kuzatuv kengashi Bankni boshqarish uchun javobgardir. Aksiyadorlarning boshqaruvdagi roli muvaffaqiyatli faoliyatni ta'minlash uchun zarur ko'nikmalarga ega bo'lgan Kuzatuv kengashi a'zolarini tayinlash; ichki auditorlar va muvofiqlik bo'yicha xodimlarni tayinlash va tegishli korporativ boshqaruv tuzilmasi mavjudligiga ishonch hosil qilishdan iborat.

to the sound and prudent management of Ipoteka Bank.

In the case of a significantly regulated subsidiary (due to its risk profile or systemic importance or due to its size relative to the parent bank), the Supervisory Board of Ipoteka Bank should take such further steps as are necessary to help the subsidiary meet its own corporate governance responsibilities and the legal and regulatory requirements that apply to it.

17. The Bank understands that effective corporate governance requires dedicated focus on the part of Supervisory Board, Chief Executive Officer (CEO), Management Board and key staff to their own responsibilities and, together with the stakeholders, to the shared goal of building long-term value for all shareholders.

18. The Supervisory Board is the key component of the corporate governance structure of Ipoteka Bank. The purpose of corporate governance is to facilitate effective management by having in place a system of interrelations between the shareholders, the Supervisory Board, management and other stakeholders, which sets out the rules and procedures for taking corporate actions and ensures management and control over the Banks' activities. This ensures that the Bank can deliver sustainable and long-term success in line with its strategy and business objectives.

The Supervisory Board is responsible for the governance of the Bank. The Shareholders' role in governance is to appoint Supervisory Board members with the requisite skills to ensure successful operations; appoint internal auditors and compliance officers and make sure that an appropriate corporate governance structure is in place.

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: _ _ 04.2026	Bet / Page: 1
		Effective date: _ _ 04.2026	

5-BOB.AKSIYADORLARNING HUQUQLARINI TA'MINLASH	CHAPTER 5. SECURING SHAREHOLDERS' RIGHTS
<p>19. Bankning korporativ boshqaruv tizimi barcha manfaatdor tomonlarga teng va adolatli munosabatni ta'minlaydi hamda ushbu huquqlarni kafolatlash uchun eng qulay imkoniyatlarni yaratadi.</p> <p style="text-align: center;">5.1. Mulkchilik tuzilishi</p> <p>20. Ipoteka Bankning mulkchilik tuzilishi quyidagicha:</p> <p>a/ OTP Bank plc (Vengriya) – 72.44%</p> <p>b/ O'zbekiston Respublikasi Iqtisodiyot va moliya vazirligi – 17.38%</p> <p>c/ International Finance Corporation – 9.26%</p> <p>d/ Minoritar aksiyadorlar – 0.92%</p> <p style="text-align: center;">5.2. Aksiyadorlarning Umumiy yig'ilishi</p> <p>21. Aksiyadorlar huquq va manfaatlarining ustuvorligi Bankga investitsiya qilish, ya'ni aksiyalarini sotib olish va buning evaziga iqtisodiy foyda olish bo'yicha qarorlar qabul qilishdan iborat bo'lib, barqaror va mas'uliyatli bank faoliyatini ta'minlaydi. Aksiyadorlar o'z vakillarini (Kuzatuv Kengashi a'zolarini) saylash va investitsiya hamda ovoz berish qarorlari uchun zarur ma'lumotlarni olish huquqiga ega.</p> <p>22. Aksiyadorlar Kuzatuv Kengashi va Boshqaruvidan Aksiyadorlar va boshqa manfaatdor tomonlar uchun muhim bo'lgan masalalar va tashvishlarga tezkor javob berishini va bu masalalar ESG standartlariga muvofiq Bankning uzoq muddatli qiymatiga ta'sir qilishini kutishadi.</p> <p>23. Aksiyadorlarning Umumiy Yig'ilishini tayyorlash va o'tkazish tartibiga oid barcha ma'lumotlar Ipoteka Bank Aksiyadorlarning Umumiy Yig'ilishi Nizomida keltirilgan bo'lib, unda har bir aksiyadorning Bank Ustavi va uning ovoz berish ulushi huquqiga muvofiq ovoz berish huquqiga ega ekanligi belgilangan.</p>	<p>19. The Bank's corporate governance framework ensures equal and fair treatment of all stakeholders and creates the most favorable opportunities for guaranteeing these rights.</p> <p style="text-align: center;">5.1. Ownership Structure</p> <p>20. Ipoteka Bank's ownership structure is as follows:</p> <p>a/ OTP Bank plc (Hungary) – 72.44%</p> <p>b/ The Uzbekistan Ministry of Economy and Finance – 17.38%</p> <p>c/ Xalqaro Moliya Korporatsiya - 9.26%</p> <p>d/ Minority shareholders – 0.92%</p> <p style="text-align: center;">5.2. General Shareholders Meeting</p> <p>21. The priority of rights and interests of the Shareholders includes making decisions on investment in the Bank by buying its stock and receiving economic benefits in return, while ensuring sustainable and responsible banking activities. The Shareholders have the right to elect their representatives (Supervisory Board members) and receive information material for investment and voting decisions.</p> <p>22. The Shareholders shall expect the Supervisory Board and Management Board to be responsive to issues and concerns that are of interest to the Shareholders and other stakeholders and affect the Bank's long-term value in line with ESG standards.</p> <p>23. All information regarding preparation and holding procedures for the General Shareholders Meeting is provided in the Ipoteka Bank General Shareholders Meeting Terms of Reference which stipulate that each shareholder shall have the right to vote in compliance with the Charter of the Bank and eligibility of his/her voting share.</p> <p>24. Any shareholder shall have the right to express his/her opinion and ask the Chairman of the</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: 04.2026	Bet / Page: 1
		Effective date: 04.2026	

24. Har bir aksiyador o'z fikrini bildirish va yig'ilish raisiga, ishtirok etayotgan va nomzod Kuzatuv Kengashi a'zolariga, auditorga hamda Bankning Boshqaruv a'zolariga o'zini qiziqtirgan har qanday savolni berish huquqiga ega.

25. Aksiyadorlarning Umumiy Yig'ilishlariga oid barcha ma'lumotlar Bankning korporativ saytida o'zbek, rus va ingliz tillarida, shuningdek davlat portalida: (www.openinfo.uz) rus tilida va Respublika Fond Birjasi saytida ochiq tarzda taqdim etiladi.

26. Yig'ilishlar orasida yuzaga kelgan savollar aksiyadorlar tomonidan Bankning Korporativ Kotibiga yo'naltirilishi mumkin.

5.3. Aksiyadorlar huquqlarini himoya qilish va fidusiar majburiyat

27. O'zbekiston Respublikasi qonunchiligiga muvofiq, aksiyadorlar har uch yilda kamida bir marta Bank Kuzatuv kengashiga o'z nomzodlarini, shu jumladan mustaqil a'zolari taklif qilish huquqiga ega. Kuzatuv Kengashi a'zolariga nomzodlarni tavsiya qilish Aksiyadorlarning Umumiy Yig'ilishi (yillik yoki navbatdan tashqari) tomonidan tasdiqlanishi lozim. Har bir Kuzatuv Kengashi a'zosi Bankning barcha aksiyadorlari manfaatlarini ifodalaydi va barqaror va foydali bank faoliyatini ta'minlash uchun eng yaxshi maslahatni berishini kafolatlaydi.

5.4. Dividend siyosati

28. Bankning Dividend Siyosati dividend to'lovlariga oid qaror qabul qilish jarayonini, shu jumladan dividend hajmi va to'lov vaqtini belgilashni oshkora mexanizm orqali tashkil qiladi.

5.5. Muhim faktlar

29. Quyidagi korporativ harakatlar Bank uchun muhim hisoblanadi:

- a/ Bank faoliyatini reorganizatsiya qilish, vaqtincha to'xtatish yoki yakunlash
- b/ Birlashish va sotib olish bo'yicha yirik bitimlar

meeting, present members and candidate members of the Supervisory Board, the auditor, and members of the Management Board of the Bank any question he/she is concerned with.

25. All information on General Shareholders Meetings are publicly available in Uzbek, Russian and English languages on the Bank's corporate site and on the state portal at: (www.openinfo.uz) in Russian and the site of the Republican Stock Exchange.

26. At the General Shareholders Meeting OTP Bank shall assert a position in proportion to its share of the votes.

5.3. Protection of Shareholders Rights and Fiduciary Responsibility

27. In compliance with Uzbek law the shareholders shall propose their candidates, including independent members, to the Supervisory Board of the Bank at least once every three years. The nomination of candidates to the Supervisory Board shall be approved by the General Shareholders Meeting (annual or extraordinary). Each of the Supervisory Board members represents interests of all shareholders of the Bank while ensuring that they are giving the best advice to ensure sustainable and profitable banking operations.

5.4. Dividend Policy

28. The Dividend Policy of the Bank sets up a transparent mechanism of decision making on dividend payments, including determining the size and time of dividend payment.

5.5. Material facts

29. The following corporate actions are considered significant for the Bank:

- a/ Reorganization, suspension or termination of the Bank's activity
- b/ Large transactions on mergers and acquisition
- c/ Share capital increase or reduction
- d/ Listing or delisting of shares
- e/ Any other actions that may result in a considerable change in the shareholders' rights or

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026	Bet / Page: 1
		Effective date: __04.2026	

<p>c/ Aksiyadorlik kapitalini oshirish yoki kamaytirish</p> <p>d/ Aksiyalarni listga kiritish yoki ro'yxatdan chiqarish</p> <p>e/ Aksiyadorlar huquqlarida sezilarli o'zgarish yoki ularning manfaatlarining buzilishiga olib kelishi mumkin bo'lgan boshqa har qanday harakatlar.</p> <p>30. Bankning muhim korporativ voqealariga oid har qanday ma'lumot O'zbekiston qonunchiligiga va Bankning Axborot Siyosatiga muvofiq oshkor qilinadi.</p> <p>5.6. Affilangan shaxslar bilan bitimlarni tasdiqlash</p> <p>31. Qonuniy talablar va eng yaxshi korporativ boshqaruv amaliyotlariga muvofiq, Bank manfaatdor shaxslar bilan bitimlarni quyidagi tarzda ko'rib chiqadi:</p> <p>a/ Bunday bitimlar bo'yicha qaror qabul qilishda ishtirok etuvchi Kuzatuv kengashi va Boshqaruvga nisbatan dastlabki affilangan tomon tekshiruvini o'tkazish;</p> <p>b/ Affilangan tomonlarning bunday bitimlar bo'yicha ichki muhokama va qaror qabul qilishda ishtirok etishiga yo'l qo'yilmaydi.</p> <p>32. Bankning affilangan shaxslar bilan operatsiyalariga taalluqli har qanday ma'lumotlar O'zbekiston Respublikasining "Aksiyadorlik jamiyatlari va aksiyadorlarning huquqlarini himoya qilish to'g'risida"gi Qonuniga muvofiq oshkor etiladi.</p>	<p>violation of their interests.</p> <p>30. Any information relating to Bank's significant corporate events are disclosed in compliance with Uzbek law and the Information Policy of the Bank.</p> <p>5.6. Approval of Transactions with Affiliated Parties</p> <p>31. Pursuant to statutory requirements and best corporate governance practices, the Bank considers transactions with affiliated parties in the following manner:</p> <p>a/ Making a preliminary affiliated party check in respect of the Supervisory Board and Management Board involved in decision making on such transactions;</p> <p>b/ Affiliated parties are not allowed to take part in internal discussion and decision making on such transactions.</p> <p>32. Any information relating to Bank's transactions with affiliated parties are disclosed in compliance with the Uzbekistan Law on Joint-Stock Companies and Protection on Shareholders Rights.</p>
<p>6-BOB. KUZATUV KENGASHI BANKNING KORPORATIV BOSHQARUV TUZILMASINING ASOSIY TARKIBIY QISMI SIFATIDA</p>	<p>CHAPTER 6. SUPERVISORY BOARD AS A KEY COMPONENT OF THE BANK'S CORPORATE GOVERNANCE STRUCTURE</p>
<p>33. Kuzatuv kengashi uzoq muddatli qiymat yaratishga erishish va Bankning ichki nazorati va risklarni boshqarish tizimini ta'minlash uchun Bankning biznes strategiyasini amalga oshirishda Boshqaruvga nazoratni ta'minlashda muhim rol o'ynaydi.</p>	<p>33. The Supervisory Board has the vital role of providing oversight to the Management Board to implement the Bank's business strategy to achieve long-term value creation and ensure the Bank's internal control and risk management framework.</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026	Bet / Page: 1
		Effective date: __04.2026	

6.1. Kuzatuv kengashining tuzilmasi

34. **O'Icham.** Kuzatuv kengashi Bankning xususiyati, hajmi, murakkabligi, maqsadli bozori va rivojlanish bosqichini hisobga olgan holda uning tegishli hajmini tasdiqlash uchun aksiyadorlarning umumiy yig'ilishiga tavsiya qiladi.

35. **Tarkibi.** Kuzatuv kengashining tarkibi Kuzatuv kengashiga o'zining nazorat, maslahat va strategiyani shakllantirish funksiyalarini samarali amalga oshirish imkonini berish uchun turli xil tajriba, ko'nikma, tajriba, malaka va vakolatlarni aks ettirishi kerak.

36. **Xarakteristika.** Kuzatuv kengashining har bir a'zosi halollik, mustahkam xarakter, sog'lom fikrlash, xolis aql va aksiyadorlar hamda boshqa manfaatdor tomonlarning manfaatlarini ifodalash qobiliyatiga ega bo'lishi kerak.

37. **Tajriba.** Tegishli biznes va yetakchilik tajribasiga ega bo'lgan Kuzatuv kengashi a'zolari Kuzatuv kengashiga biznes strategiyasiga foydali nuqtai nazarni taqdim etishlari, muhim xavflarni aniqlashlari va tez o'zgaruvchan iqtisodiy vaziyat nuqtai nazaridan biznes duch keladigan muammolarni tushunishlari mumkin, ayniqsa texnologiyalardan foydalanish va yangi muammoli banklar va moliyaviy texnologiyalarning paydo bo'lishi tufayli.

38. **Mustaqillik.** Kuzatuv kengashi a'zosining mustaqilligi samarali korporativ boshqaruv uchun juda muhimdir va barcha manfaatdor tomonlarning manfaatlarini ifodalovchi xolis mustaqil mulohazani taqdim etish Kuzatuv kengashining nazorat funksiyasining asosidir. Kuzatuv kengashi a'zosining mustaqilligini baholashda Kuzatuv kengashi barcha tegishli faktlar va holatlarni ko'rib chiqishi kerak, bunda asosiy e'tibor Kuzatuv kengashi a'zosining Bank, uning yuqori rahbariyati yoki boshqa tashkilotlar bilan haqiqiy yoki tasavvur qilingan mustaqillikka ta'sir qilishi mumkin bo'lgan to'g'ridan-to'g'ri yoki bilvosita munosabatlarga ega ekanligiga qaratilishi kerak.

6.1. Supervisory Board's Structure

34. **Size.** The Supervisory Board shall recommend to the General Shareholders Meeting for approval its appropriate size taking into consideration the nature, size, complexity, target market and stage of development of the Bank.

35. **Composition.** The composition of the Supervisory Board shall reflect a diversity of backgrounds, skills, experiences, expertise and tenures to enable the Supervisory Board to perform its oversight, advisory and strategy formulation function effectively.

36. **Characteristics.** Each Supervisory Board member shall have integrity, strong character, sound judgement, objective mind and the ability to represent the interests of the shareholders and other stakeholders.

37. **Experience.** Supervisory Board members with relevant business and leadership experience can provide the Supervisory Board a useful perspective on business strategy, identification of significant risks and an understanding of the challenges facing the business in terms of the fast-changing economic landscape, especially owing to the use of technology and emergence of new challenger banks and fintechs.

38. **Independence.** The Supervisory Board member's independence is critical to effective corporate governance, and providing objective independent judgement that represents the interests of all stakeholders is at the core of the Supervisory Board's oversight function. When assessing a Supervisory Board's member independence, the Supervisory Board should consider all relevant facts and circumstances, focusing on whether the Supervisory Board's member has any relationships, either direct or indirect, with the Bank, its senior management or other entities that could affect actual or perceived independence. This includes relationships with other companies or natural persons that have significant business relationships with the Bank or with non-profit organizations that receive substantial support from the Bank.

