

"Ipoteka-Bank" ATIB
Aksiyadorlarning umumiy yig'ilishining
3 iun 2026-yildagi 2 sonli bayoni bilan
"TASDIQLANGAN"

"APPROVED"
minutes of the meeting of
General Shareholders Meeting of JSCMB
"Ipoteka-Bank"
No. 2 dated June 3, 2026

"Ipoteka-Bank" ATIB
Kuzatuv kengashining
7 mai 2026-yildagi 7 sonli bayoni bilan
"MA'QULLANGAN"

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

"Ipoteka-Bank" ATIB
Boshqaruvi yig'ilishining
29 aprel 2026-yildagi 156 sonli bayoni bilan
"MA'QULLANGAN"

"AGREED"
minutes of the meeting of
Management Board of JSCMB "Ipoteka-Bank"
No. 156 dated April 29, 2026

"IPOTEKA-BANK" AKSIYADORLIK TIJORAT IPOTEKA BANKI
OTP GURUHI BOSHQARUVI TO'G'RISIDAGI

NIZOM

RULES OF PROCEDURE

FOR THE MANAGEMENT BOARD
OF JOINT STOCK COMMERCIAL MORTGAGE BANK
"IPOTEKA-BANK" OTP GROUP

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"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: __.04.2026	Bet / Page: 2
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HUJJATNI QAYTA KO'RIB CHIQISH XRONOLOGIYASI
DOCUMENT REVISION CHRONOLOGY

	Boshqaruv organi / Governing body	Sana / Date
Tasdiqlangan: Approved by:	"Ipoteka-bank" ATIB ATIB aksiyadorlar umumiy yig'ilishining General Shareholders meeting of JSCMB "Ipoteka-bank"	No. __ __ / __ /2026
Ma'qullangan: Pre-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	
Komplyens direksiya/Compliance Directorate	__ / __ /2026	

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
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Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: _____.04.2026	Bet / Page: 3
		Effective date: _____.04.2026	

I. UMUMIY QOIDALAR	I. GENERAL PROVISIONS
<p>1.1. Mazkur Nizom O'zbekiston Respublikasining "Aksiyadorlik jamiyatlari va aksiyadorlarning huquqlarini himoya qilish to'g'risida"gi, "Banklar va bank faoliyati to'g'risida"gi va "Qimmatli qog'ozlar bozori to'g'risida"gi qonunlari, O'zbekiston Respublikasi Markaziy bankining "Tijorat banklarining korporativ boshqaruvi to'g'risida"gi, "Tijorat banklarining ichki auditiga qo'yiladigan talablar to'g'risida"gi, "Tijorat banklarining xatarlarni boshqarish asoslariga qo'yiladigan talablar to'g'risida"gi, "Bank faoliyatini litsenziyalash tartibi va shartlari to'g'risida"gi nizomlari va "Tijorat banklarida jinoiy faoliyatdan olingan daromadlarni legallashtirishga, terrorizmni moliyalashtirishga va ommaviy qirg'in qurolini tarqatishni moliyalashtirishga qarshi kurashish bo'yicha ichki nazorat to'g'risida"gi Qoidalar (bundan buyon matnda "Qonun" deb yuritiladi), shuningdek, OTP Guruhi Boshqaruv Nizomi, "Ipoteka Bank" Boshqaruv organlari va Doimiy qo'mitalari uchun minimal standartlar Korporativ boshqaruv siyosati va "Ipoteka-bank" ATIB OTP guruhi, Korporativ boshqaruv siyosati va "Ipoteka-bank" ATIB OTP guruhi Ustavi (bundan buyon matnda "Bank" deb yuritiladi).</p> <p>1.2. Ushbu Nizom "Ipoteka-bank" ATIB Boshqaruvining (keyingi o'rinlarda - Boshqaruv) vakolatlarini belgilaydi va Boshqaruv a'zolarini tayinlash mezonlarni tartibga soladi hamda ularning roli, vazifalari, mas'uliyati va javobgarligini belgilaydi.</p> <p>1.3. OTP Bank Plc. ("OTP") Bankning asosiy aksiyadori bo'lib, Bank ustav kapitalining 72,89 foiziga egalik qiladi, O'zbekiston Respublikasi Iqtisodiyot va moliya vazirligi ("Davlat aksiyadori") va Xalqaro moliya korporatsiyasi ("IFC") esa har biri besh foizdan ortiq bo'lgan yirik aksiyadorlar hisoblanadi.</p>	<p>1.1. These Rules of procedure (Rules) are aligned with the Laws of the Republic of Uzbekistan "On Joint Stock Companies and Protection of Shareholders' Rights", "On Banks and Banking" and "On Securities Market", Regulations of the Central Bank of the Republic of Uzbekistan "On Corporate Governance of Commercial Banks", "On Requirements to Internal Audit of Commercial Banks", "On Requirements to Risk Management Frameworks of Commercial Banks", "On the Procedure and Conditions for Issuing Banking License" and the Rules "On Internal Control to Combat Anti-Money Laundering from Criminal Activity, Financing of Terrorism and Proliferation of Weapons of Mass Destruction at Commercial Banks" (hereinafter referred to as the "Law"), as well as the OTP Group Governance Regulation, Minimum Standards for Governing Bodies and Standing Committees of JSCMB "Ipoteka Bank" of OTP Group, the Corporate Governance Policy and the Charter of JSCMB "Ipoteka Bank" OTP Group (hereinafter referred to as the "Bank").</p> <p>1.2. These Rules determine the powers of the Management Board of JSCMB "Ipoteka Bank" (hereinafter referred to as the "Management Board") and regulate the procedure for appointing Management Board members and define their role, duties, responsibilities and liabilities.</p> <p>1.3. OTP Bank Plc. ("OTP") is the major shareholder having 72.89 percent of the Bank's share capital and the Ministry of Economy and Finance of the Republic of Uzbekistan (the "State Shareholder") and International Finance Corporation ("IFC") are the significant shareholders of the Bank having over five percent each.</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: ____.04.2026	Bet / Page: 4
		Effective date: ____.04.2026	

<p>1.4. OTP Guruhi a'zosi sifatida Ipoteka Bank o'zining strategik maqsadlari, risklarni boshqarish asoslari, korporativ qadriyatlar va korporativ boshqaruv tamoyillarini bosh bankning maqsadlariga moslashtiradi.</p> <p>1.5. "Ipoteka-bank" Boshqaruvining tuzilmasi va roli "OTP" guruhi darajasida belgilanadi.</p>	<p>1.4. 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>1.5. The structure and role of the Management Board of Ipoteka Bank is defined at the OTP Group level.</p>
<p>II. BOSHQARUVNING ROLI, VAKOLATLARI VA VAZIFALARI</p>	<p>II. ROLE, POWERS AND DUTIES OF THE MANAGEMENT BOARD</p>
<p>2.1. Boshqaruv Bankning ijro etuvchi organi bo'lib, u Ipoteka-bank va OTP Guruhi Kuzatuv kengashi tomonidan tasdiqlangan biznes strategiyasi, risk appetiti, mukofotlash, korporativ boshqaruv, ESG va boshqa siyosatlariga muvofiq ravishda Bank faoliyatini amalga oshiradi va boshqaradi.</p> <p>2.2. Boshqaruv Bankning kundalik faoliyati to'g'ri va oqilona amalga oshirilishi uchun Kuzatuv kengashi oldida javobgardir.</p> <p>2.3. Kuzatuv kengashi va OTP guruhi tomonidan berilgan ko'rsatmalarga muvofiq, Boshqaruv biznes strategiyalarini, risklarni boshqarish tizimlarini, risk madaniyatini, Bank duch keladigan va qonunlar, qoidalar va ichki siyosatga rioya qilish uchun mas'ul bo'lgan moliyaviy va moliyaviy bo'lmagan risklarni boshqarish jarayonlari va nazoratini amalga oshirishi kerak.</p> <p>Bu risklarni kompleks va mustaqil boshqarish, komplayens va ichki audit funksiyalari, shuningdek, ichki nazoratning samarali umumiy tizimini o'z ichiga oladi. Boshqaruv risklarni boshqarish, komplayens va ichki audit funksiyalarining mustaqil majburiyatlarini tan olishi va hurmat qilishi hamda ularning bunday majburiyatlarni bajarishiga aralashmasligi kerak.</p> <p>2.4. Boshqaruv aksiyadorlar umumiy yig'ilishi va Kuzatuv kengashi qarorlarini bajarishi lozim.</p> <p>2.5. Boshqaruv Kuzatuv kengashiga o'z vazifalarini amalga oshirish, Boshqaruvni nazorat qilish va Boshqaruv faoliyati sifatini baholash uchun zarur bo'lgan ma'lumotlarni taqdim etishi kerak.</p>	<p>2.1. The Management Board is an executive body of the Bank, which carries out and manages the Bank's activities in a manner consistent with the business strategy, risk appetite, remuneration, corporate governance, ESG and other policies approved by the Supervisory Board of Ipoteka Bank and OTP Group.</p> <p>2.2. The Management Board is responsible and accountable to the Supervisory Board for the sound and prudent day-to-day management of the Bank.</p> <p>2.3. Consistent with the directions given by the Supervisory Board and OTP Group, the Management Board should implement business strategies, risk management systems, risk culture, processes and controls for managing the risks - both financial and non-financial – to which the Bank is exposed and concerning which it is responsible for complying with laws, regulations and internal policies.</p> <p>This includes comprehensive and independent risk management, compliance and internal audit functions as well as an effective overall system of internal controls. The Management Board should recognize and respect the independent duties of the risk management, compliance and internal audit functions and should not interfere in their exercising of such duties.</p> <p>2.4. The Management Board should execute resolutions of the General Shareholders Meeting and Supervisory Board.</p> <p>2.5. The Management Board should provide the Supervisory Board with the information it needs to carry out its responsibilities, supervise the Management</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: _____.04.2026	Bet / Page: 5
		Effective date: _____.04.2026	

