

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

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

**"Ipoteka-Bank" ATIB**  
**Boshqaruvi yig'ilishining**  
**30 aprel 2026-yildagi 160 sonli bayoni bilan**  
**"MA'QULLANGAN"**

**"AGREED"**  
**Minutes of Meeting of the**  
**Management Board of JSCMB "Ipoteka-Bank"**  
**No. 160 dated April 30 2026**

## **"IOTEKA-BANK" AKSIYADORLIK TIJORAT IPOTEKA BANKI OTP GURUHI** **KUZATUV KENGASHI TO'G'RISIDAGI**

### **NIZOM**

#### **RULES OF PROCEDURE**

#### **FOR THE SUPERVISORY BOARD** **OF JOINT STOCK COMMERCIAL MORTGAGE BANK** **"IOTEKA-BANK" OTP GROUP**

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| <b>"Ipoteka-Bank" ATIB / JSCMB "Ipoteka-Bank"</b> |   |  |                      |
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| <b>Document name:</b>                             | Rules of Procedure for the Supervisory board of Joint stock commercial mortgage bank "Ipoteka-bank" OTP Group |  |                      |
| <b>ID: _ _ _ _</b>                                | <b>Tahrir / Version: 1</b>  | <b>Kuchga kirish sanasi:</b> __04.2026<br><b>Effective date:</b> __04.2026 | <b>Bet / Page: 2</b> |
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**HUJJATNI QAYTA KO'RIB CHIQISH XRONOLOGIYASI**  
**DOCUMENT REVISION CHRONOLOGY**

|  | <b>Boshqaruv organi / Governing body</b>  | <b>Sana / Date</b>      |
|--|---|-------------------------|
| Tasdiqlangan:<br>Approved by:                  | "Ipoteka-bank" ATIB ATIB aksiyadorlar umumiy yig'ilishining<br><br>General Shareholders meeting of JSCMB "Ipoteka-bank" | No. __ __ / __ /2026    |
| Ma'qullangan:<br>Pre-approved by:              | "Ipoteka-bank" ATIB Kuzatuv kengashi<br>Supervisory Board of JSCMB "Ipoteka-bank"                                       | No. __ __ / __ /2026    |
| Ma'qullangan:<br>Agreed by:                    | "Ipoteka-bank" ATIB Boshqaruvi<br>Management Board of JSCMB "Ipoteka-bank"  | No. __ __ / __ /2026    |
| <b>Ishlab chiqilgan / Developed by:</b>        |   | <b>Imzo / Signature</b> |
| Korporativ Sekretariat / Corporate Secretariat | __ / __ /2026   |                         |
| <b>Ko'rib chiqilgan: Acknowledged by:</b>      | __ / __ /2026   |                         |
| Yuridik direksiya / Legal Directorate          | __ / __ /2026   |                         |
| Komplayens direksiya/Compliance Directorate    | __ / __ /2026   |                         |

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| <b>I. UMUMIY QOIDALAR</b>   | <b>I. GENERAL PROVISIONS</b>  |
|---|---|
| <p>1.1. Ushbu 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 (bundan buyon matnda "Bank" deb yuritiladi) Ustaviga muvofiq lashtirilgan.</p> <p>1.2. Ushbu Nizom "Ipoteka-bank" ATIB Kuzatuv kengashining (keyingi o'rinlarda - Kuzatuv kengashi) vakolatlarini belgilaydi va Kuzatuv kengashi a'zolarini saylash tartibini 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>1.4. OTP Guruhi a'zosi sifatida Ipoteka Bank o'zining strategik maqsadlari, risklarni boshqarish</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, 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 Supervisory Board of JSCMB "Ipoteka Bank" (hereinafter referred to as the "Supervisory Board") and regulate the procedure for electing Supervisory Board members and define their role, duties, responsibilities and liabilities.</p> <p>1.3. OTP Bank Plc. ("OTP") is the major shareholder of the Bank having 72.89 percent of the Bank's share capital, the Ministry of Economy and Finance of the Republic of Uzbekistan (the "State Shareholder") and International Finance Corporation ("IFC") are significant shareholders having over five percent each.</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 Supervisory</p> |