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

Bunga Bank bilan muhim ishbilarmonlik aloqalariga ega bo'lgan boshqa kompaniyalar yoki jismoniy shaxslar yoki Bank tomonidan sezilarli darajada qo'llab-quvvatlanadigan notijorat tashkilotlar bilan munosabatlar kiradi.

6.2. Kuzatuv kengashi raisi

39. Kuzatuv kengashi raisi OTP Bank tomonidan taqdim etiladi va Kuzatuv kengashi a'zolari umumiy sonining ko'pchilik ovozi bilan saylanadi.

40. Kuzatuv kengash raisi bo'lmagan taqdirda uning vazifasini Kuzatuv kengash a'zolaridan biri bajaradi.

41. Kuzatuv kengash raisi:

- a/ Kuzatuv kengashi ishini tashkil etadi;
- b/ Kengash majlislarini chaqiradi va ularga raislik qiladi;
- v/ Majlislarda bayonnomalarni qabul qilish va yuritishni tashkil etadi;
- d/ Aksiyadorlarning umumiy yig'ilishini ochadi va unda raislik qiladi;
- e/ Boshqaruv raisini ishga qabul qilish uchun Bank nomidan mehnat shartnomasini tuzadi;
- f/ Bank Ustavi va O'zbekiston qonunlari va qoidalarida nazarda tutilgan boshqa faoliyatni amalga oshiradi.

6.3. Kuzatuv kengashi a'zolarining maqomi

42. Kuzatuv kengashi ijrochi bo'lmagan va mustaqil a'zoldan iborat bo'ladi.

43. Kuzatuv kengashining ijrochi bo'lmagan a'zolari Bank bilan mehnat munosabatlarida bo'lmaydi, lekin yirik Aksiyadorlar tomonidan ko'rsatiladi.

44. Qarorlar qabul qilish samaradorligini ta'minlash va aksiyadorlar manfaatlarini muvozanatini saqlash maqsadida Kuzatuv kengashi tarkibiga mustaqil a'zolar kiritiladi.

45. Kuzatuv kengashining mustaqil a'zolari Bank, hukumat, aksiyadorlar yoki Bankning har qanday raqobatchisi bilan bog'liq

6.2. Chairman of the Supervisory Board

39. The Chairman of the Supervisory Board shall be nominated by the OTP Bank and elected by a majority vote of the total number of members of the Supervisory Board.

40. In the absence of the Chairman of the Supervisory Board, his duties are performed by one of the members of the Supervisory Board.

41. Chairman of the Supervisory Board:

- a/ Organizes the work of the Supervisory Board;
- b/ Convenes and chairs board meetings;
- c/ Organizes the taking and keeping of protocols at meetings;
- d/ Opens and chairs the general shareholders meetings;
- e/ Concludes an employment contract on behalf of the Bank for hiring the Chairman of the Management Board;
- f/ Performs other activities stipulated by the Bank's Charter and Uzbekistan laws and regulations.

6.3. Status of Supervisory Board Members

42. The Supervisory Board consists of non-executive and independent members.

43. Non-executive members of the Supervisory Board are not in employment relations with the Bank but nominated by the major Shareholders.

44. In order to ensure efficiency of decision making and maintaining the balance of interests of the shareholders, the Supervisory Board includes independent members.

45. Independent members of the Supervisory Board are not associated with the Bank, government, shareholders or any competitor of the Bank. Independent members shall have sufficient

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

emas. Mustaqil a'zolar xolisona hukm chiqarish va o'z fikrini shakllantirish uchun yetarli malaka, tajriba va mustaqillikka ega bo'lishi kerak. Har qanday mustaqil a'zo o'zining mustaqillik maqomini yo'qotishiga olib kelishi mumkin bo'lgan har qanday harakatdan o'zini tiyishi kerak.

46. Kuzatuv kengashi tarkibining ko'pchilik qismini mustaqil a'zolar tashkil etadi.

6.4. Kuzatuv kengashining asosiy vazifalari

47. **Boshqaruv raisini saylash.** Kuzatuv kengashi Boshqaruv raisi faoliyati va uning vorisligini rejalashtirish jarayoni ustidan nazoratni amalga oshiradi.

48. **"Yuqoridagi ton"ni o'rnatish.** Kuzatuv kengashi Bankning halollik, muvofiqlik, axloq va atrof-muhit, ijtimoiy va boshqaruv masalalarini tartibga soluvchi tamoyillarga, shu jumladan iqlim bilan bog'liq xavf-xatarlarga va ularni Bankning uzoq muddatli strategiyasiga integratsiyalashuviga sodiqligini ko'rsatadigan "yuqoridagi ohang"ni belgilaydi. Ushbu ohang Bankning barcha darajadagi xodimlariga yetkaziladigan korporativ madaniyat uchun zamin yaratadi.

49. **Korporativ strategiyani oldindan tasdiqlash va strategik rejalarning bajarilishini nazorat qilish.** Kuzatuv kengashi Bankning uzoq muddatli strategiyasini ishlab chiqishdan to amalga oshirishgacha mazmunli hissa qo'shishi, Bankning yillik biznes-rejalarini oldindan tasdiqlashi va uzoq muddatli qiymat yaratishga mo'ljallangan rejalarning bajarilishini muntazam ravishda baholashi kerak. Kuzatuv kengashi, shuningdek, Bankning strategik rejalariga xos bo'lgan xatarlarni va ushbu xatarlarni boshqarish usullarini baholaydi. Kuzatuv kengashi strategiyani amalga oshirish va ijro etish bo'yicha Boshqaruvni nazorat qiladi va unga ko'rsatmalar beradi.

50. **Bankning risk appetit o'rnatish, asosiy risklarni ko'rib chiqish va tushunish, risklarni boshqarish jarayonlarini nazorat**

qualifications, experience and independence to make objective judgements and form their own opinion. Any independent member shall refrain from any action that could lead to a loss of his/her status of independence.

46. Independent members shall make the majority of the Supervisory Board membership.

6.4. Key Responsibilities of the Supervisory Board

47. **Selecting the Chairman of Management Board.** The Supervisory Board oversees the performance of the Chairman of the Management Board and the Chairman's succession planning process.

48. **Setting the "tone at the top".** The Supervisory Board sets the "tone at the top" that demonstrates the Bank's commitment to integrity, compliance, ethics and ensuring adherence to the principles governing Environmental, Social and Governance issues, including climate-related risks and their integration into Bank's long-term strategy. This tone lays the groundwork for the corporate culture that is communicated to the Bank's personnel at all levels.

49. **Pre-approving corporate strategy and monitoring the implementation of strategic plans.** The Supervisory Board shall have meaningful input into the Bank's long-term strategy from development through execution, pre-approves the Bank's annual business plans and regularly evaluates implementation of the plans designed to create long-term value. The Supervisory Board also assesses the risks inherent from the Bank's strategic plans and how those risks are managed. The Supervisory Board oversees and provides guidance to the Management Board for implementation and execution of the strategy.

50. **Setting the Bank's risk appetite, reviewing and understanding the major risks, and overseeing the risk management processes.** In this regard the Supervisory Board establishes a structure

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

qilish. Shu munosabat bilan Kuzatuv kengashi risklarni, shu jumladan ESG bilan bog'liq, iqlim o'zgarishi va jismoniy risklarni nazorat qilish uchun tuzilma yaratadi, mas'uliyatni Kuzatuv kengashining risk nazorat qo'mitasiga yuklaydi va risklarni boshqarish uchun tegishli yuqori rahbariyatni tayinlashni nazorat qiladi..

51. Bankning moliyaviy hisobotlari va korporativ faoliyat to'g'risidagi boshqa ma'lumotlarning yaxlitligi va aniqligiga e'tibor qaratish. Kuzatuv kengashi Bankning moliyaviy hisobotlari uning moliyaviy holati va operatsiyalari natijalarini to'g'ri aks ettirishiga, moliyaviy va barqarorlik bilan bog'liq ma'lumotlarni oshkor qilishiga, Bank faoliyati to'g'risida o'tgan natijalar va kelajakdagi rejalar haqida mazmunli ma'lumot berishiga, shuningdek, Bankning ichki nazorati va tartib-qoidalari har qanday firibgarlik faoliyatini aniqlash va oldini olish uchun ishlab chiqilganligiga ishonch hosil qiladi. Barqaror rivojlanish bilan bog'liq ma'lumotlar CSRDga muvofiq tayyorlanishi kerak.

52. Kapitalni taqsimlash. Kuzatuv kengashi bankning umumiy strategiyasiga muvofiq qisqa muddatli va uzoq muddatli iqtisodiy daromadlar o'rtasidagi to'g'ri muvozanatni topish uchun kapitalni taqsimlash jarayoni va strategiyasi bo'yicha muhim ma'lumotlarga ega bo'lishi va qaror qabul qilish vakolatiga ega bo'lishi kerak.

53. Yillik operatsion rejalar va smetalarni ko'rib chiqish, tushunish va nazorat qilish. Kuzatuv kengashi yillik operatsion rejalarini nazorat qiladi va Boshqaruv tomonidan taqdim etilgan yillik byudjetlarni ko'rib chiqadi. Kuzatuv kengashi yillik rejalarining bajarilishini nazorat qiladi va ularning o'zgaruvchan sharoitlarga ta'sirchanligini baholaydi.

54. Bankning biznes barqarorligi bo'yicha rejalarini ko'rib chiqish. Risklarni nazorat qilish funksiyasining bir qismi sifatida Kuzatuv kengashi vaqti-vaqti bilan rahbariyatning biznesning barqarorligini, shu jumladan biznesni

for overseeing risk, including ESG-related, climate transition and physical risks, delegating responsibility to the Risk Oversight Committee of the Supervisory Board and overseeing the designation of appropriate senior management for risk management.

51. Focusing on the integrity and clarity of the Bank's financial reporting and other disclosures about corporate performance. The Supervisory Board makes sure that the Bank's financial statements accurately present its financial condition and results of operations, that discloses both financial and sustainability-related, about the Bank's performance convey meaningful information about the past results and future plans, and that the Bank's internal controls and procedures have been designed to detect and deter any fraudulent activity. Sustainability-related disclosures shall be prepared in line with the CSRD.

52. Allocating capital. The Supervisory Board should have meaningful input and decision-making authority over the bank's capital allocation process and strategy to find the right balance between short-term and long-term economic returns in line with the Bank's overall strategy.

53. Reviewing, understanding and overseeing annual operating plans and budgets. The Supervisory Board oversees the annual operating plans and reviews annual budgets presented by the Management. The Supervisory Board monitors implementation of the annual plans and assesses whether they are responsive to changing conditions.

54. Reviewing the Bank's plans for business resiliency. As part of its risk oversight function, the Supervisory Board periodically reviews management's ability and readiness to address business resiliency, including such items as business transformation, business continuity, compliance risk readiness, physical security, cybersecurity, ESG issues and crisis management.

55. Nominating Chairpersons of the Supervisory Board Committees and its members and overseeing effective corporate governance. The Supervisory Board nominates its committee chairmen and members and oversees the structure, composition

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

<p>o'zgartirish, biznesning uzluksizligi, muvofiqlik tavakkalchiligiga tayyorlik, jismoniy xavfsizlik, kiberoxavfsizlik, ESG masalalari va inqirozni boshqarish kabi masalalarni hal qilish qobiliyati va tayyorligini ko'rib chiqadi.</p> <p>55. Kuzatuv kengashi qo'mitalari raislari va uning a'zolarini tayinlash hamda samarali korporativ boshqaruvni nazorat qilish. Kuzatuv kengashi o'z qo'mitalari raislari va a'zolarini tayinlaydi hamda Kuzatuv kengashi va uning qo'mitalari tuzilishi, tarkibi (shu jumladan mustaqillik va xilma-xillik), vorislikni rejalashtirish, amaliyoti va baholashini nazorat qiladi. Kuzatuv kengashining har bir qo'mitasi hujjatlashtirilgan Reglamentga ega.</p> <p>56. Komplaens dasturini nazorat qilish. Kuzatuv kengashi boshchiligidagi risk nazorat qo'mitasi Bankning komplayens dasturini nazorat qiladi va yuzaga kelishi mumkin bo'lgan har qanday muhim masalalar to'g'risida Kuzatuv kengashini xabardor qiladi.</p>	<p>(including independence and diversity), succession planning, practices and evaluation of the Supervisory Board members and its committees. Each Supervisory Board Committee has the documented Rules of Procedure.</p> <p>56. Overseeing the compliance program. The Risk Oversight Committee, under the leadership of the Supervisory Board , oversees the Bank's compliance program and informs Supervisory Board about any significant issues that may arise.</p>
<p align="center">7-BOB. KUZATUV KENGASHI QO'MITALARI TUZILMASI</p>	<p align="center">CHAPTER 7. SUPERVISORY BOARD COMMITTEE STRUCTURE</p>
<p>57. Qo'mitaning samarali tuzilishi Kuzatuv kengashiga Bank faoliyati va strategiyasiga oid asosiy masalalarni to'liq Kuzatuv kengashi darajasida mumkin bo'lganidan ko'ra chuqurroq ko'rib chiqish va muhokama qilish imkonini beradi. Audit va Risk nazorat qo'mitalarining raislari Kuzatuv kengashi tomonidan Kuzatuv kengashining tavsiyasiga ko'ra Kuzatuv kengashining mustaqil a'zolari orasidan saylanadi.</p> <p>58. Audit, Risk nazorat, Etika va korrupsiyaga qarshi kurashish, Tayinlash va mukofotlash qo'mitalari tomonidan bajariladigan funksiyalar samarali korporativ boshqaruvning markaziy qismidir.</p> <p>59. Har bir qo'mita vakolatlari va qo'mita a'zoli uchun talab qilinadigan malakalar Kuzatuv Kengashi tomonidan tasdiqlangan qo'mitalar ish tartib qoidalarida aniq belgilangan. Har bir qo'mita o'z ish tartibini yillik ravishda</p>	<p>57. An effective committee structure permits the Supervisory Board to address and discuss key issues concerning the Bank's activities and strategy in more depth than may be possible at the full Supervisory Board level. The Chairpersons of the Audit and Risk Oversight Committees are elected by the Supervisory Board from among the independent members of the Supervisory Board on the recommendation of the Supervisory Board.</p> <p>58. The functions performed by the Audit, Risk Oversight, Ethics and Anti-Corruption, Nomination and Remuneration Committees are central to effective corporate governance.</p> <p>59. The responsibilities of each committee and the qualifications required for the committee membership are clearly defined in the committee rules of procedure that are approved by the Supervisory Board. Each committee reviews its Rules of Procedure annually and recommends any changes to the</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026	Bet / Page: 1
		Effective date: __04.2026	

ko'rib chiqadi va Kuzatuv Kengashiga har qanday o'zgarishlarni tavsiya qiladi. Etika va korrupsiyaga qarshi kurash qo'mitasi bundan mustasno, har bir qo'mita faoliyati haqida Kuzatuv Kengashini choraklik asosida xabardor qiladi. Har bir qo'mita yillik hisobotini Kuzatuv Kengashiga taqdim etadi.

60. Kuzatuv Kengashi qo'mitalari O'zbekiston qonunlari va normativ hujjatlarida belgilangan mustaqillik va boshqa a'zolik talablariga to'liq javob beradi.

7.1. Tarkib, yig'ilishlar va tartib-qoidalar

61. Kuzatuv Kengashining har bir qo'mitasi uch yoki undan ortiq Kuzatuv Kengashi a'zolaridan iborat bo'ladi.

62. Har qanday qo'mita raisi bir vaqtning o'zida boshqa Kuzatuv Kengashi qo'mitasining raisi bo'la olmaydi.

63. Qo'mita a'zolari va Qo'mita raisi (a) har yili Kuzatuv Kengashi tomonidan tayinlanadi va (b) Kuzatuv Kengashining ixtiyoriga ko'ra xizmat qiladi. Qo'mita bevosita Kuzatuv Kengashiga hisobot beradi, ammo o'z tavsiyalari va kuzatuvlarini tasdiqlash va/yoki ma'lumot olish uchun Kuzatuv Kengashiga taqdim qiladi.