2.6. Boshqaruv Kuzatuv kengashini muntazam ravishda va yetarli darajada muhim masalalar to'g'risida xabardor qilib turishi kerak, shu jumladan:

- a) kamida har yili;
 - aa/ biznes strategiyasidagi har qanday o'zgarishlar, risk strategiyasi/risk appetiti;
 - ab/ Bank faoliyatiga jiddiy ta'sir ko'rsatadigan har qanday risklar va hodisalar;
- b) kamida har chorakda:
 - ba/ moliyaviy natijalar;
 - bb/ kapitalning yetarliligi;
 - bc/ likvidlik pozitsiyasi;
 - bd/ rentabellik va
 - be/ Zaxiralarni yaratish, bank faoliyati ko'rsatkichlari va uning moliyaviy holati;
 - c/ risk limitlari yoki komplaens qoidalari buzilishi;
 - d/ ichki nazoratdagi xatoliklar;
 - e/ huquqiy yoki tartibga solish muammolari; va
 - f/ Bankning Qoidabuzarlik haqida xabar berish tartib-qoidalari natijasida ko'tarilgan muammolar.

2.7. Boshqaruv vakolatiga Bankning joriy faoliyatini boshqarish bilan bog'liq barcha masalalar kiradi, aksiyadorlar umumiy yig'ilishi yoki Kuzatuv kengashi vakolatiga taalluqli masalalar bundan mustasno.

2.8. Boshqaruvning majburiyatlariga quyidagilar kiradi:

- a/ tegishli qonunchilikka, kuzatuv tavsiyalariga, shuningdek, OTP Bank guruhining talablari va standartlariga rioya qilish;
- b/ Bank va uning direksiyalari hamda boshqa eng muhim tarkibiy bo'linmalarining strategiyalari va ichki me'yoriy hujjatlarini ishlab chiqish va amalga oshirish;
- c/ buxgalteriya hisobi va moliyaviy hisobot tizimining birdamligini ta'minlash, shu jumladan ularning moliyaviy va operativ nazoratini amalga oshirish (ya'ni, Hisob siyosati);
- d/ Bankning risklarni aniqlash, boshqarish, monitoring qilish va hisobot berish hamda kapitalning yetarliligini tegishli darajada saqlash bilan bog'liq risk siyosati va tartib-qoidalarini amalga oshirish;
- e/ kredit portfeli sifati bo'yicha muntazam hisobotlarni ko'rib chiqish va muhokama qilish;
- f/ risklarni qabul qilish strategiyasi to'g'risida

Board and assess the quality of Management Board's performance.

2.6. The Management Board should keep the Supervisory Board regularly and adequately informed of material matters, including:

- a/ at least annually;
- aa/ any changes in business strategy, risk strategy/risk appetite;
- ab/ any risks and events materially affecting the functioning of the Bank;
- b/ at least quarterly:
 - ba/ financial results;
 - bb/ capital adequacy;
 - bc/ liquidity position;
 - bd/ profitability, and
 - be/ the development of provisions the Bank's performance and financial condition;
 - c/ breaches of risk limits or compliance rules;
 - d/ internal control failures;
 - e/ legal or regulatory concerns; and
 - f/ issues raised as a result of the Bank's whistleblowing procedures.

2.7. The powers of the Management Board include all matters related to the management of the current activities of the Bank, excluding the matters referring to the authority of the General Shareholders Meeting or Supervisory Board.

2.8. The Management Board's duties include:

- a/ complying with the pertinent legislation, supervisory recommendations, as well as with the requirements and standards of OTP Bank Group;
- b/ developing and implementing strategies and internal regulatory documents of the Bank and its directorates and other most important structural units;
- c/ ensuring the integrity of the accounting and financial reporting system, including exercising financial and operational control thereof (i.e. the Accounting Policy);
- d/ implementing the Bank's risk policies and procedures, related to risk identification, management, monitoring and reporting, and maintaining capital adequacy at an appropriate level;
- e/ reviewing and discussing the regular loan

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: ____.04.2026	Bet / Page: 6
		Effective date: ____.04.2026	

qaror qabul qilish va barcha tegishli risk toifalari, shu jumladan ESG (Ekologik, ijtimoiy va boshqaruv) risklari uchun riskga bardoshlilik darajasini aniqlash;

g/ ESG siyosatini ishlab chiqish va amalga oshirish;

h/Bankning moliyaviy holati bilan bog'liq qarorlarni yiliga kamida bir marta ko'rib chiqish va qayta ko'rib chiqish;

i/ Mukofotlash siyosati amalga oshirilishini nazorat qilish;

j/ Bank boshqaruvining tegishli va shaffof tashkiliy tuzilmasini ta'minlash, shu jumladan bank xodimlari o'rtasida ularning vakolatlari doirasida vakolatlar va mas'uliyatlarni taqsimlash;

k/ Bank xodimlarining faoliyatini nazorat qilish;

l/ iqtisodiy sikllar va makroiqtisodiy muhitdagi o'zgarishlar bilan bog'liq risklardan kelib chiqib, har yili kamida quyidagilarga taalluqli strategiyalar, siyosatlar va normativ hujjatlarni tasdiqlash, baholash va qayta ko'rib chiqish:

la/ tashkilot ichidagi vazifalar va mas'uliyatlarni ajratishni ta'minlash (ya'ni Korporativ boshqaruv rollari va mas'uliyati);

lb/ manfaatlar to'qnashuvi holatlarining oldini olish (ya'ni Manfaatlar to'qnashuvini to'g'risida Nizom);

lc/ risklarni qabul qilishni tartibga solish, shuningdek, risklarni o'lchash, boshqarish, monitoring qilish va kamaytirish (masalan, riskni qabul qilish to'g'risidagi nizomlar, kredit siyosati, biznes yo'nalishlari strategiyalari, kontragent riski qoidalari);

ld/ tegishli vaqt oralig'ida - shu jumladan kunlik davrlar davomida - likvidlik riskini aniqlash, o'lchash, boshqarish va monitoring qilish, ularni ushbu Guruh yuridik shaxsiga, uning turli faoliyat yo'nalishlariga va jalb qilingan valyutalarga, shu jumladan foydani taqsimlash usullariga, shuningdek risk va likvidlik xarajatlariga moslashtirish;

le/ likvidlik yetishmovchiligini bartaraf etish va tegishli amalga oshirish chora-tadbirlarini ishlab chiqish.

m/ risklarni boshqarish va aktivlarni baholash maqsadida tashqi kredit reytinglari va ichki modellardan foydalanish uchun zarur resurslarni ta'minlash;

n/ korporativ boshqaruv tizimining tegishli va

portfolio-quality reports;

f/ making decisions about the risk-taking strategy and determining the risk-tolerance levels for all relevant risk categories including ESG (Environmental, Social and Governance) risks;

g/ developing and implementing the ESG Policy;

h/reviewing and revising the decisions, which are related to the Bank's financial position at least once a year;

i/ monitoring the implementation of the Remuneration Policy;

j/ ensuring an appropriate and transparent organizational structure for the Bank's management, including the allocation of powers and responsibilities among bank employees within the limits of their authority;

k/ monitoring the performance of Bank's employees;

l/ approving, evaluating and – based on the risks associated with the economic cycles and the changes in the macro-economic environment – revising the strategies, policies and regulatory documents at least annually, which relate to:

la/ ensuring segregation of duties and responsibilities within the organization (i.e. Corporate Governance Roles and Responsibilities);

lb/ preventing conflict of interest situations (i.e. Conflict of Interest Regulation);

lc/ regulating risk taking, as well as measuring, managing, monitoring and mitigating risks (e.g. risk-taking statutes, credit policy, business line strategies, counterparty risk rules);

ld/ identifying, measuring, managing and monitoring the liquidity risk over an appropriate period of time – including intra-day periods – while adapting those to the given Group Legal Entity, its various business lines, and the involved currencies, including the allocation methods of the profits as well as the risk and liquidity costs;

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Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: ____.04.2026	Bet / Page: 7
		Effective date: ____.04.2026	

samarali faoliyat ko'rsatishi to'g'risidagi deklaratsiyani tasdiqlash va uning belgilangan tartibda oshkor etilishini ta'minlash;

o/ kredit riskini reytinglash va baholash jarayonining muhim jihatlari tasdiqlash;

p/ muntazam ravishda, lekin kamida yarim yilda bir marta quyidagilarning barchasini ko'rib chiqish:

pa/ iste'molchilar huquqlarini himoya qilish bo'yicha tekshiruvlar, shikoyatlar;

pb/ qonunchilik talablariga muvofiqligi;

pc/ yakunlangan ichki audit missiyalarining tushunchalari, xulosalari va tavsiyalari.

q/ AKT risk takliflarini qabul qilish

qa/ axborot-kommunikatsiya texnologiyalari (AKT) bilan bog'liq risklarni boshqarish siyosatini tasdiqlash;

qb/ raqamli operatsion barqarorlikka oid strategiyalarni tasdiqlash;

qc/ Bankning risk appetitiga muvofiq AKT risklariga bardoshlilik darajasini aniqlash;

qd/ AKT risklarni boshqarish asoslari siyosatini tasdiqlash;

qe/ barcha turdagi resurslar uchun raqamli operatsion barqarorlik bilan bog'liq Bank ehtiyojlarini qondirish maqsadida byudjetni shakllantirish va qayta ko'rib chiqish.

r/ rezolyutsiyani rejalashtirish bilan bog'liq;

ra/qarorlarni korporativ boshqaruv siyosatiga muvofiq tasdiqlash;

rb/ Boshqaruvning yillik ish rejasini tasdiqlash;

rc/ Kuzatuv kengashi va Boshqaruv qarorlarining bajarilish holatini tasdiqlash;

rd/ O'z-o'zini baholash natijalarini tasdiqlash.

s/ Bankning qabul qilingan yillik biznes-rejasini amalga oshirish, Bank faoliyati to'g'risidagi hisobotlarni, qo'llanilgan choralar va sanksiyalarni Kuzatuv kengashi va Aksiyadorlar umumiy yig'ilishiga muntazam ravishda taqdim etish;

t/ Aksiyadorlar umumiy yig'ilishi tomonidan belgilangan maqsadlarga erishishni nazorat qilish uchun Bank faoliyati ko'rsatkichlarini ishlab chiqish;

u/ Aksiyadorlar umumiy yig'ilishi va Kuzatuv kengashi tomonidan ko'rib chiqilishi lozim bo'lgan barcha masalalarni oldindan ko'rib chiqish;

le/ eliminating liquidity shortages and devising related implementation measures.

m/ ensuring the necessary resources in order to manage risks and evaluate assets, for the usage of external credit ratings and internal models;

n/ approving the declaration about the appropriate and effective operation of the corporate governance system and ensuring its prescribed disclosure;

o/ approving the essential aspects of the credit risk rating and estimation process;

p/ reviewing regularly, but at least on a semi-annual basis all:

pa/ consumer protection examinations, complaints;

pb/ compliance with legislative requirements;

pc/ insights, findings and recommendations of the completed internal audit missions.

q/ adopting of ICT risk proposals

qa/ approval of the risk management policy related to information and communication technologies (ICT);

qb/ approval of strategies related to digital operational resilience;

qc/ determination of the ICT risk tolerance level in line with the Bank's risk appetite;

qd/ approval of the ICT risk management framework policies;

qe/establishment and review of the budget to meet the Bank's needs related to digital operational resilience for all types of resources.

r/ related to resolution planning:

ra/ approval of the resolutions in accordance with the corporate governance policy;

rb/ approval of the annual workplan of the Management Board;

rc/ approval of implementation status of resolutions of the Supervisory Board and Management Board;

rd/ approval of the self-assessment results.

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
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ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: _____.04.2026	Bet / Page: 8
		Effective date: _____.04.2026	

v/ OTP Guruhi roziligi bilan yangi bank mahsulotlari/xizmatlarini ishlab chiqish va joriy etish yoki Bank filiallari tarmog'i yoki yangi sho'ba va filiallari orqali Bank biznesini kengaytirish;

w/ Bank nomidan yoki uning nomidan moddiy xizmatlar ko'rsatish uchun uchinchi tomonlarni (agentlar, maslahatchilar, distribyutorlar yoki boshqa vositachilar) jalb qilish yoki ular bilan shartnoma tuzish;

x/ Bank tarkibida Bankning xizmat ko'rsatish ofislarini tashkil etish (yoki tugatish) to'g'risida qaror qabul qilish;

y/ kadrlar bilan bog'liq har qanday masalalar bo'yicha qarorlar qabul qilish. Direksiya rahbarlarini (B-1 darajadagi yuqori lavozimli rahbarlarni) lavozimga tayinlash va lavozimidan ozod etish hamda kompensatsiya mexanizmlarini, bonus jamg'armalarini yoki uzoq muddatli rag'batlantirish sxemalarini belgilash yoki o'zgartirish bundan mustasno;

z/ Bank xodimlarining ish faoliyatini monitoring qilish;

a1/ Bankning tarkibiy bo'linmalari va xodimlarning lavozim yo'riqnomalari bo'yicha Bankning ichki qoidalari va tartiblarini qabul qilish;

b1/ Bank xodimlarini ishga qabul qilish va ishdan bo'shatish, ularni almashtirish (rotatsiya) va malakali xodimlarni lavozimga ko'tarish, o'qitish va saqlab qolish qoidalari va tartibini qabul qilish, shuningdek, xodim Bankning odob-axloq qoidalari va odob-axloq kodeksini buzgan yoki o'z vazifalarini lozim darajada bajarmagan taqdirda Bankning ichki normotivlari va tartib-qoidalariga rioya etilishini ta'minlash choralari ko'rish.

s/ implementing the bank's adopted annual business plan, and periodically submitting reports on the Bank's performance, measures, and sanctions applied to the Supervisory Board and General Shareholders Meeting;

t/ developing Bank's performance indicators to monitor the achievement of the goals set by the General Shareholders Meeting;

u/ pre-reviewing all matters to be considered by the General Shareholders Meeting and Supervisory Board;

v/ developing and implementing new banking products/service or expanding the business of the Bank through its branch network, or new subsidiaries and affiliates, subject to consent of OTP Group;

w/ engaging or contracting with third parties (agents, consultants, distributors or other intermediaries) to provide material services for or on behalf of the Bank;

x/ making decisions on establishment (or liquidation) of Bank's service offices within the Bank;

ky/ making decisions on any HR-relating matters, except for appointments and dismissals of heads of directorates (B-1 level senior executives) and determination or amendments of compensation frameworks, bonus pools, or long-term incentive schemes;

z/ monitoring performance of Bank's employees;

a1/ adopting the Bank's internal rules and procedures on Bank's structural units and job descriptions of employees;

b1/ adopting the rules and procedures for hiring and dismissal of Bank's employees, their replacement (rotation), and promotion, training, and retaining qualified employees, as well as taking measures to ensure compliance with the Bank's internal rules and procedures in case if an employee breaches the Bank's bylaws on ethics and code of conduct, or does not perform his/her duties properly.

c1/ ensuring the fulfillment of all obligations of the Bank and safekeeping of relevant documentation.

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: ____.04.2026	Bet / Page: 9
		Effective date: ____.04.2026	

c1/ Bankning barcha majburiyatlari bajarilishini va tegishli hujjatlarning saqlanishini ta'minlash.