64. Qo'mitalar o'z vazifalarini bajarish uchun zarur bo'lgan darajada yig'ilish o'tkazadi, ammo chorakdan kam bo'lmagan tartibda, Etika va korrupsiyaga qarshi kurash qo'mitasi bundan mustasno, u yillik ikki marotaba yig'iladi. Qo'mita yig'ilishini uning raisi yoki qo'mita a'zolarining ikkisi chaqirishi mumkin.

65. Qo'mitalar o'z yig'ilishlari jarayonini to'liq hujjatlashtiradi va yozuvlarni saqlaydi. Yig'ilish bayonnomalari qo'mita tomonidan tasdiqlanadi va ularning nomidan saqlanadi. Qo'mitalar o'z faoliyatini muntazam ravishda Kuzatuv Kengashiga hisobot beradi va zarur yoki muvofiq deb hisoblagan tavsiyalarni beradi.

66. Majburiy/asosiy Kuzatuv Kengashi qo'mitalaridan tashqari, zarurat tug'ilganda va vaziyat talab qilganda, Kuzatuv Kengashi

Supervisory Board. Each committee, except for the Ethics and Anti-Corruption Committee, shall apprise the Supervisory Board of their activities on a quarterly basis. Each committee shall report annually to the Supervisory Board.

60. Supervisory Board committees meet all applicable independence and other requirements as to membership prescribed by Uzbekistan laws and regulations.

7.1. Composition, Meetings and Procedures

61. Any committee of the Supervisory Board consists of three or more Supervisory Board members.

62. Any committee Chairperson is not allowed to be at the same time a chairperson of any other Supervisory Board committee.

63. Committee members and the Committee Chair (a) shall be appointed annually by the Supervisory Board Members and (b) serve at the discretion of the Supervisory Board. The Committee shall report directly to the Supervisory Board but will submit their recommendations and observations to the Supervisory Board for approval and/or information.

64. The committees shall meet as frequently as necessary to fulfill their duties and responsibilities, but not less frequently than quarterly, except for the Ethics and Anti-Corruption Committee which meets on a semi-annual basis. A meeting of the Committee may be called by its chair or any two members of the committee.

65. The Committees shall fully document and maintain records of their proceedings. Minutes of the meetings shall be approved by the Committees and maintained on their behalf. The Committees shall report their activities to the Supervisory Board on a regular basis and make such recommendations as it deems necessary or appropriate.

66. In addition to the mandatory/core SB Committees, the Supervisory Board may establish

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026	Bet / Page: 1
		Effective date: __04.2026	

qo'shimcha qo'mitalar tuzishi mumkin.

7.2. Audit qo'mitasi

67. **Moliyaviy savodxonlik.** Audit qo'mitasi a'zolari moliyaviy savodxonlik talablariga javob berishi kerak va qo'mitaning bir yoki bir nechta a'zosi Audit qo'mitasi bosh moliyaviy eksperti bo'lishi lozim.

68. **Mustaqil auditor.** Audit qo'mitasi Bankning mustaqil auditor bilan bo'lgan munosabatlari uchun javobgardir, jumladan:

a/ **Yangi mustaqil auditorni tanlash jarayonida ishtirok etish.** Audit qo'mitasi auditorning malakasi (shu jumladan soha bo'yicha tajribasi), ish mahsuloti, mustaqilligi va obro'sini ko'rib chiqadi; audit jamoasining asosiy a'zolarining faoliyati va tajribasini baholaydi. Audit qo'mitasi yillik audit shartnomasining shartlarini kelishish jarayonini nazorat qiladi.

b/ **Tashqi auditorning mustaqilligini nazorat qilish.** Audit qo'mitasi mustaqil auditor bilan mustaqillik masalalari bo'yicha doimiy, ochiq muloqot olib borishi kerak. Audit qo'mitasi yillik audit shartnomasidan tashqari xizmatlarni aniqlashi lozim.

c/ **Moliyaviy hisobotlar.** Audit qo'mitasi Bankning moliyaviy hisobotlariga oid muhim masalalarni Boshqaruv Kengashi va mustaqil auditor bilan muhokama qiladi, moliyaviy natijalarga oid har qanday matbuot relizlarini chiqarishdan oldin ko'rib chiqadi va tasdiqlaydi. Audit qo'mitasi Bankning muhim buxgalteriya siyosatini, asosiy baholash va hisoblashlarni va ularning moliyaviy natijalarga ta'sirini tushunishi lozim. Audit qo'mitasi Boshqaruv Kengashi tomonidan tayyorlangan moliyaviy hisobotlar va boshqa oshkor etish materiallari Bankning moliyaviy holati va faoliyat natijalarini to'liq va tushunarli tarzda aks ettirayotganligiga ishonch hosil qilishi kerak.

d/ **Ichki nazorat.** Audit qo'mitasi Bankning moliyaviy hisobotlar bo'yicha ichki nazorat tizimi va uning oshkor etish nazoratlari va tartiblarini, shu jumladan Boshqaruv raisi va

additional committees, as if necessary, in case the situation demands.

7.2. Audit Committee

67. **Financial acumen.** Audit Committee members should meet financial literacy requirement standards and one or more committee members should be an Audit Committee lead financial expert.

68. **Independent auditor.** The Audit Committee is responsible for the Bank's relationship with an independent auditor, including:

a/ **Involving in the selection of a new independent auditor.** The Audit Committee shall review the qualifications (including industry expertise), work product, independence and reputation; reviews performance and expertise of key members of an audit team. The Audit Committee shall oversee the process of negotiating the terms of the annual audit engagement.

b/ **Overseeing the independence of the external auditor.** The Audit Committee should maintain an ongoing, open dialogue with an independent auditor about independence issues. The Audit Committee should identify those services, beyond the annual audit engagement.

c/ **Financial statements.** The Audit Committee discuss significant issues relating to the Bank's financial statements with the Management Board and the independent auditor, review and approve any press releases on financial performance before they are issued. The Audit Committee shall understand the Bank's critical accounting policies, the key judgements and estimates and their effect on the financial results. The Audit Committee should be satisfied that the financial statements and other disclosures prepared by the Management Board present the Bank's financial condition and results of operations accurately and understandable.

d/ **Internal controls.** The Audit Committee oversees the Bank's system of internal controls over financial reporting and its disclosures controls and procedures, including the processes for producing the certifications required of the Chairman of the

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1
__			

Moliyaviy va Strategiya Bloking Rahbari (Chief Finance Officer) tomonidan talab qilinadigan sertifikatlarni tayyorlash jarayonlarini nazorat qiladi. Audit qo‘mitasi ichki va mustaqil auditorlar hamda Boshqaruv bilan ushbu ichki nazorat tizimlarining samaradorligini saqlash va baholash tartiblarini davriy ravishda ko‘rib chiqadi. Audit qo‘mitasi moliyaviy hisobotlar va ularning oshkor etish jarayoniga oid ichki nazoratlarda har qanday muhim kamchiliklar yoki jiddiy zaifliklar yuzaga kelganida tezkor xabardor qilinishi va ularni tuzatish choralari va vaqt jadvali haqida muntazam ravishda ma’lumot olishi lozim.

e/ **Ichki audit.** Audit qo‘mitasi Bankning ichki audit funksiyasini nazorat qiladi va ichki audit xodimlari o‘z vazifalarini bajarish uchun yetarli resurslar va qo‘llab-quvvatlashga ega bo‘lishini ta’minlaydi. Audit qo‘mitasi ichki audit rejasining qamrovini, ichki audit xodimlarining muhim xulosalarini va Boshqaruvining javobini, ichki auditorlarni tayinlash va almashtirishni ko‘rib chiqadi hamda har yili ichki audit funksiyasining faoliyati va samaradorligini baholaydi.

7.3. Risk nazorat qo‘mitasi

69. Risk qo‘mitasi Kuzatuv Kengashining mustaqil qo‘mitasi bo‘lib, Bankning joriy va kelajakdagi risklarni qabul qilish darajasi bo‘yicha Kuzatuv Kengashiga tavsiyalar berish, Boshqaruv tomonidan Risk Appetite Statement (RAS)ni amalga oshirilishini nazorat qilish va Bank bo‘ylab risk madaniyati holati bo‘yicha hisobot berish uchun javobgardir.

Qo‘mitaning vakolatlariga shuningdek ESG risklarini nazorat qilish, barqarorlikni integratsiya qilish, ICAAP (ichki kapital yetarliligini baholash jarayoni) rejalashtirish, CFP (favqulodda moliyalashtirish rejasi), BCP (biznesni davom ettirish rejasi) va DRP (falokatdan tiklash rejasi) monitoringi kiradi.

70. Risklarni boshqarish tizimi Bankning tuzilmasi, risk profili, murakkabligi, faoliyatlari va hajmi bilan muvofiqlashtirilishi lozim va quyidagilarni o‘z ichiga oladi:

Management Board and Head of Finance and Strategy Block (Chief Finance Officer). The Audit Committee periodically reviews with both the internal and independent auditors, as well as with the Management Board, the procedures for maintaining and evaluating the effectiveness of these internal control systems. The Audit Committee should be promptly notified of any significant deficiencies or material weaknesses in internal controls in relation to financial reporting and its disclosures and kept informed about the steps and timetable for correcting them.

e/ **Internal Audit.** The Audit Committee oversees the Bank’s internal audit function and ensures that the internal audit staff has adequate resources and support to carry out its role. The Audit Committee reviews the scope of the internal audit plan, significant findings by the internal audit staff and management Board’s response, and the appointment and replacement of the internal auditors and assesses the performance and effectiveness of the internal audit function annually.

7.3. Risk Oversight Committee

69. The Risk Oversight Committee is an independent committee of the Supervisory Board responsible for advising the Supervisory Board on the Bank’s overall current and future risk appetite, overseeing the management’s implementation of the Risk Appetite Statement (RAS) and reporting on the state of the risk culture across the Bank.

The Committee’s responsibilities also include ESG risk oversight, sustainability integration, ICAAP (internal capital adequacy assessment process) planning and CFP (contingency funding plan), BCP (business continuity plan) and DRP (disaster recovery plan) monitoring.

70. The risk management framework should align with the structure, risk profile, complexity, activities, and size of the Bank and include:

a/ the Bank’s Policies establishing risk

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1
__			

<p>a/ Bankning risklarni boshqarish bo'yicha boshqaruv tizimini, risklarni boshqarish tartib-taomillarini va operatsiyalar uchun risk nazorati infratuzilmasini belgilovchi Siyosatlar;</p> <p>b/ ushbu siyosat va tartib-taomillarga rioya etilishini amalga oshirish va nazorat qilish jarayonlari va tizimlari, jumladan:</p> <p style="padding-left: 20px;">ba/ paydo bo'layotgan risklar, ESG va iqlimga oid risklar, shuningdek risklarni boshqarishdagi kamchiliklarni aniqlash va ularga oid hisobot berish hamda Bankning operatsiyalarida ushbu risklar va kamchiliklarni samarali va o'z vaqtida bartaraf etishni ta'minlash;</p> <p style="padding-left: 20px;">bb/ risklarni boshqarish funksiyasining mustaqilligini ta'minlash; va</p> <p style="padding-left: 20px;">bc/ risklarni boshqarish va unga bog'liq nazoratlarni boshqaruv maqsadlari va Bankning operatsiyalari uchun kompensatsiya tuzilmasi bilan integratsiya qilish.</p> <p>71. Risk nazorat qo'mitasi Bankning riskni qabul qilish darajasi, Bankning risklarni boshqarish va compliance tizimi hamda uni qo'llab-quvvatlaydigan boshqaruv tuzilmasi bo'yicha Kuzatuv Kengashining nazorat majburiyatlarini bajarishiga yordam beradi.</p> <p>72. Risk Bosh direktori (Chief Risk Officer CRO). Risk nazorat qo'mitasi Bankning ichki nazorat tizimi bo'yicha CRO bilan muntazam muloqot qilish majburiyatiga ega va yillik asosda CROning faoliyatini ko'rib chiqib, Kuzatuv Kengashi Mukofotlash qo'mitasiga o'z fikrini taqdim qilishi mumkin.</p> <p>73. Risklarni boshqarish siyosatlari. Risk nazorat qo'mitasi muhim risklarni boshqarish siyosatlari va ularga bog'liq risklarni boshqarish tizimlarini ko'rib chiqib, Kuzatuv Kengashiga tasdiqlash uchun tavsiya qilishi kerak, shu jumladan compliance risk siyosatlari va ESG hamda iqlimga oid risklarni tartibga soluvchi tizimlar.</p> <p>74. Risk appetiti. Risk nazorat qo'mitasi</p>	<p>management governance, risk management procedures, and risk control infrastructure for operations;</p> <p>b/ the Bank's processes and systems for implementing and monitoring compliance with such policies and procedures, including:</p> <p style="padding-left: 20px;">ba/ identifying and reporting about risks and risk management deficiencies, including emerging risks, ESG and climate-related risks, and ensuring effective and timely implementation of actions to address emerging risks, ESG and climate-related risks and risk management deficiencies for the Bank's operations;</p> <p style="padding-left: 20px;">bb/ ensuring the independence of the risk management function; and</p> <p style="padding-left: 20px;">bc/ integrating risk management and associated controls with management goals and the Bank's compensation structure for its operations.</p> <p>71. The Risk Oversight Committee shall assist the Supervisory Board in fulfilling its oversight responsibilities with regard to the risk appetite of the Bank, the Bank's risk management and compliance framework, and the governance structure that supports it.</p> <p>72. Chief Risk Officer. The Risk Oversight Committee has the responsibility of interacting regularly with the CRO on the Bank's internal control framework and may annually review the CRO's performance to provide its input to the Remuneration Committee of the Supervisory Board.</p> <p>73. Risk management policies. The Risk Oversight Committee shall review and recommend to the Supervisory Board for approval the significant risk management policies and associated risk management frameworks, including compliance risk policies and frameworks regulating ESG and climate-related risks.</p>
---	---

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026	Bet / Page: 1
		Effective date: __04.2026	

Bankning riskni qabul qilish tizimini yillik asosda ko'rib chiqib, Kuzatuv Kengashiga tasdiqlash uchun tavsiya qilishi va riskni qabul qilish tizimiga har qanday muhim o'zgartirishlarni kiritishni tavsiya qilishi lozim.

75. Biznes uzluksizligi va favqulodda moliyalashtirish rejasi. Risklarni nazorat qilish qo'mitasi Biznesni davom ettirish rejasi (BCP), Favqulodda moliyalashtirish rejasi (CFP) va Falokatdan tiklash rejasi (DRP)ni kamida yillik asosda ko'rib chiqadi va ushbu rejalarini amalga oshirishdan oldin har qanday muhim o'zgarishlarni tasdiqlaydi.

76. Risk ta'sirlari. Risklarni nazorat qilish qo'mitasi muhim risk ta'sirlarini, jumladan ESG va iqlimga oid ta'sirlarni, pul yuvish va sanksiyalarni nazorat qilishni (AML) va boshqaruv tomonidan ushbu ta'sirlarni aniqlash, o'lchash, monitoring qilish, nazorat qilish va hisobot berish bo'yicha qabul qilingan choralarni ko'rib chiqadi, shu jumladan kredit, bozor, likvidlik, operatsion (shu jumladan fidusiar va texnologik risklar), strategik, compliance va rag'batlantirish kompensatsiya rejalariga bog'liq model risklarini ham o'z ichiga oladi.

77. Riskni baholash. Risk nazorat qo'mitasi risk ta'siri va chidamliligini baholaydi.

78. Riskni baholash va risklarni boshqarish. Risk nazorat qo'mitasi Bankning riskni baholash va risklarni boshqarish amaliyotlarini ko'rib chiqadi va baholaydi.

79. Komplaens. Risk nazorat qo'mitasi Bankning komplayens va korrupsiyaga qarshi kurashish dasturlarini, shu jumladan Bankning Etika siyosatini nazorat qilishi kerak. Risklarni nazorat qilish qo'mitasi qonunlarning ehtimoliy buzilishlari bilan bog'liq muvofiqlik (komplaens) masalalarni ko'rib chiqish uchun tartib-taomillarni belgilashi lozim, jumladan buxgalteriya hisobi, ichki buxgalteriya nazorati, audit, qimmatli qog'ozlar to'g'risidagi qonunchilik hamda Bankning Etika Siyosatiga rioya etilishi bilan bog'liq masalalar.

74. Risk appetite. The Risk Oversight Committee shall review and recommend to the Supervisory Board for approval the Bank's risk appetite framework on annual basis and any material amendment to the risk appetite framework.