2.9. Boshqaruvning vakolatlari quyidagi chegaralar bilan cheklanadi:

a/ Bankning qarz olishi yoki pul mablag'larini jalb qilishi, natijada O'zbekiston Markaziy banki tomonidan bunday operatsiya amalga oshirilgan sanadagi kurs bo'yicha o'n million AQSH dollaridan (10 000 000 AQSH dollari) ortiq ekvivalentda jami qarz olishi yoki almashtirilmaydigan har qanday mavjud kredit yoki kredit shartnomasini oldindan to'lashi, buning natijasida Bankning muvozanati besh foizdan ko'proqqa o'zgarishi;

b/ Bankning har qanday sho'ba yoki afillangan korxonasi O'zbekiston Markaziy banki tomonidan belgilangan kurs bo'yicha (har qanday alohida holatda) bir million besh yuz ming AQSH dollaridan (1 500 000 AQSH dollari) ortiq ekvivalentdagi har qanday obyekt yoki loyihaga nisbatan har qanday kapital xarajatlarni amalga oshirsa. Yillik byudjetdagi har qanday kapital xarajatlar bundan mustasno;

c/ har qanday Bankning moddiy sotib olish yoki tasarruf etish (shu jumladan, har qanday moddiy intellektual mulk litsenziyasini berish) yoki har qanday intellektual mulk huquqlariga oid qarorlar qabul qilish;

d/ O'zbekiston Markaziy banki tomonidan bunday sud jarayonini boshlash yoki tugatish to'g'risida qaror qabul qilingan sanadagi kurs bo'yicha besh yuz ming AQSH dollaridan (500 000 AQSH dollari) ortiq miqdorda potensial javobgarlik yoki da'vo mavjud bo'lganda yoki sud jarayoni Bankning obro'siga yoki uning har qanday davlat organi bilan munosabatlariga sezilarli ta'sir ko'rsatishi mumkin bo'lgan hollarda, kredit va qarzlarni undirish bilan bog'liq sud jarayonlaridan tashqari, Bank ishtirokchisi bo'lgan har qanday sud jarayonini boshlash yoki tugatish (shu jumladan hal qilish) bilan bog'liq qarorlarni qabul qilish;

2.9. The authority of the Management Board is restricted by the following limits:

a/ Bank's borrowing or raising money which would result in the Bank's aggregate borrowing exceeding in equivalent ten million US dollars (USD 10,000,000) at the exchange rate set by the Central Bank of Uzbekistan as of the date of such transaction, or a prepayment of any existing loan or credit agreement that will not be replaced, the effect of which would change the Bank's gearing by more than five percent;

b/ any subsidiary or affiliate of the Bank incurring any capital expenditure in respect of any item or project in equivalent of more than one million and five hundred thousand US dollars (USD 1,500,000) at the exchange rate set by the Central Bank of Uzbekistan (in any individual case), excluding any capital expenditure in the annual budget;

c/ making decisions on any Bank's material acquisition or disposal (including any grant of any material intellectual property license) or relating to any intellectual property rights;

d/ making decisions relating to the initiation or termination (including settlement) of any legal proceedings to which the Bank is a party where there is a potential liability or claim in the amount equal to more than five hundred thousand US dollars (USD 500,000) at the exchange rate set by the Central Bank of Uzbekistan as of the date of making decision on initiation or termination of such legal proceedings or where proceedings are reasonably likely to have a material impact on the reputation of the Bank or its relationship with any governmental authority, excluding legal proceedings relating to credit and debt collection;

e/ determine interest rates on active and passive operations in line with the internal policies and procedures approved by the Supervisory Board.

2.10. The Management Board may perform any other duties stipulated by the Bank's Charter and Law on Banks and Banking activities.

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: _____.04.2026	Bet / Page: 10
		Effective date: _____.04.2026	

e/ Kuzatuv kengashi tomonidan tasdiqlangan ichki siyosat va tartib-qoidalarga muvofiq aktiv va passiv operatsiyalar bo'yicha foiz stavkalarini belgilash.

2.10. Boshqaruv Bank Ustavi va "Banklar va bank faoliyati to'g'risida"gi Qonunda nazarda tutilgan boshqa har qanday vazifalarni bajarishi mumkin.

III. BOSHQARUV TARKIBI VA UNING A'ZOLARINI TAYINLASH

3.1. Boshqaruv Aksiyadorlar umumiy yig'ilishi tomonidan tasdiqlangan to'qqiz nafar a'zodan iborat.

3.2. OTP Bank plc yetti nafargacha Boshqaruv a'zosi nomzodini ko'rsatishga haqli.

3.3. Davlat aksiyadori Boshqaruvning ikki nafargacha a'zosi nomzodini ko'rsatishga haqli.

3.4. Boshqaruv a'zolarining soni va tarkibi Aksiyadorlarning umumiy yig'ilishi tomonidan belgilanadi.

3.5. Boshqaruv a'zolarini tayinlash va ularning vakolatlarini muddatidan oldin to'xtatish Aksiyadorlar umumiy yig'ilishi tomonidan tasdiqlanadi.

3.6. Boshqaruv a'zolari tanlov asosida saylanishi va tayinlanishi mumkin. Boshqaruv a'zoliciga chet el fuqarolari ham tayinlanishi mumkin.

3.7. Boshqaruv a'zosi lavozimiga nomzodning lavozimga tayinlanishidan oldin O'zbekiston Respublikasi Markaziy bankining yozma roziligi talab qilinadi.

3.8. Boshqaruv a'zolarining huquq va majburiyatlari Bank Ustavi va har bir a'zo bilan uch yil muddatga tuzilgan yakka tartibdagi mehnat shartnomasi bilan belgilanadi, bunda aksiyadorlar Umumiy yig'ilishining har yili bunday shartnomani uzaytirish yoki muddatidan oldin bekor qilish

III. MANAGEMENT BOARD COMPOSITION AND APPOINTMENT OF ITS MEMBERS

3.1. The Management Board consists of nine members, approved by the General Shareholders Meeting.

3.2. OTP Bank plc is entitled to nominate up to seven members of the Management Board.

3.3. The State Shareholder is entitled to nominate up to two members of the Management Board.

3.4. The size and composition of the Management Board are determined by the General Shareholders Meeting.

3.5. Appointment of Management Board members and early termination of their powers are subject to approval by the General Shareholders Meeting.

3.6. Members of the Management Board may be elected and appointed on a competitive basis. Foreign nationals can also be appointed as members of the Management Board.

3.7. A written consent of the Central Bank of the Republic of Uzbekistan for a candidate for a position of a member of the Management Board is required prior to his/her official appointment.

3.8. The rights and duties of members of the Management Board are determined by the Charter of the Bank and an individual employment agreement concluded with each member for three years, subject to annual resolution of the General Shareholders Meeting either to extend such agreement or early terminate it.

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: ___ .04.2026	Bet / Page: 11
		Effective date: ___ .04.2026	

to'g'risidagi qarori qabul qilinadi.

3.9. Mehnat shartnomasi Bank nomidan Kuzatuv kengashi raisi yoki Kuzatuv kengashi tomonidan vakolat berilgan shaxs tomonidan imzolanadi.

3.10. Mehnat shartnomasi Boshqaruv a'zolarining Bank faoliyati samaradorligini oshirish va aksiyadorlarning umumiy yig'ilishi va Kuzatuv kengashiga hisobot berish davriyligini oshirish bo'yicha majburiyatlarini o'z ichiga olishi kerak.

3.11. Aksiyadorlarning umumiy yig'ilishi Boshqaruv a'zolari bilan tuzilgan mehnat shartnomasi qoidalarini buzgan taqdirda ular bilan tuzilgan mehnat shartnomasini bekor qilishga haqlidir.

3.12. Aksiyadorlarning umumiy yig'ilishi tomonidan tayinlangan Boshqaruv a'zosining vakolatlari muddatidan oldin to'xtatilgan taqdirda, Kuzatuv kengashi aksiyadorlarning navbatdagi Umumiy yig'ilishiga qadar Boshqaruv a'zosining vazifalarini vaqtincha bajaruvchi shaxsni tayinlashga haqli.

3.13. Davlat hokimiyati va boshqaruvi organlari xodimlarining ikkinchi ish joyi sifatida Boshqaruv a'zosi bo'lishiga yo'l qo'yilmaydi.

3.14. Aksiyadorlarning umumiy yig'ilishida aksiyadorlar nomidan ishtirok etayotgan Boshqaruv a'zolari Boshqaruv a'zolarini tayinlash uchun ovoz berishga qo'yilmaydi.

3.15. Boshqaruv a'zoliciga nomzodlarning muvofiqlik shartlari OTP Guruhi tomonidan OTP Bank plc va Bank guruhi korxonalarining boshqaruv organi a'zolari, rahbar xodimlari va asosiy funksiyalarni bajaruvchi shaxslar uchun belgilangan talablarga muvofiq bo'lishi lozim:

a/ benuqson ishbilarmonlik obro'si (professionallik va birdamlik), jumladan:

- iqtisodiy jinoyatlar yoki davlatga xiyonat qilish yoki jinoiy faoliyatdan olingan daromadlarni legallashtirishga va terrorizmni moliyalashtirishga, ommaviy qirg'in qurolini tarqatishni moliyalashtirishga qarshi kurashish bilan bog'liq jinoyatlar uchun sudlanmagan bo'lsa;
- moliyaviy firibgarlikka yoki soliqlarni to'lamaslikka aloqadorligi isbotlanmaganligi;

3.9. The employment agreement shall be signed on behalf of the Bank by the Chairman of the Supervisory Board or a person authorized by the Supervisory Board.

3.10. The employment agreement should include duties of Management Board members on improving efficiency of the Bank's performance and reporting frequency for the General Shareholders Meeting and Supervisory Board.

3.11. The General Shareholders Meeting is entitled to terminate the employment agreement with members of the Management Board if they breach any provisions of their employment agreement.

3.12. In case of early termination of the powers of a member of the Management Board, appointed by the General Shareholders Meeting, the Supervisory Board shall be entitled to appoint a person who will temporarily perform the duties of the member of the Management Board until the next General Shareholders Meeting.

3.13. Officers of state authorities and government bodies are not allowed to be members of the Management Board as their second employment.

3.14. Members of the Management Board attending the General Shareholders Meeting on behalf of the shareholders are not allowed to vote for the appointment of Management Board members.

3.15. Eligibility criteria for candidates to the Management Board should comply with the OTP Group Ensuring Compliance with the Requirements Prescribed for the Members of the Management Body, Executive Officers and Key Function Holders of OTP Bank plc and the Banking Group Enterprises:

a/ impeccable business reputation (professionalism and integrity) that include:

- no convictions for economic crimes or crimes related to treason or anti-money laundering and financing of terrorism, or the financing of the proliferation of weapons of mass destruction;
- no proven involvement in financial fraud or non-payment of taxes;
- no other factors which may have negative impact on the Bank's image and reputation;

b/ at least bachelor's degree in finance,

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"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: ____.04.2026	Bet / Page: 12
		Effective date: ____.04.2026	

<p>- Bankning imiji va obro'siga salbiy ta'sir ko'rsatishi mumkin bo'lgan boshqa omillar mavjud emasligi;</p> <p>b/ moliya, iqtisodiyot, IT yoki boshqa tegishli soha bo'yicha kamida bakalavr darajasi;</p> <p>c/ Markaziy bank talabi bilan uning vakolati tugatilganligi to'g'risida hech qanday pretsedent mavjud emas.</p> <p>Boshqaruv a'zolariga nomzodlar uchun boshqa muvofiqlik mezonlari Bank Ustavi yoki aksiyadorlar umumiy yig'ilishining qarori bilan belgilanishi mumkin.</p>	<p>economics, IT or any other appropriate area;</p> <p>c/ no precedent of termination of his/her mandate at the request of the Central Bank.</p> <p>Other eligibility criteria for candidates to the Management Board can be determined by the Charter of the Bank or resolution of the General Shareholders Meeting.</p>
IV. BOSHQARUV RAISI	IV. CHAIRMAN OF THE MANAGEMENT BOARD
<p>4.1. Boshqaruvga Boshqaruv raisi boshchilik qiladi.</p> <p>4.2. Boshqaruv Raisi Aksiyadorlarning Umumiy yig'ilishi tomonidan oddiy ko'pchilik ovozi bilan tayinlanadi.</p> <p>4.3. Boshqaruv Raisi OTP Bank plc tomonidan ko'rsatilgan Boshqaruv a'zolari orasidan saylanadi.</p> <p>4.4. Ushbu nomzodning lavozimga tayinlanishidan oldin O'zbekiston Respublikasi Markaziy bankining yozma roziligi talab qilinadi.</p> <p>4.5. Boshqaruv raisining vakolatlariga quyidagilar kiradi:</p> <p>a/ OTP Bank plc tomonidan chiqarilgan mandatga ko'ra Bankning umumiy boshqaruvi.</p> <p>b/ Kuzatuv kengashining roziligi bilan maslahat ovozi huquqi bilan uning majlislarida ishtirok etish;</p> <p>c/ Bank nomidan ishonchnomasiz harakat qilish, shu jumladan Bank manfaatlarini ifodalash, Bank nomidan shartnomalar tuzish va bitimlar tuzish, Bank filiali yoki vakolatxonasi rahbarini tayinlash, Bankning tarkibiy bo'linmalari shtatlarini tasdiqlash, buyruqlar chiqarish va Bankning barcha xodimlari uchun majburiy bo'lgan vazifalarni yuklash;</p> <p>d/ Bank faoliyati samaradorligini ta'minlash uchun vazifalarni taqsimlash;</p> <p>e/ Bank nomidan ishonchnoma berish;</p>	<p>4.1. The Management Board is headed by the Chairman of the Management Board.</p> <p>4.2. The Chairman of the Management Board is appointed by the General Shareholders Meeting by a simple majority of votes.</p> <p>4.3. The Chairman of the Management Board is elected from among the Management Board members nominated by OTP Bank plc.</p> <p>4.4. A written consent of the Central Bank of the Republic of Uzbekistan for this candidate is required prior to his/her official appointment.</p> <p>4.5. The powers of the Chairman of the Management Board include:</p> <p>a/ general management of the Bank as per mandate issuing by OTP Bank plc.</p> <p>b/ attending Supervisory Board meetings with an advisory vote upon consent thereof.</p> <p>c/ acting on behalf of the Bank without power of attorney, including representing the Bank's interests, concluding agreements and making transactions on behalf of the Bank, appointing a head of a branch or representative office of the Bank, approving the staffing of Bank's structural units, issuing orders and assigning tasks mandatory for all employees of the Bank;</p> <p>d/ allocating duties to ensure the efficiency of the Bank's performance;</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: _____.04.2026	Bet / Page: 13
		Effective date: _____.04.2026	

f/ Bankning barcha xodimlari tomonidan bajarilishi majburiy bo'lgan buyruqlar chiqarish va topshiriqlar berish;

g/ Boshqaruv tomonidan qabul qilingan har qanday qoidalar, protseduralar, yo'riqnomalar va Bankning boshqa ichki hujjatlarini imzolash;

h/ Aksiyadorlar umumiy yig'ilishi va/yoki Kuzatuv kengashi tomonidan qabul qilingan qarorlarning bajarilishini tashkil etish va muvofiqlashtirish;

i/ Bankning tarkibiy bo'linmalari va filiallari o'rtasida ichki aloqani ta'minlash;

j/ Aksiyadorlar umumiy yig'ilishi tomonidan tasdiqlangan Bankning prognoz qilingan sof foydasiga erishish bo'yicha harakatlarni amalga oshirish;

k/ yillik biznes-rejaning bajarilishini nazorat va moninizoming qilishni yo'lga qo'yish;

l/ Bankning qonunchilik va me'yoriy hujjatlarga rioya qilishini ta'minlash;

m/ Bankning buxgalteriya hisobi va hisoboti tartib-qoidalari o'rnatilishini ta'minlash;

n/ Bankning moliyaviy hisobotlari va boshqa ma'lumotlari Kuzatuv kengashi, audinizomlar va tartibga soluvchi organlarning so'roviga binoan tegishli ravishda va o'z vaqtida taqdim etilishini ta'minlash;

o/ Bank sirini tashkil etuvchi maxfiy ma'lumotlarni saqlash;

p/ Bank xodimlari tomonidan Bank sirini tashkil etuvchi maxfiy ma'lumotlarning saqlanishini ta'minlash;

q/ Bankning Mehnat kodeksiga va Bank xodimlarining ijtimoiy sug'urta imtiyozlariga rioya etilishini ta'minlash;

r/ qonun hujjatlarida talab qilinganidek, ma'lumotlarning oshkor etilishini ta'minlash;