75. Business Continuity and Contingency funding plan. The Risk Oversight Committee shall review and approve the Business Continuity Plan, Contingency Funding Plan and Disaster Recovery Plan at least annually and approve any material revisions to those plans prior to implementation.

76. Risk exposures. The Risk Oversight Committee shall review significant risk exposures, including ESG and climate-related exposures, Anti-Money Laundering (AML) and sanctions compliance, and the steps that management has taken to identify, measure, monitor, control and report such exposures, including risks such as credit, market, liquidity, operational (which includes fiduciary and technology risks), strategic, compliance and model risks associated with incentive compensation plans.

77. Risk evaluation. The Risk Oversight Committee shall evaluate risk exposure and tolerance.

78. Risk assessment and risk management. The Risk Oversight Committee shall review and evaluate the Bank's practices with respect to risk assessment and risk management.

79. Compliance. The Risk Oversight Committee should oversee the Bank's compliance and anti-corruption programs, including the Bank's Code of Ethics. The Risk Oversight Committee should establish procedures for handling compliance concerns related to potential violations of law, including matters involving accounting, internal accounting controls, auditing, securities laws, and the Bank's Code of Ethics.

80. Issues identified by Compliance and Internal Audit. The Risk Oversight Committee shall review significant issues identified by Risk and Compliance and the Internal Audit functions with respect to the risk management and compliance activities of the Bank, together with management's

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

80. **Komplaens va Ichki Audit tomonidan aniqlangan masalalar.** Risk nazorat qo'mitasi Bankning risklarni boshqarish va compliance faoliyatiga oid Risk va Komplayens hamda Ichki Audit funksiyalari tomonidan aniqlangan muhim masalalarni, shu jumladan boshqaruvning ushbu hisobotlarga bergan javoblari va keyingi choralari bilan birga ko'rib chiqadi.

81. **Regulyator organlari tomonidan aniqlangan masalalar.** Risk nazorat qo'mitasi regulyator organlari tomonidan risklarni boshqarish va compliance masalalariga oid aniqlangan muhim tekshiruv hisobotlari va bog'liq masalalarni, shuningdek, boshqaruvning javoblarini ko'rib chiqadi.

7.4. Etika va korrupsiyaga qarshi kurash qo'mitasi

82. Etika va Korrupsiyaga Qarshi Qo'mitaning maqsadi Bankning obro'sini saqlash, uning biznes manfaatlarini himoya qilish va mustahkam anti-korrupsiya siyosatlari va nazoratlarini amalga oshirish orqali yaxshi korporativ boshqaruvni ta'minlashdir.

Etika va Korrupsiyaga Qarshi Qo'mitaning asosiy vazifalari qonun va me'yoriy hujjatlarga rioya qilish orqali halollik, ishonch va barqarorlikni ta'minlab, kuchli etik madaniyatni rivojlantirish, shaffof va ehtiyotkor moliyaviy boshqaruvni ta'minlash, manfaatlar to'qnashuvini samarali boshqarish va manfaatdor tomonlarga etik masalalar bo'yicha yo'l-yo'riq berish orqali Bankning obro'sini va jamoatchilik ishonchini saqlashdan iborat.

Etika va Korrupsiyaga Qarshi Qo'mita Bankda poraxo'rlik va korrupsiyani oldini olish va aniqlashning samarali mexanizmlarini, halol va etik biznes amaliyotlarini targ'ib qilish madaniyatini, barcha tegishli anti-korrupsiya qonunlari va qoidalariga rioya qilinishini ta'minlash hamda xodimlarga korrupsion faoliyatni aniqlash va xabar berish bo'yicha yo'l-yo'riq va treninglarni taqdim etishni kafolatlashi

responses and follow-up to these reports.

81. **Issues identified by regulatory authorities.** The Risk Oversight Committee shall review significant examination reports and associated matters identified by regulatory authorities relating to risk management and compliance issues, and management's responses.

7.4. Ethics and Anti-Corruption Committee

82. The goal of the Ethics and Anti-Corruption Committee is to maintain the Bank's reputation, protect its business interests, and uphold good corporate governance by implementing robust anti-corruption policies and controls.

The core objectives of the Ethics and Anti-Corruption Committee include promoting a strong ethical culture by upholding integrity, trust and sustainability through adherence to laws and regulations, ensuring transparent and prudent financial management, managing conflicts of interest effectively, and providing guidance on ethical concerns to stakeholders to maintain the Bank's reputation and public trust.

The Ethics and Anti-Corruption Committee should ensure that the Bank has effective mechanisms of preventing and detecting bribery and corruption, promoting a culture of integrity and ethical business practices, ensuring compliance with all applicable anti-corruption laws and regulations, and providing guidance and training to staff on recognizing and reporting corrupt activities.

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: 04.2026	Bet / Page: 1
__		Effective date: 04.2026	

lozim.

83. **Etika siyosati.** Etika va Korrupsiyaga Qarshi Qo'mita Bankning Etika Siyosatini tasdiqlaydi. Qo'mita qonun yoki Bankning Etika Siyosati buzilishiga oid etik va anti-korrupsion masalalarni ko'rib chiqish tartibini belgilashi kerak.

84. **Etika madaniyati.** Barqaror biznes amaliyotlarini, jumladan mas'uliyatli kreditlash, investitsiya va xaridlar, hamda barcha xodimlar va mas'ullarda halollikni ta'minlab, Bankning qadriyatlarini va jamoat manfaatlariga muvofiq harakat qilishini ta'minlash orqali yuqori etik standartlar madaniyatini rivojlantirish va saqlash.

85. **Etika standartlar va anti-korrupsion talablariga rioya qilish.** Etika va Korrupsiyaga Qarshi Qo'mita Bank bo'ylab korrupsiya va etik bo'lmagan xatti-harakatlarni oldini olish, ikkinchi darajali vakolat sifatida tekshirish va bartaraf etish, shuningdek xodimlarning halolligi va etik xatti-harakatlarini rag'batlantirish uchun tashkil etilgan. Qo'mita Bankning Etika Kodeksi, unga bog'liq ichki siyosatlar va barcha tegishli qonun va qoidalarga rioya etilishini nazorat qiladi va etik xulqni rivojlantirish hamda korporativ boshqaruvni yaxshilash uchun korrupsion amaliyotlar oldini olish choralarini ko'radi.

86. **Manfaatlar to'qnashuvi.** Etika va Korrupsiyaga Qarshi Qo'mita Kuzatuv Kengashi va Boshqaruv Kengashi a'zolari hamda Bankning boshqa asosiy xodimlarida manfaatlar to'qnashuvi bo'lmasligini va bunday to'qnashuvlar ob'ektivlik va ishonchni saqlash maqsadida bartaraf etilishini ta'minlaydi.

87. **Birdamlik va Shaffoflik.** Etika va Korrupsiyaga Qarshi Qo'mita barcha bank operatsiyalari va moliyaviy boshqaruvda shaffoflikni targ'ib qiladi.

88. **Etika va korrupsiyaga qarshi yo'l-yo'riqlar.** Etika va Korrupsiyaga Qarshi Qo'mita Bankning Etika Kodeksi bo'yicha har qanday mumkin bo'lgan buzilishlarni ko'rib chiqish tartiblarini joriy etilishini ta'minlaydi. Qo'mita

83. **Code of Ethics.** The Ethics and Anti-Corruption Committee approves the Bank's Code of Ethics. The Committee should establish procedures for handling ethics and anti-corruption concerns related to potential violations of law or the Bank's Policies of Conduct and Ethics.

84. **Ethical Culture.** Foster and maintain a culture of high ethical standards that extend to sustainable business practices, including responsible lending, investment and procurement, and integrity among all employees and officials, ensuring they act in a manner consistent with the bank's values and the public interest.

85. **Compliance with ethical standards and anti-corruption requirements.** The Ethics and Anti-Corruption Committee is established to prevent, investigate as second level authority and remedy corruption and unethical conduct across the Bank and promote integrity and ethical behavior of the Bank's employees. The committee monitors and enforces compliance with the Bank's Code of Ethics, linked internal policies, and all applicable laws and regulations and takes preventive measures against corrupt practices to foster an ethical behavior and improve the corporate governance.

86. **Conflicts of Interest.** The Ethics and Anti-Corruption Committee shall ensure that there are no conflicts of interest for members of the Supervisory Board and Management Board, and other key employees within the Bank, and these conflicts are mitigated to maintain objectivity and trust.

87. **Integrity and Transparency.** The Ethics and Anti-Corruption Committee promotes transparency in all banking operations and financial administration.

88. **Ethics and anti-corruption guidelines.** The Ethics and Anti-Corruption Committee shall ensure that the procedures for handling any potential violations of the Bank's Code of Ethics are put in place. The Committee shall review annually the Bank's internal documents and requirements relating

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

yillik asosda Bankning etik va korrupsiyaga qarshi ichki hujjatlari va talablarini ko'rib chiqadi va ushbu hujjatlarga har qanday o'zgarishlar bo'yicha Kuzatuv Kengashiga tavsiyalar beradi.

7.5. Tayinlash qo'mitasi

89. Kuzatuv kengashi a'zolarining malakasi. Tayinlash qo'mitasi Kuzatuv kengashi, Boshqaruv a'zolari va boshqa yuqori rahbar xodimlar tarkibi uchun mezonlarni belgilagan. Qo'mita mazkur mezonlarni muntazam ravishda ko'rib chiqadi va ularning o'zgarishlariga oid takliflarni tasdiqlash uchun Kuzatuv kengashiga taqdim etadi. Nominatsiya qo'mitasi har yili Kuzatuv kengashi va Boshqaruv tarkibini ko'rib chiqadi, jumladan, Kuzatuv kengashi va Boshqaruv a'zolarining ko'nikmalar va tajriba jihatidan tarkibiy uyg'unligini baholaydi; Kuzatuv kengashi va Boshqaruvning o'z vazifalarini samarali, konstruktiv va hamkorlikda bajarishlari uchun zarur vositalarga ega-emasligini aniqlaydi; shuningdek, mavjud a'zolarining malaka darajasi, Bankning strategik rejalarini va Kuzatuv kengashi hamda Boshqaruv a'zolarining kutilayotgan almashuvini inobatga olgan holda kelajakda zarur bo'lishi mumkin bo'lgan malaka va kompetensiyalarni aniqlaydi.

90. **Vorislikni rejalashtirish.** Tayinlash qo'mitasi Kuzatuv kengashi va Boshqaruv uchun merosxo'rlikni rejalashtirish jarayonini faol amalga oshirishi lozim. Qo'mita potensial nomzodlarni aniqlash maqsadida turli manbalar orqali imkoniyati mavjud bo'lgan nomzodlarni izlab topishi va baholashi kerak. Kuzatuv kengashi va Boshqaruv tarkibiga nomzodlarni tanlash bo'yicha mas'uliyat Nominatsiya qo'mitasi, Kuzatuv kengashi va Aksiyadorlarning Umumiy yig'ilishiga yuklatiladi.

91. Kuzatuv kengashi a'zoriga nomzodlarni ko'rib chiqishda quyidagi jihatlar baholanadi:

- a/ Nomzodning ma'lumoti va tajribasi
- b/ Mustaqilligi
- c/ Kuzatuv kengashi yoki Boshqaruv faoliyatiga qo'shadigan ko'nikma qiymati

to ethics and anti-corruption and make recommendations to the Supervisory Board about any changes in those documents.

7.5. Nomination Committee

89. **Qualifications of members of the Supervisory Board.** The Nomination Committee has established the criteria for membership of the Supervisory Board and Management Board, and other senior executives. The Committee periodically reviews and recommends to the Supervisory Board any changes to the criteria for approval. The Nomination Committee reviews annually the composition of the Supervisory Board and Management Board, including an assessment of the mix of the skills and experience of members of the Supervisory Board and Management Board; an evaluation of whether the Supervisory Board and Management Board have the necessary tools to effectively perform their functions in a productive and collegial fashion; and an identification of qualifications and attributes that may be valuable in the future based on the current members' skill set, the Bank's strategic plans and anticipated exit of members of the Supervisory Board and Management Board.

90. **Succession Planning.** The Nomination Committee should actively conduct succession planning for the Supervisory Board and Management Board. The Committee should proactively identify candidates by canvassing a variety of sources for potential candidates. The responsibility for selecting nominees for the Supervisory Board and Management Board should rest with the Nomination Committee, Supervisory Board and General Shareholders Meeting.

91. The following characteristics of the Supervisory Board nominees are to be reviewed:

- a/ Background and experience
- b/ Independence
- c/ Skills and value they bring to the Supervisory Board or Management

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

<p>d/ xizmat muddati e/ halolligi va obro‘-e‘tibori.</p> <p>92. Kuzatuv kengashi qo‘mitalari tarkibi. Har yili Tayinlash qo‘mitasi Kuzatuv kengashi tarkibidan qo‘mitalarga tayinlash uchun nomzodlarni taklif qiladi va qo‘mitalar tegishli malaka talablariga javob beradigan mustaqil Kuzatuv kengashi a‘zolaridan shakllantirilishini ta‘minlaydi. Tayinlash qo‘mitasi Kuzatuv kengashi qo‘mitalarining tuzilmasini muntazam ravishda ko‘rib chiqib, zarur o‘zgarishlar bo‘yicha takliflar kiritishi kerak.</p> <p>93. Boshqaruv tarkibi. a/ Boshqaruv Raisi uchun lavozim yo‘riqnomasi (job description)ni ishlab chiqish va OTP guruhning dastlabki roziligi sharti bilan uni Kuzatuv kengashiga oldindan tasdiqlash uchun taqdim etish. b/ Boshqaruv Raisining fikrlari asosida Bankning korporativ boshqaruv tizimiga mos ravishda joriy va kelajakdagi tashkiliy tuzilmaning maqbulligini ko‘rib chiqish. c/ Yaxshi korporativ boshqaruv amaliyotlari doirasida yuqori rahbar xodimlar uchun merosxo‘rlikni rejalashtirishni har yili ko‘rib chiqish. d/ Boshqaruv Raisining baholashiga asoslanib, Boshqaruv a‘zolari va boshqa asosiy xodimlarning sifatini va samaradorligini davriy ravishda, ammo yiliga kamida bir marta baholash; ushbu baholash natijalarini Kuzatuv kengashiga taqdim etish.</p> <p>94. Liderlik. Qo‘mita Kuzatuv kengashining yetakchilik tuzilmasini yillik baholashdan o‘tkazadi va zarur bo‘lsa, o‘zgarishlar bo‘yicha tavsiyalarni Kuzatuv kengashiga taqdim etadi. Qo‘mita Kuzatuv kengashi Raisi va Bosh ijrochi direktor (Chief Executive Officer) uchun merosxo‘rlikni rejalashtirish jarayonini nazorat qiladi.</p> <p>7.6. Mukofotlash qo‘mitasi</p> <p>95. Vakolat. Mukofotlash qo‘mitasi Bankning umumiy kadrlar (HR) strategiyasi va siyosati, shuningdek, rag‘batlantirish falsafasi,</p>	<p style="text-align: center;">Board</p> <p>d/ Tenure e/ Integrity and reputation.</p> <p>92. Supervisory Board Committee structure. Annually, the Nomination Committee shall recommend to the Supervisory Board members for appointments to the Supervisory Board committees and ensure that the committee should consist of members from among the independent Supervisory Board members who meet applicable qualification standards. The Nomination Committee should periodically review the Supervisory Board committee structure and consider if any changes are needed.</p> <p>93. Management Board Structure. a/ Create the job description for the Chairman of the Management Board and recommend to the Supervisory Board for pre-approval, subject to preliminary consent of OTP Group. b/ Review the appropriateness of current and future organizational structure to the Bank’s corporate governance framework with input from the Chairman of the Management Board. c/ Annually review succession planning for senior executives in line with good corporate governance practices. d/ Periodically, but not less than annually, review the quality and effectiveness of members of the Management Board and other key staff, based on the assessment of the Chairman of the Management Board. The assessment should then be presented to the Supervisory Board.</p> <p>94. Leadership. The Committee shall conduct an annual evaluation of the Supervisory Board’s leadership structure and recommend any changes to the Supervisory Board. The Committee shall oversee the succession planning process for the Supervisory Board Chairman and Chief Executive Officer.</p> <p>7.6. Remuneration Committee</p> <p>95. Authority. The Remuneration Committee has responsibilities relating to the Bank’s overall HR strategy and policy, as well as remuneration philosophy, structure, policies and programs:</p>
---	--