s/ Bank aksiyadorlarining huquqlariga rioya qilinishini va dividendlarning tegishli ravishda va o'z vaqtida to'lanishini ta'minlash;

t/ Bankning O'zbekiston qonunchiligi va qoidalariga hamda Bank nizomiga muvofiqligini

e/ issuing a power of attorney on behalf of the Bank;

f/ issuing orders and giving assignments mandatory for execution by all employees of the Bank;

g/ signing any rules, procedures, instructions and any other internal documents of the Bank adopted by the Management Board;

h/ organizing and coordinating execution of resolutions adopted by the General Shareholders Meeting and/or Supervisory Board;

i/ ensuring internal communication between the Bank's structural units and branches;

j/ taking actions to achieve the projected net profit of the Bank approved by the General Shareholders Meeting;

k/ putting in place control and monitoring of annual business plan implementation;

l/ ensuring the Bank's compliance with the law and regulations;

m/ ensuring that Bank's accounting and reporting procedures are put in place;

n/ ensuring that Bank's financial reports and other information are duly and timely submitted upon request of the Supervisory Board, auditors and regulators;

o/ safekeeping confidential information which constitutes the Bank's secrecy;

p/ ensuring that Bank's employees safekeep confidential information which constitutes the Bank's secrecy;

q/ ensuring the Bank's compliance with the Labor Code and social security benefits of Bank's employees;

r/ ensuring information disclosure as required by law;

s/ ensuring that the rights of the Bank's shareholders are followed and dividends are duly and timely paid;

t/ ensuring the Bank's compliance with Uzbekistan law and regulations, and the Bank's bylaws;

u/ giving any tasks to other Management Board members, heads of branches and other employees.

4.6. The CEO shall not have the authority to:

a/ appoint, dismiss, or re-assign Deputies of CEO

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: _____.04.2026	Bet / Page: 14
		Effective date: _____.04.2026	

ta'minlash;

u/ Boshqaruvning boshqa a'zolari, filiallar rahbarlari va boshqa xodimlarga har qanday topshiriqlarni berish.

4.6. Rais quyidagi vakolatlarga ega emas:

a/ Rais o'rinbosarlarini va B-1 darajasidagi boshqa yuqori lavozimli rahbarlarni OTP guruhining roziligisiz tayinlash, ishdan bo'shatish yoki qayta tayinlash;

b/ OTP guruhi siyosati va Kuzatuv kengashi tomonidan tasdiqlanishi lozim bo'lgan kompensatsiya asoslari, bonus jamg'armalari yoki uzoq muddatli rag'batlantirish sxemalarini belgilash yoki o'zgartirish;

c/ OTP guruhining oldindan roziligisiz yangi mahsulotlar, kanallar, narxlar yoki boshqa muhim tijorat masalalarini tasdiqlash.

d/ bankni moliyaviy ta'sirlarga, kreditlarni hisobdan chiqarishga, hisob-kitoblarga yoki OTP guruhi tomonidan belgilangan chegaralardan tashqari byudjetdan tashqari xarajatlarga jalb qilish.

e/ OTP guruhi tomonidan o'rnatilgan xavfga moyillik, boshqaruv tizimi yoki muvofiqlik standartlarini o'zgartirish.

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

g/ OTP guruhi tomonidan belgilanadigan kadrlar, komplayens, risk yoki audit kabi sohalarda asosiy siyosatlarini belgilash yoki o'zgartirish.

4.7. Boshqaruv Raisi faqat Bank Kuzatuv kengashining oldindan ruxsatini olgan taqdirdagina boshqa kompaniyalarning boshqaruv organlarida bir vaqtning o'zida har qanday lavozimni egallashi mumkin.

4.8. Aksiyadorlarning umumiy yig'ilishi Boshqaruv raisi bilan tuzilgan shartnomani u o'z shartnomasining biror-bir qoidasini buzgan taqdirda bekor qilishga haqli.

4.9. Boshqaruv Raisi Kuzatuv kengashi yoki

and other B-1 level senior executives without OTP Group approval;

b/ determine or amend compensation frameworks, bonus pools, or long-term incentive schemes, which shall be subject to OTP Group policies and Supervisory Board approval;

c/ approve new products, channels, pricing, or other material commercial matters without prior OTP Group consent.

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.

d/ engage in public communication, branding, or marketing activities without prior OTP Group clearance.

e/ introduce IT systems or infrastructure-related projects without prior OTP Group approval.

f/ deviate from OTP Group-defined procurement policies and processes.

g/ establish or amend major policies in areas such as HR, Compliance, Risk, or Audit, which shall be determined by OTP Group.

4.7. The Chairman of the Management Board can take any simultaneous position in governing bodies of other companies only if he/she gets prior permission of the Supervisory Board of the Bank.

4.8. The General Shareholders Meeting is entitled to terminate the agreement with the Chairman of the Management Board if he/she breaches any provisions of his/her agreement.

4.9. The Chairman of the Management Board shall convey and advocate an opinion of the Management Board at meetings of the Supervisory Board or General Shareholders Meeting. Otherwise, the Chairman of the Management Board should delegate this responsibility to a member of the Management Board.

4.10. The Chairman has a casting vote at Management Board meetings if a tie of votes occur.

4.11. In case of temporary absence of the

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: _____.04.2026	Bet / Page: 15
		Effective date: _____.04.2026	

<p>Aksiyadorlar umumiy yig'ilishi majlislarida Boshqaruv a'zolari fikrini yetkazadi va himoya qiladi. Aks holda, Boshqaruv raisi ushbu mas'uliyatni Boshqaruv a'zosiga yuklashi kerak.</p> <p>4.10. Rais, agar ovozlar teng bo'lsa, Boshqaruv majlislarida hal qiluvchi ovozga ega bo'ladi.</p> <p>4.11. Boshqaruv Raisi vaqtincha bo'lmaganda uning vakolatlari ishonchnoma bo'yicha uning o'rinbosarlaridan biri tomonidan amalga oshirilishi kerak.</p>	<p>Chairman of the Management Board his/her mandate should be carried out by one of his/her deputies as per power of attorney.</p>
V. BOSHQARUV QO'MITALARI	V. COMMITTEES OF THE MANAGEMENT BOARD
<p>5.1. Boshqaruv Bank faoliyatini ta'minlash va ularning vakolatlarini belgilash uchun doimiy qo'mitalar yoki boshqa har qanday ishchi guruhlarini tuzishga haqli (Boshqaruv raisining buyrug'i yoki topshirig'iga muvofiq vaqtinchalik yoki individual masalalar bo'yicha tashkil etilgan qo'mita yoki ishchi guruh bundan mustasno).</p> <p>5.2. Quyidagilar Boshqaruvning majburiy doimiy qo'mitalari hisoblanadi:</p> <p style="margin-left: 20px;">a/ Kredit qo'mitasi;</p> <p style="margin-left: 20px;">b/ Aktivlarni va passivlarni boshqarish qo'mitasi (ALCO).</p> <p>5.3. Boshqaruv zarur deb topgan taqdirda o'zining boshqa qo'mitalarini tashkil etishi mumkin.</p>	<p>5.1. The Management Board is entitled to set up permanent committees or any other working groups to ensure functioning of the Bank and determine their powers (except for a committee or working group established for temporary or individual issues in accordance with the order or assignment of the Chairman of the Management Board).</p> <p>5.2. The mandatory permanent committees of the Management Board are:</p> <p style="margin-left: 20px;">a/ Credit Committee;</p> <p style="margin-left: 20px;">b/ Assets and Liabilities Committee (ALCO).</p> <p>5.3. The Management Board may establish its other committees if deemed necessary.</p>
VI. BOSHQARUV MAJLISLARINI O'TKAZISH TARTIBI	VI. PROCEDURE FOR MANAGEMENT BOARD MEETINGS
<p>6.1. Boshqaruv majlislari zaruratga qarab, lekin har oyda kamida bir marta o'tkaziladi.</p> <p>6.2. Kuzatuv kengashiga va/yoki aksiyadorlar umumiy yig'ilishiga qaror qabul qilish uchun taqdim etiladigan barcha masalalar Boshqaruv yig'ilishlarida oldindan muhokama qilinishi lozim.</p>	<p>6.1. Meetings of the Management Board shall be held as deemed necessary but at least once a month.</p> <p>6.2. All items to be submitted to the Supervisory Board and/or the General Shareholders Meeting for decision must be pre-discussed at Management Board meetings.</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: _____.04.2026	Bet / Page: 16
		Effective date: _____.04.2026	

6.3. Boshqaruv majlisi Boshqaruv raisi tomonidan yoki quyidagi shaxslarning iltimosiga ko'ra chaqirilishi mumkin:

- a/ Boshqaruvning har qanday ikki a'zosi;
- b/ OTP Bank plc yoki Davlat Aksiyadorining yozma so'rovi;
- c/ regulyator;
- d/ Komplaens-direksiya rahbari;
- e/ Ichki audit direksiyasi rahbari ;
- f/ Risk bloki rahbari.