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: 04.2026	Bet / Page: 1
__		Effective date: 04.2026	

tuzilmasi, siyosati va dasturlariga doir masalalar uchun mas'uldir:

a/ Korporativ inson resurslari siyosatiga rioya etish:

aa/ Inson resurslari (yollash, bandlik, bandlikdan bo'shatish va boshqalar), kompensatsiya va boshqa tegishli masalalarga oid yuridik hamda tartibga soluvchi talablar va korporativ siyosatga rioya etilishini monitoring qilish va ta'minlash.

b/ O'qitish va rivojlantirish.

ba/ Kalit xodimlarni yollash, o'qitish, rivojlantirish va baholashga doir siyosatlarni har yili ko'rib chiqish.

bb/ Bankning rahbarlar uchun rivojlanish dasturlarini ko'rib chiqish va tasdiqlash uchun Kuzatuv kengashiga tavsiya qilish.

bc/ Bankning asosiy xodimlarini rivojlantirishga qaratilgan uzoq muddatli rejalar va kadrlar siyosatlarini ko'rib chiqish hamda Kuzatuv kengashiga tasdiqlash uchun tavsiya qilish.

bd/ Bankning barqaror va mas'uliyatli faoliyati uchun zarur ko'nikmalar mavjudligini va barcha xodimlar o'z malakasini oshirish uchun o'qitish imkoniyatlariga ega bo'lishini ta'minlash.

c/ Mukofotlash siyosatlari.

ca/ Bankning o'sishi va muvaffaqiyati uchun zarur bo'lgan asosiy xodimlarni jalb qilish va ushlab qolish maqsadida, OTP guruh standartlari va bozor amaliyotiga muvofiq HR va rag'batlantirish siyosatlarini ishlab chiqishda HR Direktoratiga ko'maklashish.

cb/ Qo'mita Boshqaruv a'zolari va Direktoratlar rahbarlariga (mos ravishda B va B-1 darajalari) taqqoslanadigan banklar, umumiy iqtisodiy sharoitlar, individual natijalar va Bankning o'z ko'rsatkichlarini hisobga olgan holda adolatli va munosib kompensatsiya berilishiga intiladi.

cd/ Individual kompensatsiya

a/ Compliance with Corporate Human Resources policies:

aa/ Monitor and ensure compliance with legal and regulatory requirements and corporate policy relating to human resources (hiring, employment, severance from employment, etc.), compensation and any other related matters.

b/ Training and Development.

ba/ Review, on an annual basis, policies relating to the recruitment, training, development and evaluation of key employees.

bb/ Review and recommend to the Supervisory Board for approval the executive development programs of the Bank.

bc/ Review and recommend to the Supervisory Board for approval the long-range plans and personnel policies for developing the Bank's key employees.

bd/ Ensure that the Bank has the requisite skills for sustainable and responsible operations and that opportunities are available for all employees to receive training for upgrading their skills.

c/ Remuneration Policies.

ca/ Assist the HR Directorate to develop HR and remuneration policies in line with the OTP Group standards and market practices to attract and retain key employees necessary to support the Bank's growth and success, operationally, strategically and from a long-term stockholder value perspective.

cb/ The Committee will endeavor to award full and fair compensation to members of the Management Board and Heads of Directorates (B and B-1 levels respectively) consistent with comparable banks, general economic conditions, individual performance and the Bank's performance.

cd/ When deciding on individual compensation, the Committee will consider how its recommendations support long-term stockholder value and compliance with environmental, social, and governance (ESG) principles, including climate transition and

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1
__			

bo'yicha qarorlar qabul qilinayotganda, Qo'mita o'z tavsiyalarining uzoq muddatli aksiyadorlik qiymatini va atrof-muhit, ijtimoiy va korporativ boshqaruv (ESG) tamoyillariga, jumladan, iqlim o'zgarishiga moslashuv va jismoniy xatarlar barqarorligiga rioya etilishini qo'llab-quvvatlashini hisobga oladi.

96. Kuzatuv kengashi a'zolarini mukofotlash. Mukofotlash qo'mitasi Kuzatuv kengashi a'zolarining kompensatsiyasini nazorat qiladi va ularning kompensatsiya dasturlari, amaliyotlari va siyosatlarini belgilash uchun mas'uldir.

97. Boshqaruv raisining va yuqori rahbarlarni mukofotlash. Mukofotlash qo'mitasining asosiy vazifalaridan biri — Boshqaruv raisi uchun samaradorlik maqsadlari va ko'rsatkichlarini belgilash, ushbu maqsad va ko'rsatkichlarga nisbatan natijalarni baholash hamda Boshqaruv raisining mukofotini belgilash va tasdiqlashdir. HR va Mukofotlash qo'mitasi Boshqaruvning boshqa a'zolarining mukofotlarini ham tasdiqlaydi yoki tasdiqlash uchun tavsiya qiladi.

98. Aksiyadorlar manfaatlariga mosligi. Ijroiya kompensatsiyasi Boshqaruv a'zolari va asosiy xodimlar manfaatlarini Bank va uning aksiyadorlari manfaatlarini bilan uyg'unlashtirish, shuningdek Bankning transformatsiyasi, uzoq muddatli qiymat yaratish, barqarorlik va muvaffaqiyatini ta'minlashga xizmat qiladigan tarzda ishlab chiqilishi lozim. Mukofotlash tizimi Bankning strategik biznes-rejasiga bog'langan maqsadlarning bajarilishini rag'batlantiruvchi, yutuq va samaradorlikka asoslangan elementlarni o'z ichiga olishi kerak.

99. Kompensatsiya xarajatlari va imtiyozlari. Mukofotlash qo'mitasi yuqori rahbariyatning kompensatsiya paketlari bilan bog'liq xarajatlarni ko'rib chiqishi va ularni to'liq tushunishi kerak. Qo'mita Boshqaruv a'zolarining Bankning uzoq muddatli strategiyalari va biznes-rejalariga e'tibor qaratgan holda ishlashiga imkon

resiliency to physical risks.

96. Remuneration of the Supervisory Board members. The Remuneration Committee shall oversee the compensation of the Supervisory Board and is responsible for establishing their compensation programs, practices and policies.

97. Remuneration of Chairman of the Management Board and senior managers. A major responsibility of the Remuneration Committee is establishing performance goals and objectives for the Chairman of the Management Board, measuring performance against those goals and objectives, and determining and approving the remuneration of the Chairman of the Management Board. The HR and Remuneration Committee also approve or recommend for approval the remuneration of the other members of the Management Board.

98. Alignment with shareholders' interests. Executive compensation should be designed to align the interests of Management Board and key employees, the Bank and its shareholders and to foster the transformation, long-term value creation, sustainability and success of the Bank. Remuneration should include merit and performance-based elements that reward the achievement of goals tied to the Bank's strategic business plan.

99. Compensation costs and benefits. The Remuneration Committee should review and understand the costs of the compensation packages of senior management. The Committee should ensure that the proper protections are in place that will allow the members of the Management Board to remain focused on the long-term strategies and business plans of the Bank.

100. Risk. The Remuneration Committee should review the overall compensation structure and balance the need to create incentives that encourage growth and strong financial performance with the need to discourage excessive risk-taking, both for senior management and for all employees at all levels through developing appropriate KPIs for each

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

<p>beruvchi zarur himoya mexanizmlari mavjudligini ta'minlashi lozim.</p> <p>100. Risk. Mukofotlash qo'mitasi kompensatsiyaning umumiy tuzilmasini qayta ko'rib chiqishi va har bir lavozim uchun tegishli KPIlarni ishlab chiqish orqali yuqori rahbariyat uchun ham, barcha darajadagi xodimlar uchun ham haddan tashqari tavakkalchilikni oldini olish zarurati bilan o'sish va mustahkam moliyaviy ko'rsatkichlarni rag'batlantiruvchi rag'batlarni yaratish zaruratini muvozanatlashtirishi kerak. Qo'mita kompensatsiya dasturlari natijasida yuzaga keladigan xatarlarni kamaytirish bo'yicha siyosat va amaliyotlarning qabul qilinishini nazorat qilishi kerak.</p>	<p>position. The Committee should oversee the adoption of policies and practices to mitigate risks created by compensation programs.</p>
8-BOB. KUZATUV KENGASHI FAOLIYATI	CHAPTER 8. SUPERVISORY BOARD OPERATIONS
<p>101. Umumiy qoidalar. Kuzatuv kengashida xizmat qilish Kuzatuv kengashi a'zolaridan ko'p vaqt va e'tibor talab qiladi. Qo'mita raisi, Kuzatuv kengashi raisi kabi ba'zi lavozimlar Kuzatuv kengashi va Qo'mita xizmatlaridan tashqari qo'shimcha vaqt majburiyatlariga ega. Kuzatuv kengashi a'zolari o'z vazifalarini to'g'ri bajarish uchun zarur vaqtni sarflashlari va iloji boricha tez-tez yig'ilishlari kerak.</p> <p>102. Majlislar. Kuzatuv kengashi kengash majlislarining davriyligi va davomiyligini, ularni qanday o'tkazish kerakligini ko'rib chiqishi lozim.</p> <p>103. Ijroiyy sessiyalar. Kuzatuv kengashi a'zolari Boshqaruv raisi va boshqa boshqaruv rahbarlari ishtirokisiz ijroiyy sessiyalarda uchrashish uchun yetarlicha imkoniyatga ega bo'lishi kerak. Har bir navbatdagi Kuzatuv kengashi yig'ilishi kun tartibiga ijroiyy sessiya uchun vaqt kiritilishi lozim. Kuzatuv kengashi a'zosi ushbu sessiyalarning kun tartibini belgilashi va sessiyalarda ko'rib chiqilgan masalalar yuzasidan Boshqaruv raisi hamda Boshqaruvning boshqa a'zolari bilan keyingi muloqotni amalga oshirishi kerak.</p>	<p>101. General. Serving on the Supervisory Board requires significant time and attention on the part of Supervisory Board members. Certain roles, such as Committee Chairperson, Supervisory Board Chairman, and carry an additional time commitment beyond that of Supervisory Board and Committee services. Supervisory Board members must spend the time needed and meet as frequently as necessary to discharge their responsibilities properly.</p> <p>102. Meetings. The Supervisory Board should consider the frequency and length of board meetings and how they should be conducted.</p> <p>103. Executive sessions. The Supervisory Board members should have sufficient opportunity to meet in executive sessions, outside the presence of the Chairman of the Management Board and any other management directors. Time for an executive session should be placed on the agenda for every regular Supervisory Board meeting. The Supervisory Board member should set the agenda for these sessions and follow up with the Chairman of the Management Board and other members of the Management Board on matters addressed in the sessions.</p> <p>104. Agenda. The Supervisory Board agenda must be carefully planned yet flexible enough to</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026	Bet / Page: 1
__		Effective date: __04.2026	

104. **Kun tartibi.** Kuzatuv kengashining kun tartibi puxta rejalashtirilgan, ammo favqulodda vaziyatlar va kutilmagan hodisalarni hisobga olish uchun yetarlicha moslashuvchan bo'lishi hamda ochiq muhokamalar va muhokamalar uchun yig'ilish vaqtidan maksimal darajada foydalanish uchun tuzilishi kerak. Kuzatuv kengashi raisi korporativ kotib, bosh ichki auditor va boshqaruv bilan kelishilgan holda kun tartibini belgilashi va Kuzatuv kengashining boshqa a'zolarining kun tartibiga qo'shimcha kiritish to'g'risidagi so'rovlariga javob berishi kerak.

105. **Boshqaruvga kirish.** O'z faoliyatini samarali va mazmunli amalga oshirish uchun Kuzatuv kengashi rahbariyat va kengash a'zolari o'rtasida ochiq va doimiy muloqotni rivojlantirishi kerak. Kuzatuv kengashi a'zolari kengash yig'ilishlaridan tashqari ham yuqori rahbariyatga murojaat qilish imkoniyatiga ega bo'lishi lozim. Bu jarayon Korporativ kotib tomonidan ta'minlanadi.

106. **Axborot.** Kuzatuv kengashi oladigan ma'lumotlarning sifati va o'z vaqtida taqdim etilishi uning nazorat funksiyasini samarali bajarish qobiliyatiga bevosita ta'sir ko'rsatadi. Bank rahbariyati va Korporativ kotib Kuzatuv kengashi a'zolariga muhokama va tavsiyalarni samarali amalga oshirishi uchun o'z vaqtida va aniq ma'lumotlar yetkazilishini ta'minlashi kerak.

107. **Texnologiyalar.** Bank Kuzatuv kengashi a'zolariga yig'ilish materiallari hamda yig'ilishlar oralig'ida yuz beradigan voqealar haqida real vaqt rejimida ma'lumotlarni yetkazish uchun zamonaviy texnologiyalardan foydalanishi lozim. Kuzatuv kengash bilan muloqot qilish va ularga axborot yetkazishda texnologiyalar qo'llanilishi axborot xavfsizligini ta'minlovchi choralar va hujjatlarni saqlashga oid amaldagi siyosatlariga rioya etilishi bilan birga bo'lishi kerak. Biroq shaxsiy, ya'ni yuzma-yuz uchrashuvlar rag'batlantirilishi lozim.

108. **Maxfiylik.** Kuzatuv kengashi a'zolari kengashdagi faoliyati davomida oladigan barcha

accommodate emergencies and unexpected developments, and it must be structured to maximize the use of meeting time for open discussions and deliberation. The Supervisory Board Chairman should set the agenda in coordination with the Corporate Secretary, Chief Internal Auditor and Management Board and should be responsive to other Supervisory Board member's requests to add items to the agenda.

105. **Access to management.** In order to make its work more effective and meaningful, the Supervisory Board should foster open, ongoing dialogue between the management and Supervisory Board members. The Supervisory Board members should have access to senior management outside board meetings. This will be facilitated by the Corporate Secretary.

106. **Information.** The quality and timeliness of information that the Supervisory Board receives directly affects its ability to perform its oversight function effectively. Bank's management and Corporate Secretary should ensure that the SB members receive timely and accurate information so that they are well prepared for discussions and recommendations at SB meetings.

107. **Technology.** The Bank should take advantage of technology to provide Supervisory Board members with meeting materials and real-time information about developments that occur between meetings. The use of technology to communicate with and deliver information to the Supervisory Board shall be accompanied by safeguards to protect the security of information and comply with applicable document retention policies. However, in-person face-to-face meetings should be encouraged.

108. **Confidentiality.** The Supervisory Board members have a duty to maintain confidentiality of all non-public information that they learn through their board service in line with the Uzbek Laws on Bank Secrecy and Commercial Secrecy.

109. **Supervisory Board members' remuneration.** The amount of the remuneration paid to the Bank's Independent and Non-Executive board members is carefully considered by the Supervisory Board under the oversight of the Remuneration

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026	Bet / Page: 1
		Effective date: __04.2026	

oshkor qilinmagan ma'lumotlarning maxfiyligini saqlash majburiyatiga ega. Bu majburiyat O'zbekiston Respublikasining Bank siri va Tijorat siri to'g'risidagi qonunlariga muvofiq bajariladi.

109. Kuzatuv kengashi a'zolariga to'lanadigan mukofot. Bankning mustaqil va ijro etuvchi bo'lmagan Kuzatuv kengashi a'zolariga to'lanadigan mukofot miqdori, Mukofotlash (Remuneration) qo'mitasi nazorati ostida, Kuzatuv kengashi tomonidan ehtiyotkorlik bilan ko'rib chiqiladi va xalqaro ilg'or amaliyotlarga muvofiq belgilanadi.

110. Kuzatuv kengashi a'zolarining ta'limi Kuzatuv kengashi a'zolari tashqi ta'lim dasturlari yoki yuqori rahbariyat vakillari yoki tashqi ekspertlar tomonidan o'tkaziladigan "kengash ichidagi" o'quv sessiyalari ko'rinishidagi ta'lim imkoniyatlaridan foydalanishga rag'batlantirilishi lozim. Iloji bo'lsa, a'zolar nufuzli tashkilotlardan biri tomonidan taqdim etiladigan "Board Director's Program" (Direktorlar kengashi a'zolari uchun dastur)ni tamomlagan bo'lishi kerak.

111. Tayangan holda faoliyat yuritish (Reliance). O'zining nazorat funksiyasini bajarishda Kuzatuv kengashi rahbariyat, auditorlar va ekspert maslahatchilarning maslahatlari, hisobotlari va xulosalariga tayanishga haqli. Kuzatuv kengashi o'zi tayanayotgan shaxslarning malakasiga ishonch hosil qilishi kerak. Zarur hollarda Kuzatuv kengashi tashqi maslahatchilarni jalb qilishi mumkin va ularni tanlashda yetarli ehtiyotkorlikni qo'llashi lozim.

112. Kuzatuv kengashi va uning qo'mitalarining baholanishi. Kuzatuv kengashi o'z faoliyatini uzluksiz asosda baholash uchun samarali mexanizmga ega bo'lishi kerak. Mazmunli baholash jarayoni Kuzatuv kengashining samaradorligini, Kuzatuv kengashi qo'mitalarining ish faoliyatini va alohida Kuzatuv kengashi a'zolarining hissasini har yili tahlil qilishni o'z ichiga oladi. Ushbu baholash natijalari Kuzatuv kengashiga taqdim etilishi va baholash jarayonida aniqlangan masalalar hamda xavotirlar

Committee, and in line with common international best practices.

110. Supervisory Board members' education. The Supervisory Board members should be encouraged to take advantage of educational opportunities in the form of outside programs or "in board" educational sessions led by members of senior management or external experts. Where possible, the members should have completed a Board Director's Program from any reputable institution.

111. Reliance. In performing its oversight function, the Supervisory Board is entitled to rely on the advice, reports and opinions of management, auditors and expert advisers. The Supervisory Board should be comfortable with the qualifications of those on whom they rely. The Supervisory Board is allowed to engage outside advisers where appropriate and should use due care in their selection.

112. Supervisory Board and committee's evaluation. The Supervisory Board should have an effective mechanism for evaluating its performance on a continuing basis. Meaningful Supervisory Board evaluation requires an assessment of the effectiveness of the Supervisory Board, the operations of the Supervisory Board committees and the contribution of individual Supervisory Board members on an annual basis. The results of this evaluation should be reported to the Supervisory Board, and there should be follow-up on any issues and concerns that emerge from the evaluations.

The Supervisory Board should periodically consider what method or combination of methods will result in a meaningful assessment of the Supervisory Board and its committees. Common methods include written questionnaires; group discussions led by a designated Supervisory Board member, employee or external facilitator (with the aid of written questions); and individual interviews. Additionally, technology-based assessments are also now available and should be considered.

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: _ _ 04.2026	Bet / Page: 1
		Effective date: _ _ 04.2026	

<p>yuzasidan tegishli choralar ko'rilishi lozim.</p> <p>Kuzatuv kengashi va uning qo'mitalarini mazmunli baholashga erishish uchun qanday usul yoki usullar kombinatsiyasi eng samarali bo'lishini davriy ravishda ko'rib chiqishi zarur. Odatda qo'llaniladigan usullar qatoriga yozma so'rovnomalar; tayinlangan Kuzatuv kengashi a'zosi, xodimi yoki tashqi fasilitator tomonidan (yozma savollar asosida) olib boriladigan guruh muhokamalari; va individual suhbatlar kiradi. Shuningdek, texnologiyaga asoslangan baholash vositalari ham mavjud bo'lib, ularni qo'llash imkoniyatlari ham ko'rib chiqilishi kerak.</p>	
<p>9-BOB. KORPORATIV KOTIBI</p>	<p>CHAPTER 9. CORPORATE SECRETARY</p>
<p>113. Bankning Korporativ kotibi Boshqaruv kengashi va bank xodimlari Bankdagi korporativ boshqaruvga doir qonunlar, me'yoriy hujjatlar, siyosatlar va tartib-qoidalar, ushbu Siyosat, Nizom va boshqa ichki hujjatlarga rioya qilishini ta'minlashi lozim.</p> <p>114. Korporativ kotib Bankning korporativ boshqaruv tizimini boshqaradi, boshqaruv tartib-qoidalariga rioya etilishini nazorat qiladi va Kuzatuv kengashi, Boshqaruv kengashi hamda aksiyadorlar o'rtasida ma'lumot, muloqot va maslahatlar "ko'prigi" sifatida muhim rol o'ynaydi.</p> <p>115. Korporativ kotib Kuzatuv kengashi tomonidan tayinlanadi va to'g'ridan-to'g'ri Kuzatuv kengashiga hisob beradi. Bank Korporativ kotibning mustaqilligini ta'minlashi va uning vazifalarini bajarishi uchun munosib sharoitlarni yaratishi kerak.</p>	<p>113. Corporate Secretary of the Bank shall ensure that the Management Board and employees of the Bank follow corporate governance law, regulations, policies and procedures, this Policy, the Charter, and other internal documents related to corporate governance in the Bank.</p> <p>114. Corporate Secretary manages the corporate governance framework for the Bank, oversees compliance with the governance procedures and plays a valuable role as a "bridge" for information, communication, and advice between the Supervisory Board, Management Board, and shareholders.</p> <p>115. Corporate Secretary is appointed by the Supervisory Board and reports directly to the Supervisory Board. The Bank shall ensure the independence of Corporate Secretary and provide appropriate conditions for exercising his/her duties.</p>
<p>10-BOB. BOSHQARUV RAISI VA BOSHQARUV A'ZOLARI</p>	<p>CHAPTER 10. MANAGEMENT BOARD CHAIRMAN AND MEMBERS</p>
<p>116. Boshqaruv kengashi, uning Raisi boshchiligida, Bankning uzoq muddatli strategik rejalari ishlab chiqilishi va ushbu strategik rejalarga muvofiq Bankning faoliyatini samarali</p>	<p>116. The Management Board, under its Chairman's direction, is responsible for the development of the Bank's long-term strategic plans and the effective execution of the Bank's business in</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: 04.2026	Bet / Page: 1
		Effective date: 04.2026	

amalgam oshirish uchun Kuzatuv kengashining yo'riqnomasi va nazorati ostida javobgardir.

10.1. Boshqaruvning vazifalari

117. "OTP Group"ning sho'ba korxonasi bo'lgan bosh kompaniya mandatni "Ipoteka bank" Kuzatuv kengashi tomonidan tasdiqlanishi uchun Boshqaruv raisi va Boshqaruvga topshiradi. Shunday qilib, "Ipoteka-bank" ATIB Boshqaruv muhim strategik, moliyaviy va kadrlar masalalari bo'yicha qarorlar qabul qilishda mustaqil vakolatlarga ega bo'lmaydi. Ularning roli tasdiqlangan strategiya, byudjet va siyosatni amalga oshirish bilan cheklanadi, asosiy qarorlar uchun javobgarlik esa mos ravishda OTP guruhi va Kuzatuv kengashi zimmasida qoladi.

118. Boshqaruv raisi (CEO) va Boshqaruv kengashi OTP Guruhning oldindan roziligisiz quyidagi vakolatlarga ega emas:

- a/ Boshqaruv raisi o'rinbosarlari (Deputy CEO), Umumiy yig'ilish tasdiqloviga bog'liq ravishda, va boshqa yuqori rahbarlar (B-1 darajadagi direktorlik boshliqlari)ni tayinlash, ishdan bo'shatish yoki lavozimlarini o'zgartirish.
- b/ Mukofotlash tizimlari, bonus fondlari yoki uzoq muddatli rag'batlantirish sxemalarini belgilash yoki o'zgartirish, bu OTP Guruh siyosatlari va Kuzatuv kengashi tasdig'iga bog'liq.
- c/ Yangi mahsulotlar, savdo kanallari, narxlar yoki boshqa muhim tijorat masalalarini tasdiqlash.
- d/ Bankni moliyaviy majburiyatlar, kreditlarni yozib yuborish, hisob-kitoblar yoki byudjetda ko'zda tutilmagan xarajatlar bilan bog'liq ishlarni OTP Guruh tomonidan belgilangan chegaralardan oshib bajarishga majbur qilish.
- e/ OTP guruhi tomonidan o'rnatilgan xavfga moyillik, boshqaruv tizimi yoki muvofiqlik standartlarini o'zgartirish.
- f/ Jamoatchilik bilan aloqa qilish, brendlash yoki marketing faoliyati bilan shug'ullanish.
- g/ IT tizimlari yoki infratuzilma bilan

accordance with those strategic plans under the guidance and oversight of the Supervisory Board.

10.1. Management Board's Duties

117. Being a subsidiary of OTP Group, the parent company delegates the mandate to the CEO and Management Board to be approved by the Supervisory Board of Ipoteka Bank. Thus the Management Board of Ipoteka Bank shall not possess independent authority to take decisions on critical strategic, financial, or personnel matters. Their role is limited to the execution of the approved strategy, budget, and policies, while responsibility for key decisions shall remain with OTP Group and the Supervisory Board, respectively.

118. The CEO and Management Board shall not, without OTP Group's prior consent, have the authority to:

- a/ Appoint, dismiss, or re-assign Deputy CEOs, subject to approval by the General Shareholders Meeting, and other senior executives (heads of directorates of B-1 level).
 - b/ Determine or amend compensation frameworks, bonus pools, or long-term incentive schemes, which shall be subject to OTP Group policies and Supervisory Board's approval.
 - c/ Approve new products, channels, pricing, or other material commercial matters.
 - d/ Commit the Bank to financial exposures, loan write-offs, settlements, or unbudgeted expenditures beyond thresholds set by OTP Group.
 - e/ Alter the risk appetite, governance framework, or compliance standards established by OTP Group.
 - f/ Engage in public communication, branding, or marketing activities.
 - g/ Introduce IT systems or infrastructure-related projects.
 - h/ Deviate from OTP Group-defined procurement policies and processes.
 - i/ Establish or amend major policies in areas such as HR, Compliance, Risk, or Audit, which shall be determined by OTP Group.
119. The Management Board Chairman and

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1
__			

bog'liq loyihalarni joriy etish.

h/ OTP guruhi tomonidan belgilangan xarid siyosati va jarayonlaridan chetga chiqish.

i/ OTP guruhi tomonidan belgilanadigan HR, Komplayens, Risk yoki Audit kabi sohalarda asosiy siyosatlarni belgilash yoki o'zgartirish.

119. Boshqaruv raisi va a'zolari zimmasiga quyidagi vazifalar yuklanadi:

a/ **Biznes operatsiyalari.** Boshqaruv Bankning kundalik faoliyatini Kuzatuv kengashi nazorati ostida amalga oshiradi.

b/ **Strategik va Biznes rejalashtirish va amalga oshirish.** Boshqaruv Bank uchun uzoq muddatli qiymat yaratishga mo'ljallangan va yaxshi xalqaro barqarorlik amaliyotiga rioya qiladigan strategik rejalarni ishlab chiqadi, bunda Kuzatuv kengashining ahamiyatli hissalarini hisobga olinadi. Boshqaruv Aksiyadorlar umumiy yig'ilishi tomonidan ma'qullanganidan so'ng biznes-rejalarni amalga oshiradi va strategik rejalarning bajarilishini muntazam ravishda ko'rib chiqadi.

c/ **Risklarni aniqlash, baholash va boshqarish.** Boshqaruv Bankning strategik rejalarni amalga oshirishda va o'z biznesini yuritishda o'z zimmasiga oladigan xatarlarni aniqlaydi, baholaydi va kamaytiradi yoki qabul qiladi. Boshqaruv, shuningdek, ushbu risklar va ular bilan bog'liq xatarlarni boshqarish bo'yicha sa'y-harakatlar Bankning Boshqaruv tomonidan belgilangan va Kuzatuv kengashi tomonidan tasdiqlangan xatarlarga bo'lgan ishtahasiga muvofiqligini baholaydi. Boshqaruv Kuzatuv kengashi va Risk nazorat qo'mitasini Bankning muhim tavakkalchiliklari, shu jumladan ESG va iqlim bilan bog'liq tavakkalchiliklar, shuningdek, tavakkalchiliklarni aniqlash va oldini olish tartib-qoidalari hamda ushbu tavakkalchiliklarni yumshatish uchun o'rnatilgan tizimlar, tartib-qoidalar va nazorat to'g'risida xabardor qilib turadi.

d/ **Yillik operatsion rejalari va byudjetlar.** Boshqaruv Bankning yillik operatsion rejalari va byudjetlarini ishlab chiqadi va ularni

members are charged with the following duties:

a/ **Business operations.** The Management Board runs the Bank's day-to-day business under the Supervisory Board's oversight.

b/ **Strategic and Business planning and implementation.** The Management Board shall develop strategic plans designed to create long-term value for the Bank and adherent to good international sustainability practices, with the meaningful input from the Supervisory Board. The Management Board shall implement the business plans following the General Shareholders Meeting's approval, and regularly review progress against strategic plans.

c/ **Identifying, evaluating and managing risks.** The Management Board shall identify, evaluate and mitigate or accept the risks that the Bank undertakes in implementing its strategic plans and conducting its business. The Management Board also shall evaluate whether these risks and related risk management efforts are consistent with the Bank's risk appetite, which is defined by the Management Board and approved by the Supervisory Board. The Management Board shall keep the Supervisory Board and the Risk Oversight Committee informed about the Bank's significant risks, including ESG and climate-related risks, and procedures to detect and deter risks and the systems, procedures and controls that have been put in place to mitigate these risks.

d/ **Annual operating plans and budgets.** The Management Board shall develop annual operating plans and budgets for the Bank and present them to the Supervisory Board for review and to the General Shareholders Meeting for approval. The Management Board shall implement and monitor the operating plans and budgets, making adjustments in light of changing conditions, assumptions and expectations, and keep the Supervisory Board informed of significant developments and changes.

e/ **Selecting qualified management, establishing an effective organizational structure and ensuring effective succession planning.** The Management Board shall select a qualified management team, design and implement an effective organizational structure, ensure appropriate HR, career development and succession planning strategies are in place in line with the Bank's business objectives

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

ko'rib chiqish uchun Kuzatuv kengashiga va tasdiqlash uchun aksiyadorlarning umumiy yig'ilishiga taqdim etadi. Boshqaruv operatsion rejalar va byudjetlarni amalga oshiradi va nazorat qiladi, o'zgaruvchan sharoitlar, taxminlar va kutilmalarni hisobga olgan holda tuzatishlar kiritadi hamda Kuzatuv kengashini muhim o'zgarishlar va o'zgarishlar to'g'risida xabardor qiladi.

e/ **Malakali boshqaruvni tanlash, samarali tashkiliy tuzilmani tashkil etish va vorislikni samarali rejalashtirishni ta'minlash.** Boshqaruv malakali boshqaruv guruhini tanlaydi, samarali tashkiliy tuzilmani ishlab chiqadi va amalga oshiradi, Bankning biznes maqsadlari va strategiyasiga muvofiq tegishli kadrlar, martaba va vorislikni rejalashtirish strategiyalarini ta'minlaydi.

f/ **Biznes bardoshlilik.** Boshqaruv kengashi kompaniya faoliyatini eng muhim darajada himoya qiladigan biznes bardoshlilik va biznes uzluksizligi rejalarini ishlab chiqishi, amalga oshirishi va davriy ravishda ko'rib chiqishi lozim. Ushbu rejalarda ESG omillari, iqlim o'zgarishiga bog'liq ta'sirlar va uzoq muddatli barqarorlik hisobga olinadi.

g/ **Risklarni aniqlash.** Boshqaruv Bankning biznes va operatsion risklarini aniqlashi, shu jumladan tabiiy ofatlar, iqlim o'zgarishi, yetakchilikdagi bo'shliqlar, jismoniy xavfsizlik, kiberxavfsizlik, me'yoriy o'zgarishlar, ESG omillariga jamoatchilik e'tibori va boshqa masalalarga oid risklarni ham o'z ichiga oladi va bunday risklarni boshqarish uchun yetarli mexanizmlarni joriy qiladi.

h/ **Inqirozga tayyorgarlik.** Boshqaruv inqirozga tayyorgarlik va javob choralarini ishlab chiqishi va amalga oshirishi, shuningdek, Kuzatuv kengashi bilan hamkorlikda Kuzatuv kengashi faolroq javob berishi lozim bo'lgan vaziyatlarni aniqlashi (masalan, yuqori rahbariyat bilan bog'liq inqiroz, siyosiy inqiroz va h.k.) zarur.