6.4. Yig'ilish kvorumi Boshqaruv a'zolarining kamida 50 foizini tashkil etadi, ulardan biri Davlat aksiyadori tomonidan ko'rsatilgan a'zo bo'lishi kerak.

6.5. Boshqaruv qarorlari ko'pchilik ovoz bilan qabul qilinishi kerak. Rais hal qiluvchi ovozga ega.

6.6. Boshqaruv raisi Boshqaruv yig'ilishlari va Boshqaruv bayonnomalarini tashkil etadi.

6.7. Boshqaruv majlislarining bayonnomalari yig'ilish kotibi tomonidan tuziladi hamda Kuzatuv kengashi va Audit komissiyasi a'zolariga ularning iltimosnomasiga ko'ra taqdim etiladi.

6.8. Boshqaruv yig'ilishi Toshkent shahrida, O'zbekistonda yoki uning a'zolari tomonidan kelishilgan boshqa joylarda o'tkaziladi.

6.9. Boshqaruv a'zolari yig'ilishda masofadan turib ishtirok etishlari va audio yoki video konferensiya ilovalari orqali ovoz berishlari mumkin.

6.10. Yig'ilish, agar Boshqaruv a'zolari tomonidan boshqacha kelishuv bo'lmasa, ish kunida o'tkaziladi.

6.11. Yig'ilishda ishtirok etmagan Boshqaruv a'zolari qabul qilingan qarorni imkon qadar tezroq yoki Boshqaruvning keyingi yig'ilishida tan olishlari kerak. Bunday a'zolar qabul qilingan rezolyutsiya yuzasidan o'z fikrlari to'g'risida xabardor qilishlari mumkin.

6.3. A meeting of the Management Board may be convened by the Chairman of the Management Board or at request of the following persons:

- a/ any two members of the Management Board;
- b/ a written request of OTP Bank plc or the State Shareholder;
- c/ a regulator;
- d/ Head of Compliance Directorate;
- e/ Head of Internal Audit Directorate;
- f/ Head of Risk Management Block.

6.4. The meeting quorum shall be at least 50 percent of Management Board members, one of which should be a member nominated by the State Shareholder.

6.5. Resolutions of the Management Board should be adopted by the majority of votes. The Chairman has a casting vote.

6.6. The Chairman of the Management Board shall organize meetings of the Management Board and minutes of the Management Board meetings.

6.7. Minutes of Management Board meetings shall be taken by the Meeting Secretary and submitted to members of the Supervisory Board and Audit Committee upon their request.

6.8. A meeting of the Management Board shall be held in Tashkent, Uzbekistan, or any other locations agreed by the members thereof.

6.9. Members of the Management Board may participate in a meeting remotely and vote by means of audio or video conference applications.

6.10. A meeting shall be held on a business day unless otherwise is agreed by Management Board members.

6.11. Members of the Management Board who did not attend the meeting should acknowledge a decision made at the earliest convenience or at a following meeting of the Management Board. Such members may notify about their opinion on the adopted resolution.

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: _____.04.2026	Bet / Page: 17
		Effective date: _____.04.2026	

<p>6.12. Boshqaruv majlislarining tasdiqlangan bayonnomalari tasdiqlangan kundan boshlab 3 ish kuni ichida Kuzatuv kengashi raisiga va OTP Guruhi tomonidan tayinlangan O'zbekistondagi koordinatoriga yuboriladi.</p> <p>6.13. Boshqaruv muntazam ravishda Boshqaruv qarorlarining tegishli va o'z vaqtida bajarilishi holatini nazorat qiladi. Kuzatuv kengashi har chorakda kamida bir marta Boshqaruv qarorlari bajarilishining holatini nazorat qiladi.</p> <p>6.14. Boshqaruvning har qanday qarorlari o'z vaqtida ijro etilmagan taqdirda, Boshqaruv mas'ul direksiya yoki tarkibiy bo'linma rahbarining yozma murojaatiga binoan ularning ijrosini uzaytirishni tasdiqlaydi.</p>	<p>6.12. The approved minutes of the Management Board meetings shall be sent within 3 working days of approval to the Chairperson of the Supervisory Board and to the Country Coordinator appointed by the OTP Group.</p> <p>6.13. The Management Board shall control duly and timely implementation status of the Management Board resolutions on a regular basis. The Supervisory Board shall control implementation status of the Management Board resolutions at least once a quarter.</p> <p>6.14. In case of non-execution of any resolutions of the Management Board in a timely manner, the Management Board shall approve the extension of their implementation as per written request of the head of a responsible directorate or structural unit.</p>
<p>VII. BOSHQARUV RAISI VA A'ZOLARINING HUQUQLARI, FIDUSIAR VAZIFALARI VA JAVOBGARLIGI</p>	<p>VII. RIGHTS, FIDICIARY DUTIES AND RESPONSIBILITIES OF CHAIRMAN AND MEMBERS OF THE MANAGEMENT BOARD</p>
<p>7.1. Boshqaruv raisi va a'zolari quyidagi huquqlarga ega:</p> <ul style="list-style-type: none"> a/ Boshqaruv yig'ilishini chaqirishni so'rash; b/ Boshqaruvning sirdan o'tkaziladigan majlislarida ishtirok etish va sirdan ovoz berish; c/ Boshqaruv raisi va a'zolari bilan tuzilgan individual shartnomalarda ko'rsatilgan boshqa huquqlar. <p>7.2. Boshqaruv raisi va a'zolari fidusiar majburiyatlariga ega bo'ladilar, shu jumladan:</p> <ul style="list-style-type: none"> a/ oqilona mahorat, tirishqoqlik va ehtiyotkorlik bilan harakat qilish uchun g'amxo'rlik qilish majburiyati; b/ Bankning manfaatlarini ko'zlab vijdonan harakat qilish, manfaatlar to'qnashuviga yo'l qo'ymaslik va o'z mavqeidan shaxsiy manfaatlar yo'lida foydalanmaslik. Ushbu vazifalar Kuzatuv kengashi a'zolaridan o'z vakolatlari doirasida harakat qilishni, Bankning muvaffaqiyatiga hissa qo'shishni, mustaqil fikr yuritishni va maxfiy daromadlardan qochishni talab qiladi; 	<p>7.1. The Chairman and members of the Management Board have the following rights:</p> <ul style="list-style-type: none"> a/ request to convene a meeting of the Management Board; b/ participate in-absentia meetings of the Management Board and vote by circulation; c/ other rights pointed in individual agreements concluded with the Chairman and members of the Management Board. <p>7.2. The Chairman and members of the Management Board have fiduciary duties, including:</p> <ul style="list-style-type: none"> a/ the duty of care to act with reasonable skill, diligence, and prudence; b/ the duty of loyalty to act in good faith in the Bank's best interests, avoiding conflicts of interest and not using their position for personal gain. These duties require the Supervisory Board members to act within their powers, promote the Bank's success, exercise independent judgment, and avoid secret profits; c/ confidentiality to protect the Bank's confidential information;

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: ___ .04.2026	Bet / Page: 18
		Effective date: ___ .04.2026	