10.2. Boshqaruv a'zolarining rivojlantirilishi va vorislik rejalashtirilishi

120. **Vorislik rejalashtirilishi.** Boshqaruv

and strategy.

f/ **Business resiliency.** The Management Board shall develop, implement and periodically review plans for business resiliency and business continuity that provide the most critical protection of the company operations, taking into account the ESG factors, climate-related impacts and long-term sustainability.

g/ **Risk identification.** Management shall identify the Bank's business and operational risks, including those to natural disasters, climate change, leadership gaps, physical security, cybersecurity, regulatory changes, public scrutiny over ESG factors and other matters, and put in place adequate mechanisms to deal with such risks.

h/ **Crisis preparedness.** The Management Board shall develop and implement crisis preparedness and response plans and work with the Supervisory Board to identify situations (such as a crisis involving senior management, political crisis, etc.) in which the Supervisory Board may need to assume a more active response role.

10.2. Management Board Members' Development and Succession Planning

120. **Succession planning.** Planning for the succession of the Chairman of the Management Board

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

<p>raisi va uning o'rinbosarlarining odatiy va favqulodda vaziyatlardagi vorisligini rejalashtirish – bu Kuzatuv kengashi va Tayinlash qo'mitasining eng muhim funksiyalaridan biri bo'lib, bank faoliyatining uzluksizligini ta'minlaydi.</p> <p>121. Boshqaruv a'zolarini rivojlantirish. Kuzatuv kengashi Boshqaruv raisi va boshqa yuqori rahbariyat tomonidan xodimlarning malaka va tajribasini rivojlantirish bo'yicha amalga oshirilayotgan choralarni tushunishi kerak. Bu nafaqat samarali operatsiyalarni ta'minlash, balki kelajakda yuqori rahbariyat lavozimlari uchun malakali kadrlar zaxirasini shakllantirishga yordam beradi. Kuzatuv kengashi rahbariyat a'zolari bilan nafaqat rasmiy yig'ilishlarda, balki kamroq formal uchrashuvlarda ham muloqot qilishi lozim.</p> <p>122. Boshqaruv raisini baholash. Kuzatuv kengashi Boshqaruv raisining ish faoliyatini har yili ko'rib chiqishi va boshqa Boshqaruv kengashi a'zolarini baholash jarayonida Boshqaruv raisi bilan hamkorlik qilishi kerak. Zarur hollarda, Kuzatuv kengashining boshqa a'zolari va Rag'batlantirish qo'mitasi ham yuqori rahbariyatni baholashda Boshqaruv raisi bilan ishtirok etish imkoniyatiga ega bo'lishi lozim. Boshqaruv raisini baholash natijalari Kuzatuv kengashi raisi tomonidan o'tkaziladigan yakuniy sessiyada Boshqaruv raisiga tezkor yetkazilishi va uning mukofotlanishi hamda lavozimga mosligi bo'yicha qaror qabul qilishda foydalanilishi kerak.</p>	<p>and his/her deputies in both ordinary and emergency scenarios is one of the most important functions of the Supervisory Board and Nomination Committee to ensure that there is smooth continuity of operations.</p> <p>121. Management development. The Supervisory Board should gain an understanding of the steps the Chairman of the Management Board and other senior management are taking to develop the skills and experience of the Bank's employees to ensure efficient operations and also build a cadre of professionals for senior management roles in the future. The Supervisory Board should interact the members of management, both in Supervisory Board meetings and in less formal meetings.</p> <p>122. Evaluation of Chairman of the Management Board. The Supervisory Board should annually review the performance of the Chairman of the Management Board and participate with the Chairman of the Management Board in the evaluation of the other members of the Management Board. All other members of the Supervisory Board and Remuneration Committee should have the opportunity to participate with the Chairman of the Management Board in senior management evaluations if appropriate. The results of the evaluation of the Chairman of the Management Board should be promptly communicated to the Chairman of the Management Board in an executive session conducted by the Chairman of the Supervisory Board and used in determining the compensation of the Chairman of the Management Board and/or his/her suitability for the position.</p>
<p align="center">11-BOB. AKSIYADORLAR VA BOSHQA MANFAATDOR TOMONLAR BILAN MUNOSABATLAR</p>	<p align="center">CHAPTER 11. RELATIONSHIPS WITH SHAREHOLDERS AND OTHER STAKEHOLDERS</p>
<p>123. Bank aksiyadorlardan tashqari barcha manfaatdor tomonlar – xodimlar, mijozlar, yetkazib beruvchilar, hamkorlar, faoliyat yuritayotgan jamiyatlar va atrof-muhit, shuningdek davlat oldida majburiyatlarga ega bo'lishi kerak. Ba'zi hollarda, ushbu manfaatdor tomonlarning manfaatlari uzoq muddatli qiymat</p>	<p>123. The Bank should have obligations to all stakeholders, other than shareholders, including employees, customers, suppliers, partners, the communities and environments in which they do business, and government. In some circumstances, the interests of these stakeholders are considered in the context of achieving long-term value and to ensure</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

yaratish kontekstida va eng yaxshi amaliyotlar ta'minlanishini nazarda tutgan holda hisobga olinadi. Bank aksiyadorlar va boshqa manfaatdor tomonlar bilan Atrof-muhit, Ijtimoiy masalalar va Boshqaruv (ESG) ko'rsatkichlariga oid, jumladan barqarorlik va iqlim o'zgarishi bilan bog'liq risklar va imkoniyatlar bo'yicha ochiq, shaffof va faol muloqotni saqlashi kerak.

124. Ishonchli korporativ mas'uliyat yondashuvi Bankning asosiy manfaatdor tomonlari bilan doimiy aloqalarni o'z ichiga olishi lozim.

11.1. Aksiyadorlar va investorlar

125. **Aksiyadorlar bilan muloqot.** Doimiy aksiyadorlar bilan muloqot va uzluksiz dialog samarali investorlar bilan munosabatlarni rivojlantirish va saqlash, aksiyadorlarning fikrlarini tushunish hamda aksiyadorlarga Kuzatuv kengashi va Boshqaruv kengashining rejalarini va qarashlarini tushuntirishda muhim ahamiyatga ega.

126. **Bank aksiyadorlari kimlar ekanligini bilish.** Kuzatuv kengashi Bank aksiyadorlari kim ekanligini bilishi va Bank uchun muhim bo'lgan masalalar bo'yicha ularning pozitsiyalarini tushunishi kerak.

127. **Boshqaruvining roli.** Boshqaruv a'zolari Bankning asosiy so'zlovchilari bo'lib, aksiyadorlar bilan muloqotda muhim rol o'ynaydi. Ushbu rol aksiyadorlar bilan muloqot qilishda Boshqaruvning eng yaxshi pozitsiyada bo'lgan masalalarda aksiyadorlar uchun asosiy bog'lanish nuqtalari sifatida xizmat qilishni o'z ichiga oladi.

128. **Kuzatuv kengashining aksiyadorlar bilan aloqasi.** Kuzatuv kengashining aksiyadorlar bilan muloqoti. Zaruratga qarab, Kuzatuv kengashi a'zolari Bankning uzoq muddatli qiymat yaratish va boshqaruv faoliyati bilan bog'liq mavzularda aksiyadorlar bilan dialogda ishtirok etishga tayyor bo'lishi kerak. Kuzatuv kengashi va aksiyadorlar o'rtasidagi bevosita muloqot Kuzatuv kengashi rais o'rinbosari yoki Korporativ boshqaruv qo'mitasi raisi xabardorligida va ular

that best practices are being observed in this respect. The Bank shall also maintain open, transparent, and proactive communication with shareholders and other stakeholders on matters related to Environmental, Social, and Governance (ESG) performance, including sustainability and climate-related risks and opportunities.

124. A credible corporate responsibility approach must include ongoing relations with the Bank's primary stakeholders.

11.1. Shareholders and Investors

125. **Shareholders outreach.** Regular shareholder outreach and ongoing dialogue are critical to developing and maintaining effective investor relations, understanding the views of shareholders, and helping shareholders understand the plans and views of the Supervisory Board and Management Board.

126. **Know who the Bank's shareholders are.** The Supervisory Board should know who the Bank's shareholders are and understand their positions on significant issues relevant to the Bank.

127. **Role of the Management Board.** The Management Board members are principal spokespersons for the Bank and play an important role in shareholders' engagement. This role includes serving as the main points of contact for shareholders on issues where Management is in the best position to have a dialogue with the shareholders.

128. **Supervisory Board's communication with the shareholders.** When appropriate, the Supervisory Board members should be equipped to play a part from time to time in the dialogue with the shareholders on topics involving the Bank's pursuit of long-term value creation and the Bank's governance. Direct communication between the Supervisory Board and shareholders should be coordinated through – and with knowledge of – Deputy Chairman of the Supervisory Board, or the Chairman of the Corporate Governance Committee.

129. **Annual shareholders' meeting.** The Supervisory Board members should be expected to attend the annual shareholders meeting.

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

bilan muvofiqlashtirilgan holda amalga oshirilishi lozim.

129. **Yillik aksiyadorlar yig'ilishi.** Yillik aksiyadorlar yig'ilishi. Kuzatuv kengashi a'zolarining yillik aksiyadorlar yig'ilishida ishtirok etishi kutiladi.

130. **Aksiyadorlar bilan aloqalar.** Bank aksiyadorlar bilan Kuzatuv kengashi, Boshqaruv va aksiyadorlarning tegishli rollariga muvofiq tarzda muloqot qilishi kerak. Bank aksiyadorlar bilan muloqot qilish bo'yicha samarali protokollarni saqlashi va Kuzatuv kengashi a'zolarining aksiyadorlar tomonidan keng qamrovli e'tibor talab qiladigan masalalarga o'z vaqtida javob berishini ta'minlashi lozim.

131. **Kuzatuv kengashining vazifalari.** Kuzatuv kengashi aksiyadorlarning fikrlarini inobatga olishi lozim bo'lsa-da, uning vazifasi Bank va aksiyadorlarning uzoq muddatli manfaatlarini himoya qiladigan qarorlar qabul qilish va shu kontekstda maslahat berishdir. Kuzatuv kengashi qaror qabul qilishda mustaqil baholash va o'z xulosasini amalga oshirishi kerak.

132. **Aksiyadorlarning ovoz berishi.** Bank aksiyadorlar yig'ilishida ovozga qo'yiladigan masalalar bo'yicha Kuzatuv kengashining tavsiyasining asosini tushuntirish uchun zaruratga qarab aksiyadorlar bilan muloqot olib borishi kerak.

133. **Aksiyadorlarning takliflari.** Agar aksiyador taklif topshirsa, Bankning javobini Kuzatuv kengashi yoki uning Tayinlash qo'mitasi nazorat qilishi lozim. Kuzatuv kengashi aksiyadorlar takliflarida boshqa aksiyadorlar tomonidan sezilarli qo'llab-quvvatlash olgan masalalarni ko'rib chiqishi va o'z javobini barcha aksiyadorlarga yetkazishi kerak.

11.2. Xodimlar

134. **Umumiy qoidalar.** Xodimlarga adolatli va teng munosabatda bo'lish Bank manfaatlariga mos keladi. Bank xodimlarga ularning lavozim vazifalari va geografik joylashuviga mos ravishda tegishli tarzda

130. **Shareholder engagement.** The Bank should engage with the shareholders in a manner consistent with the respective roles of the Supervisory Board, Management Board and shareholders. The Bank should maintain effective protocols for shareholder communications with the Supervisory Board members and for the Supervisory Board members to respond in a timely manner to issues and concerns that of widespread interest to the shareholders.

131. **Supervisory Board duties.** Although the Supervisory Board should consider the views of the shareholders, the duty of the Supervisory Board is to act in what it believes to be the long-term best interests of the Bank and its shareholders and give an advice in this context. The Supervisory Board should exercise its own independent judgement in making decisions.

132. **Shareholder voting.** The Bank should conduct shareholder outreach efforts where appropriate to explain the basis for the Supervisory Board's recommendation on the matters that are submitted to a vote of shareholders.

133. **Shareholder proposals.** If the shareholder submits a proposal, the Supervisory Board or its Nominations Committee should oversee the Bank's response. The Supervisory Board should consider issues raised by the shareholder proposals that receive substantial support from other shareholder and should communicate its response to all shareholders.

11.2. Employees

134. **General.** Treating employees fairly and equitably is in the Bank's interest. The Bank should have in place policies and practices that provide employees with appropriate compensation, including benefits that are appropriate given the nature of employees' job responsibilities and geographic locations. When the Bank offers retirement, health

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026	Bet / Page: 1
		Effective date: __04.2026	

kompensatsiya, jumladan zarur ijtimoiy paketlarni taqdim etishni ta'minlaydigan siyosat va amaliyotlarga ega bo'lishi kerak. Bank pensiya, tibbiy sug'urta, hayot sug'urtasi yoki boshqa imtiyozlar rejasini taklif qilgan hollarda, xodimlar ushbu rejalar shartlari haqida to'liq va aniq xabardor qilinishi lozim.

135. **Noma'qul xatti-harakatlar.** Bank xodimlarning boshqaruv va Kuzatuv kengashiga potentsial yoki real qoidabuzarliklar haqida qo'rqmasdan murojaat qilishi yoki maslahat olishi uchun mexanizmlarni joriy qilishi va ularni ommaga ma'lum qilishi kerak. Komplayens madaniyatini rivojlantirishning bir qismi sifatida Bank xodimlarni muvofiqlik (compliance) bilan bog'liq muammolarni o'z vaqtida xabar qilishga undashi va bunday holatlarni vijdonan bildirgan xodimlarga nisbatan har qanday tazyiq yoki javob choralarni qo'llashni qat'iy taqiqlash siyosatini alohida ta'kidlashi zarur.

136. **Muloqot.** Bank xodimlar bilan korporativ faoliyat va moliyaviy natijalar to'g'risida halol va ochiq muloqot olib borishi lozim.

11.3. Jamiyat, atrof-muhit va barqarorlik

137. **Fuqarolik pozitsiyasi.** Bank o'z faoliyatini amalga oshiradigan mahalliy, milliy va xalqaro hamjamiyatlarning yaxshi fuqarosi bo'lishga, atrof-muhitni asrashda mas'uliyatli yondashuvga ega bo'lishga hamda biznesni yuritishda boshqa tegishli barqarorlik masalalarini inobatga olishga intiladi. Ushbu majburiyatlarning bajarilmasligi Bankka, ham darhol iqtisodiy, ham uzoq muddatli obro' nuqtayi nazaridan zarar yetkazishi mumkin. Barqarorlik masalalari Bank faoliyatining ko'plab jihatlariga — moliyaviy natijalardan tortib risklarni boshqarishgacha — ta'sir qilgani bois, barqarorlikni faoliyatga mazmunli integratsiya qilish Bankning uzoq muddatli barqarorligi uchun muhim hisoblanadi.

138. **Jamiyatga xizmat.** Bank faoliyat yuritayotgan mahalliy hamjamiyatlarga hissa qo'shish orqali yaxshi korporativ fuqaroga aylanishga intiladi. Yaxshi fuqarolik — ushbu

care, insurance and other benefit plan, employees should be fully informed of the terms of those plans.

135. **Misconduct.** The Bank should have in place and publicize mechanisms for employees to seek guidance and to alerts management and the Supervisory Board potential or actual misconduct without fear of retribution. As part of fostering a culture of compliance, the Bank should encourage employees to report compliance issues promptly and emphasize their policy of prohibiting retaliation against employees who report compliance issues in good faith.

136. **Communications.** The Bank should communicate honestly with their employees about corporate operations and financial performance.

11.3. Communities, Environment and Sustainability

137. **Citizenship.** The Bank strives to be a good citizen of the local, national and international communities in which it does business, to be responsible stewards of the environment; and to consider other relevant sustainability issues in operating its business. Failure to meet these obligations can result in damage to the Bank, both in immediate economic terms and its longer-term reputation. Because sustainability issues affect so many aspects of the Bank's business, from financial performance to risk management, incorporating sustainability into the business in a meaningful way is integral to the Bank's long-term viability.

138. **Community Service.** Strive to be a good citizen by contributing to the communities in which it operates. Being a good citizen includes getting involved with those communities, donating time to causes of importance to local communities; and making charitable contributions.

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

jamiyat hayotida faol ishtirok etish, mahalliy muhim tashabbuslarga vaqt ajratish, hamda xayriya faoliyatini amalga oshirishni o'z ichiga oladi.

139. **Barqarorlik.** Bank o'z faoliyatini atrof-muhit, ijtimoiy masalalar, sog'liq, xavfsizlik va boshqa barqarorlik omillarini mazmunli tarzda hisobga olgan holda olib borishi, hamda xodimlar o'rtasida ESG (Ekologik, Ijtimoiy va Korporativ boshqaruv) madaniyatini targ'ib qilishi lozim. Bu jarayon xabardorlikni oshirish, treninglar o'tkazish va barqarorlik tamoyillarini kundalik amaliyotga integratsiya qilish orqali ta'minlanadi. Kuzatuv kengashi iqtisodiy, ijtimoiy, ekologik va barqarorlik masalalari bo'yicha yuzaga kelayotgan tendensiyalardan xabardor bo'lishi va qaysi masalalar Bank faoliyati hamda uning aksiyadorlari/manfaatdor tomonlari uchun eng muhim ekanini tushunishi kerak.

11.4. Hukumat

140. Qonuniy rioya qilish. Bank qonun doirasida harakat qilishi shart. Qonunning jiddiy buzilishlari uchun jazolar Bankga nihoyatda og'ir bo'lishi mumkin. Compliance (qonuniy rioya qilish) zarur hisoblanadi. Kuzatuv Kengashi va Boshqaruv Kengashi Bankda mustahkam qonuniy rioya qilish dasturi mavjudligiga ishonch hosil qilishi lozim, bu dastur noto'g'ri xatti-harakatlarni oldini olish va ulardan saqlanishga, shuningdek, potentsial compliance masalalarini xabar qilishni rag'batlantirishga samarali xizmat qilishi kerak.

141. **Siyosiy faoliyat.** Bank jamoat siyosati bo'yicha muhokama va munozaralarga, shuningdek, uning biznesiga va faoliyat yuritayotgan hamda xodimlari yashayotgan jamoalarga ta'sir qiluvchi qonun va normativ-huquqiy hujjatlarni ishlab chiqish, qabul qilish va qayta ko'rib chiqish jarayoniga muhim hissasini qo'shishi mumkin. Kuzatuv Kengashining bunday faoliyatning oshkor qilinishini nazorat qilish bo'yicha javobgarligi mavjud bo'lishi kerak.

139. **Sustainability.** The Bank shall conduct its business with meaningful regard for environmental, social, health, safety and other sustainability issues relevant to its operations and promote a strong ESG culture among its employees through awareness, training, and integration of sustainability principles into daily operations. The Supervisory Board should be cognizant of developments relating to economic, social, environmental and sustainability issues and should understand which issues are most important to the Bank's business and to its shareholders/stakeholders.

11.4. Government

140. **Legal compliance.** The Bank must act within the law. The penalties for serious violations of law can be extremely severe for the Bank. Compliance is essential. The Supervisory Board and Management Board should be comfortable that the Bank has a robust legal compliance program that is effective in deterring and preventing misconduct and encouraging the reporting of potential compliance issues.

141. **Political activities.** The Bank has an important perspective to contribute to the public policy dialogue and discussions about the development, enactment and revision of the laws and regulations that affect its business and the communities in which they operate, and its employees reside. The Supervisory Board should have oversight responsibility on disclosure of these activities.

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

BIZNES ETIKASI	BUSINESS ETHICS
<p>12.1. Biznes etikasi tamoyillariga rioya qilish va korrupsiyaga qarshi choralar</p> <p>142. Bank tomonidan ishga qabul qilingan Boshqaruv a'zolari va boshqa ijro etuvchi organlar Bankning Korporativ xulq-atvor va Etika siyosatida belgilangan axloqiy tamoyillarga qat'iy rioya etishlari shart. Ushbu tamoyillarga amal qilish Bankning axloqiy qadriyatlarga yo'naltirilgan korporativ madaniyatini shakllantirishga xizmat qiladi hamda Bankning ishbilarmonlik obro'si va ijobiy imidjiga munosib hissa qo'shadi.</p> <p>143. Boshqaruv a'zolari va barcha xodimlar amaldagi O'zbekiston Respublikasining qonunchiligi, shuningdek, pul yuvishga qarshi kurashish, korrupsiyani oldini olish va terrorizmni moliyalashtirishga qarshi kurashish bo'yicha Bankning ichki hujjatlarida belgilangan eng yuqori darajadagi kasbiy va biznes etikasi standartlariga rioya etishlari shart.</p> <p>12.2. Manfaatlar to'qnashuvini tartibga solish</p> <p>144. Manfaatlar to'qnashuvi — bu Bank, OTP Guruhi va ularning mijozlarining asosiy biznes manfaatlari va huquqiy majburiyatlari Bankning boshqaruv organlari a'zolari, yuqori rahbariyat yoki xodimlarning shaxsiy manfaatlari bilan to'qnash keladigan holatdir.</p> <p>145. Bank va uning aksiyadorlari manfaatlarini ko'zlab, Halollik tamoyiliga muvofiq, Kuzatuv kengashi, Boshqaruv a'zolari va xodimlar qaror qabul qilish jarayonida yuzaga kelgan yoki kelishi mumkin bo'lgan har qanday manfaatlar to'qnashuvi haqida o'z vaqtida va to'liq ma'lumot berishlari shart. Ular manfaatlar to'qnashuviga olib keladigan yoki olib kelishi mumkin bo'lgan har qanday harakatlardan tiyilishlari, mavjud to'qnashuvni bartaraf etishlari hamda o'zlari shaxsan manfaatdor bo'lgan masalalar bo'yicha ovoz berishdan absteniya qilishlari lozim.</p> <p>146. Kuzatuv kengashi yoki Boshqaruv</p>	<p>12.1. Adherence to the Principles of Business Ethics and Corruption Countering</p> <p>142. Members of the Management Board and other executive bodies employed by the Bank should strictly adhere to the ethical principles stipulated by the Policy of Corporate Conduct & Ethics of the Bank. It is a good basis for corporate culture oriented at ethical principles. It contributes to the Bank's business reputation and good image.</p> <p>143. The Management Board members and all employees must comply with the highest standards of professional and business ethics as prescribed by applicable Uzbek law and the Bank's internal documents on anti-money laundering, corruption countering and terrorism combating.</p> <p>12.2. Regulation on Conflict of Interest</p> <p>144. A conflict of interest is a situation in which the basic business interests and legal commitments of the Bank, OTP Group and their customers conflict with personal interests of members of the Bank's governing bodies, senior management and employees.</p> <p>145. In good faith and for the interest of the Bank and its shareholders the members of the Supervisory Board, Management Board and employees of the Bank must timely and duly inform on any conflict of interest in the course of decision making and they also must refrain from any actions that will or may potentially cause a conflict of interest, settle any conflict of interest, if any, and abstain from voting on resolutions related to the matters that they are personally interested in.</p> <p>146. Should any member of the Supervisory Board or Management Board have a conflict of interest (even a potential one) including cases of personal interest in a transaction with the Bank, he/she should immediately inform the Supervisory Board or Corporate Secretary.</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026 Effective date: __04.2026	Bet / Page: 1

<p>a'zosida manfaatlar to'qnashuvi (hatto ehtimoliy bo'lsa ham), shu jumladan Bank bilan tuziladigan bitimda shaxsiy manfaat mavjud bo'lgan taqdirda, u darhol Kuzatuv kengashini yoki Korporativ kotibni xabardor qilishi shart.</p> <p>147. Kuzatuv kengashi a'zolarining O'zbekiston hududida faoliyat yuritayotgan boshqa banklarning boshqaruv organlarida lavozimni bir vaqtda egallashiga yo'l qo'yilmaydi.</p> <p>148. Boshqaruv a'zolarining O'zbekiston hududida boshqa kompaniyalarda lavozimni bir vaqtda egallashi Kuzatuv kengashi tomonidan oldindan ma'qullanishi shart.</p> <p>149. Bankka salbiy ta'sir ko'rsatishi mumkin bo'lgan holatlarning oldini olish maqsadida, ijro organlari a'zolari Bank faoliyatiga aloqador bo'lmagan har qanday biznes faoliyati haqida Bankni oldindan ogohlantirishlari lozim.</p> <p>150. Manfaatlar to'qnashuvi masalalari yuzasidan batafsil tartib Bankning manfaatlar to'qnashuvini boshqarish bo'yicha ichki hujjatlarida belgilangan.</p> <p>12.3. Bank siri to'g'risidagi qonun</p> <p>151. Kuzatuv kengashi a'zolari, Boshqaruv a'zolari va ijro organlari xodimlari Bankning maxfiy, insayderlik yoki tijorat siri hisoblangan har qanday ma'lumotlarini o'z shaxsiy manfaatlari uchun oshkor qilishi yoki foydalanishi taqiqlanadi.</p> <p>152. Bunday maxfiy ma'lumotlarning oshkor qilinishi O'zbekiston Respublikasining Bank siri va Tijorat siri to'g'risidagi amaldagi qonunlarida belgilangan talablar bilan to'liq muvofiq bo'lishi shart.</p>	<p>147. Concurrent holding positions by members of the Supervisory Board on boards of other Banks in Uzbekistan are not allowed.</p> <p>148. Concurrent holding positions by members of Management Board in any other company in Uzbekistan shall be subject to approval by the Supervisory Board.</p> <p>149. With a view of averting any possible negative effect for the Bank, members of the executive bodies shall notify the Bank of any their business activities having no relation to the Bank's interests.</p> <p>150. More details on conflict-of-interest issues are provided in the Bank's internal documents on conflict of interest management.</p> <p>12.3. Law on the Bank Secrecy</p> <p>151. Neither members of the Supervisory Board nor members of the Management Board and executive bodies shall disclose or use any of the Bank's confidential, insider and/or proprietary information for their own purposes.</p> <p>152. Disclosure of such confidential information shall comply with the requirements of applicable Uzbekistan Laws on Bank Secrecy and Commercial Secrecy.</p>
<p>13-BOB. ICHKI NAZORAT VA RISKLARNI BOSHQARISH TIZIMI</p>	<p>CHAPTER 13. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS</p>
<p>153. Ichki nazorat tizimi O'zbekiston Respublikasining amaldagi qonunchiligi va Bankning ichki nazoratga oid hujjatlarida belgilangan maqsadlarga erishish uchun zarur bo'lgan tartib-taomillarga rioya etilishini</p>	<p>153. The Internal Control System comprises the internal control bodies and functions ensuring compliance with the appropriate procedures aimed at achieving the targets as prescribed by Uzbek law and Bank's internal documents on internal controls.</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026	Bet / Page: 1
__		Effective date: __04.2026	

<p>ta'minlaydigan ichki nazorat organlari va funksiyalaridan iborat.</p> <p>154. Kuzatuv kengashi Bankda ichki nazorat va risklarni boshqarish tizimining tamoyillari hamda yondashuvlarini belgilaydi. Ushbu tamoyillar va yondashuvlar Boshqaruv tomonidan amaliyotga tatbiq etilishi shart.</p> <p>155. Boshqaruv va tegishli ijro organlari samarali ichki nazorat va risklarni boshqarish tizimining mavjudligini ta'minlaydi. Shuningdek, ushbu masalalar bo'yicha Kuzatuv kengashi qarorlarining bajarilishini ta'minlaydi.</p> <p>156. Ichki nazorat tizimi quyidagi uchta himoya liniyasidan iborat:</p> <p>1-liniya: Birinchi himoya liniyasi ichki nazoratni samarali tashkil etish va risklarni qabul qilish uchun mas'ul hisoblanadi. Ularning kundalik faoliyati Bankda risklarni aniqlash, baholash va nazorat qilish bo'yicha uzluksiz jarayonni amalga oshirishga imkon yaratadi.</p> <p>2-liniya: CRO, CCO hamda Bankdagi risklarni boshqarish uchun mas'ul tuzilmaviy bo'linmalar. Ular ichki nazorat qoidalari va tartiblarini ishlab chiqadi, joriy etadi va rivojlantiradi; risklarni boshqarish standartlari, tamoyillari, limitlari va cheklovlarini belgilaydi; risk darajasini monitoring qiladi; hisobotlar tayyorlaydi; risk darajalari Bankning risk appetitga mosligini tekshiradi; Bankning umumiy risk profilini baholaydi.</p> <p>3-liniya: Ichki audit xizmati Bankning ichki nazorat va risklarni boshqarish tizimini mustaqil ravishda baholaydi.</p>	<p>154. The Supervisory Board is responsible for defining principles and approaches to the internal control and risk management systems in the Bank, which then must be implemented by the Management Board.</p> <p>155. The Management Board and appropriate executive bodies ensure that the effective internal control and risk management systems are in place. They also execute and implement the Supervisory Board's resolutions on these issues.</p> <p>156. There are three lines of the Internal Control System, as follows:</p> <p>Line 1: First line of defense which is responsible for efficient internal control establishment and risk taking. Their daily activities enable the Bank to update an ongoing process for risk identification, evaluation, and control.</p> <p>Line 2: CRO. CCO and structural units responsible for risk management in the Bank. They design, develop, and implement internal control rules and procedures. They determine risk management standards, principles, limits and restrictions; monitor risk levels; generate reports; check whether the risk levels match the Bank's risk appetite; and evaluate overall risk profile of the Bank.</p> <p>Line 3: Internal audit which independently assesses the Bank's internal control and risk management system.</p>
<p align="center">14-BOB. AXBOROT SIYOSATI VA OSHKORALIK</p>	<p align="center">CHAPTER 14. COMMUNICATIONS AND TRANSPARENCY</p>
<p>157. Bank o'z aksiyadorlari va boshqa manfaatdor tomonlar bilan muloqotda halollik, ochiqlik va boshqaruvning kirishimlilik tamoyillariga amal qiladi. Bankning Axborot siyosati asosiy oshkor etish tamoyillari va kanallarini belgilab beradi.</p>	<p>157. The Bank shall follow the principles of integrity, openness and accessibility of the management in communication with its shareholders and other stakeholders. The Information Policy of the Bank outlines the main disclosure principles and channels.</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: _ _ 04.2026	Bet / Page: 1
_ _		Effective date: _ _ 04.2026	

15-BOB. BOSHQA QOIDALAR	CHAPTER 15. OTHER PROVISIONS
<p>158. Ushbu Siyosat Bankning Kuzatuv kengashi tomonidan tasdiqlangan kundan boshlab kuchga kiradi. Bank tomonidan ilgari qabul qilingan korporativ boshqaruvga oid siyosat va kodekslarning barcha avvalgi versiyalari ushbu Siyosat tasdiqlangan kundan boshlab haqiqiy emas deb hisoblanadi.</p> <p>159. Kuzatuv kengashi ushbu Siyosatning qoidalarini har yili ko'rib chiqadi hamda uning yetarliligi va to'liqligini baholaydi. Mazkur Siyosatga kiritiladigan har qanday o'zgartirish va qo'shimchalar Bankning Kuzatuv kengashi tomonidan tasdiqlanishi lozim.</p> <p>160. Siyosat o'zbek va ingliz tillarida qabul qilinadi. Har qanday tafovut yuzaga kelgan taqdirda, o'zbek tilidagi matn ustuvor hisoblanadi.</p>	<p>158. This Policy becomes effective from the date of approval by the Supervisory Board of the Bank. Any previous versions of the corporate governance policies and codes adopted by the Bank shall be null and void from the date of approval of this Policy.</p> <p>159. The Supervisory Board shall review the provisions of this Policy on an annual basis and assess its adequacy and completeness thereof. Any amendments and additions to this Policy are subject to approval by the Supervisory Board of the Bank.</p> <p>160. The Policy shall be adopted in Uzbek and English. In case of any discrepancies, the Uzbek language shall prevail.</p>

Tasdiqlovchi:

Kelishuvchi:

Advisor to the Chairman of the Management Board



T.Li

Senior Legal Counsel of General Legal Support Department



N.Saitmurodov

Compliance Department Head of Department



O.Raximov

Kirituvchi:

Manager of Corporate Secretariat



S.Latipova

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Korporativ boshqaruv siyosati		
Document name:	Corporate governance policy of Joint stock commercial mortgage bank "Ipoteka-bank"OTP Group		
ID: __ __ __	Tahrir / Version: 1	Kuchga kirish sanasi: __04.2026	Bet / Page: 1
__		Effective date: __04.2026	