<p>c/ Bankning maxfiy ma'lumotlarini himoya qilish uchun maxfiylik;</p> <p>d/ Bank bilan har qanday bitim yoki kelishuvdan manfaatdorligi to'g'risida Bankni oldindan xabardor qilish uchun oshkor qilish.</p>	<p>d/ disclosure to notify the Bank in advance about their interest in any transaction or arrangement with the Bank.</p>
<p>VIII. BOSHQARUV A'ZOLARINI RAG'BATLANTIRISH</p>	<p>VIII. REMUNERATION OF MANAGEMENT BOARD MEMBERS</p>
<p>8.1. Boshqaruv raisi va a'zolariga ularning vakolatlari davrida Boshqaruv a'zosi sifatidagi vazifalarini bajarish bilan bog'liq bo'lgan mukofot to'lanadi.</p> <p>8.2. Boshqaruv Raisi va a'zolari mukofot to'lash va (yoki) kompensatsiya berishning eng ko'p miqdorlari Aksiyadorlarning umumiy yig'ilishi tomonidan belgilanadi.</p> <p>8.3. Boshqaruv Raisi va a'zolarining mukofot to'lash va (yoki) kompensatsiya to'lash shartlari ularning shaxsiy mehnat shartnomalarida batafsil ko'rsatiladi.</p>	<p>8.1. The Chairman and members of the Management Board shall be paid remuneration related to performance of their duties as Management Board members during their term of mandate.</p> <p>8.2. Maximal amounts of remuneration and/or compensation of the Chairman and members of the Management Board are defined by the General Shareholders Meeting.</p> <p>8.3. Terms and conditions of remuneration and/or compensation of the Chairman and members of the Management Board are detailed in their individual employment agreements.</p>
<p>IX. BOSHQARUV RAISI VA A'ZOLARINING JAVOBGARLIGI</p>	<p>IX. LIABILITY OF CHAIRMAN AND MEMBERS OF THE MANAGEMENT BOARD</p>
<p>9.1. Boshqaruv raisi va a'zolari o'z vazifalarini lozim darajada bajarmaslik va/yoki noto'g'ri yoki bila turib yolg'on ma'lumotlarni taqdim etish, qonun hujjatlarida belgilangan ma'lumotlarni taqdim etish tartibini buzish natijasida Bank va Bank aksiyadorlariga yetkazilgan har qanday zarar uchun javobgar bo'ladi; yirik bitimlar va/yoki affillangan shaxslar bilan bitimlar tuzishni taklif qilish, shuningdek, o'zlarining shaxsiy manfaatlarini yoki ularning affillangan shaxslari bilan bitimlar tuzish, natijada Bankka zarar yetkazish.</p> <p>9.2. Boshqaruv raisi va a'zolari o'z vazifalarini bajarmaganliklari sababli Bankka yetkazilgan har qanday zarar uchun javobgar bo'ladi.</p> <p>9.3. Axborot va hisobotlar qimmatli qog'ozlar bozori to'g'risidagi qonunchilik va me'yoriy</p>	<p>9.1. The Chairman and members of the Management Board shall be liable for any losses caused to the Bank and Bank's shareholders as a result of improper performing their duties and/or providing misleading or knowingly false information, violating the procedure for providing information as prescribed by law; proposing to conclude large transactions and/or affiliated-party transactions, as well as transactions with affiliated persons for the purpose of obtaining their personal gains or by their affiliates, resulting in losses to the Bank.</p> <p>9.2. The Chairman and members of the Management Board shall be liable for any damage of the Bank due to their failure to fulfill their duties.</p> <p>9.3. In case of untimely disclosure of information and reporting as required by law and regulations on</p>

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: ____.04.2026	Bet / Page: 19
		Effective date: ____.04.2026	

hujjatlar talablariga muvofiq bir yil davomida ikki va undan ortiq marta o'z vaqtida oshkor etilmagan taqdirda, vakolatli davlat organi Boshqaruv a'zolarini o'zgartirishni talab qilishga haqli.

9.6. Rais yoki Boshqaruv a'zosining vakolatlari, agar sud uni Bankka mulkiy zarar yetkazishda aybdor deb topsa, sud qarori bilan tugatilishi mumkin, bunda kamida bir yil muddatga tadbirkorlik subyektlarida boshqaruv lavozimini egallash taqiqlanadi.

9.7. Rais yoki Boshqaruv a'zosi quyidagilar natijasida Bankka yetkazilgan zarar uchun javobgar bo'ladi:

a/ chalg'ituvchi yoki bila turib yolg'on ma'lumot berish;

b/ qonun hujjatlarida belgilangan axborotni oshkor qilish tartibini buzish;

c/ yirik bitimlar va/yoki bog'liq bitimlar, shuningdek, ular yoki ularning affillangan shaxslari tomonidan foyda (daromad) olish maqsadida affillangan shaxslar bilan bitimlar tuzish va/yoki ular bo'yicha qarorlar qabul qilishni taklif etish, bu esa Bankka zarar yetkazadi.

9.8. Agar Boshqaruvning yirik bitimni yoki affillangan shaxslar bilan bitimni tuzish tartibini buzishi natijasida Bankka zarar yetkazilgan bo'lsa va Boshqaruv raisi va a'zolarining aybi belgilangan tartibda isbotlansa, ular aktivlar yetarli bo'lmagan taqdirda kreditorlar oldidagi qarzlarni to'lash bo'yicha Bankning majburiyatlari uchun subsidiar javobgar bo'ladilar.

9.9. Agar Boshqaruvning bir nechta a'zosi Bankka yetkazilgan zarar uchun javobgar bo'lsa, ularning Bank oldidagi javobgarligi solidar hisoblanadi.

9.10. Boshqaruv a'zolari, agar ular Bankning zarar ko'rishiga olib kelgan qarorga ovoz bermagan yoki qarshi ovoz bermagan bo'lsa, qonun hujjatlarida nazarda tutilgan holatlardan tashqari, javobgarlikdan ozod qilinadi.

9.11. Bank Boshqaruv a'zolarining majburiyatlarini qoplash uchun Direktorlar va xodimlarni sug'urtalashni tashkil etishi lozim.

securities market twice or more times within one year, an authorized government body shall be entitled to demand for changing members of the Management Board.

9.6. The mandate of the Chairman or a member of the Management Board may be terminated by a court decision, with a ban on holding a management position in business entities for a period of at least one year, if the court finds him/her guilty of causing property damage to the Bank.

9.7. The Chairman or a member of the Management Board shall be liable for damages caused to the Bank as a result of:

a/ providing misleading or knowingly false information;

b/ violating the procedure for disclosing information established by the law;

c/ proposing to conclude and/or adopting decisions on major transactions and/or related-party transactions, as well as transactions with affiliated parties for the purpose of obtaining profit (income) by them or their affiliates, resulting in losses to the Bank.

9.8. If damage to the Bank is caused as a result of the Management Board's violation of the procedure for concluding a major transaction or a transaction with affiliated persons, and the fault of the Chairman and members of the Management Board is proven in accordance with the established procedure, they shall bear subsidiary liability for the Bank's liabilities to repay debts to creditors in the event of insufficient assets.

9.9. If more than one member of the Management Board is liable for any damage to the Bank, their liability to the Bank shall be joint and several.

9.10. The members of the Management Board shall be exempted from liability if they did not vote or voted against the decision which caused Bank's losses, except for cases stipulated by law.

9.11. The Bank should arrange the Directors and Officers Insurance to cover the liabilities of the Management Board members.

"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"			
Hujjat nomi:	"Ipoteka-Bank" Aksiyadorlik tijorat Ipoteka banki OTP Guruhi Boshqaruvi to'g'risidagi Nizom		
Document name:	Rules of procedure for the Management board of Joint stock commercial mortgage bank "Ipoteka-Bank" OTP Group		
ID: _ _ _ _	Tahrir / Version: 1	Kuchga kirish sanasi: _____.04.2026	Bet / Page: 20
		Effective date: _____.04.2026	

X. YAKUNIY QOIDALAR	X. FINAL PROVISIONS
<p>10.1. Ushbu Nizom Bank aksiyadorlarining umumiy yig'ilishi tomonidan tasdiqlangan kundan boshlab kuchga kiradi. Bank tomonidan qabul qilingan ushbu hujjatning har qanday oldingi versiyalari ushbu Nizom tasdiqlangan kundan boshlab o'z kuchini yo'qotadi.</p> <p>10.2. Ushbu Nizomga kiritilgan har qanday o'zgartirish va qo'shimchalar Bank aksiyadorlarining umumiy yig'ilishi tomonidan tasdiqlanishi kerak.</p> <p>10.3. Ushbu Nizom o'zbek va ingliz tillarida qabul qilingan. Kelishmovchiliklar yuzaga kelgan taqdirda o'zbek tili ustunlikka ega bo'ladi.</p>	<p>10.1. These Rules of procedure become effective from the date of approval by the General Shareholders Meeting of the Bank. Any previous versions of this document adopted by the Bank shall be null and void from the date of approval of these Rules.</p> <p>10.2. Any amendments and additions to these Rules are subject to approval by the General Shareholders Meeting of the Bank.</p> <p>10.3. These Rules are adopted in Uzbek and English. In case of any discrepancies, the Uzbek language shall prevail.</p>