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| <p>asoslari, korporativ qadriyatlar va korporativ boshqaruv tamoyillarini bosh bankning maqsadlariga moslashtiradi.</p> <p>1.5. Ipoteka banki Kuzatuv kengashining tuzilishi va roli OTP guruhi darajasida belgilanadi.</p>   | <p>Board of Ipoteka Bank is defined at the OTP Group level.</p>   |
| <p><b>II. KORPORATIV KOTIBNING VAZIFALARI VA MAJBURIYATLARI</b></p>   | <p><b>II. ROLE AND DUTIES OF THE SUPERVISORY BOARD</b></p>  |
| <p>2.1. Kuzatuv kengashi nazorat vakolatiga ega bo'lgan boshqaruv organi bo'lib, u Bankning biznes faoliyatini yo'naltiradi va boshqaradi, qarorlar qabul qilish jarayonida nazorat va nazorat funksiyalarini bajaradi hamda Bankning moliyaviy barqarorligi uchun javobgardir.</p> <p>2.2. Kuzatuv kengashi Bank faoliyatining umumiy rivojlanishi va moliyaviy barqarorligi uchun javobgarlikni o'z zimmasiga oladi.</p> <p>2.3. Kuzatuv kengashining vakolatlari ijro etish uchun Boshqaruvga berilishi mumkin emas, qonun hujjatlarida va Bank Ustavida nazarda tutilgan hollar bundan mustasno.</p> <p>2.4. Kuzatuv kengashning vakolatlariga quyidagilar kiradi:</p> <p><b>2.4.1. Bankning muvofiq boshqaruv tizimini yaratish:</b></p> <p>a/ shaffof tashkiliy va qaror qabul qilish tuzilmasini, shuningdek, samarali va ishonchli boshqaruv tizimini va ichki nazoratni (ya'ni ichki himoya chiziqlarini) yaratish, shu jumladan ushbu boshqaruv tizimining operatsion faoliyatini muntazam ravishda - kamida yiliga - qayta ko'rib chiqish;</p> <p>b/ korporativ boshqaruv tamoyillari va korporativ qadriyatlarni Bank va uning sho'ba korxonalarini doirasida, shuningdek, tashqi manfaatdor tomonlarga yetkazish;</p> <p>c/ tashqi manfaatdor tomonlar bilan munosabatlar va muloqotni nazorat qilish;</p> <p><b>2.4.2. Strategik rejalashtirish va monitoring:</b></p> <p>a/ Bankning strategik maqsadlarini, biznes va</p> | <p>2.1. The Supervisory Board is a governing body with supervision powers which guides and leads the Bank's business activity, performs supervisory and control functions in the decision-making process and is responsible for financial stability of the Bank.</p> <p>2.2. The Supervisory Board takes responsibility for overall business development and financial stability of the Bank.</p> <p>2.3. The powers of the Supervisory Board cannot be transferred for execution to the Management Board, except for cases provided by law and Charter of the Bank.</p> <p>2.4. The powers of the Supervisory Board include:</p> <p><b>2.4.1. Creating an appropriate governance system of the Bank:</b></p> <p>a/ set up a transparent organizational and decision-making structure as well as an effective and reliable management system and internal controls (i.e. internal lines of defense) including the regular – at least annual – revision of the operational functioning of this governance system;</p> <p>b/ convey corporate governance principles and corporate values both within the Bank and its subsidiaries as well as to external stakeholders;</p> <p>c/ supervise the relationship and communication with external stakeholders;</p> <p><b>2.4.2. Strategic Planning and Monitoring:</b></p> <p>a/ determine strategic goals of the Bank, business and operational objectives and control their</p> |

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operatsion vazifalarini belgilash va ularning amalga oshirilishini nazorat qilish;

b/ Bank faoliyatining ustuvor yo'nalishlarini belgilash va uning rivojlanish strategiyasiga erishish bo'yicha amalga oshirilayotgan chora-tadbirlar to'g'risida Boshqaruvning hisobotini muntazam ravishda eshitish orqali uning biznes strategiyasi amalga oshirilishini nazorat qilish;

c/ Bankning yillik biznes-rejasini (byudjetini) oldindan tasdiqlash va uni tasdiqlash uchun Aksiyadorlar umumiy yig'ilishiga taqdim etish;

d/ qabul qilingan biznes-rejaning bajarilish holatini nazorat qilish va har chorakda Bank faoliyati to'g'risidagi boshqaruv hisobotlarini ko'rib chiqish;

e/ Bank boshqaruvining yillik hisobotini tasdiqlash uchun Aksiyadorlar umumiy yig'ilishiga taqdim etish;

f/ bankning yangi filiallari va vakolatxonalarini tashkil etish;

g/ Bankning yangi sho'ba va affillangan korxonalarini tashkil etish;

h/ yiliga kamida bir marta maqsadlar va vazifalarni, shuningdek, ushbu maqsadlarni amalga oshirish uchun zarur bo'lgan vositalar va resurslarni qayta ko'rib chiqish.

#### **2.4.3 Ichki nazoratni nazorat qilish:**

a/ maqsadlarga erishish uchun zarur strategiyalar, ko'rsatmalar va siyosatlarini ishlab chiqish, shuningdek, joriy faoliyatda ularning ijrosini ta'minlash, xususan, risk appetit, risk strategiyasi va risk siyosatini belgilash, ushbu Risklarni qoplash uchun kapital ajratish va likvidlikni boshqarish maqsadlarini belgilash

b/ risklarni boshqarish tizimini ishlab chiqish, ekspluatatsiya qilish va baholash;

c/ Bank faoliyati uchun yetarli bo'lgan operatsion asoslar va resurslarni ta'minlash, tegishli ichki qoidalarni ishlab chiqish va tasdiqlash;

d/ Bankning ichki nazorat tizimi, komplains, risklarni boshqarish va ichki auditning yo'lga qo'yilishini hamda ularning har yili baholanishini ta'minlash;

e/ jinoiy faoliyatdan olingan daromadlarni legallashtirish va terrorizmni moliyalashtirishning

achievements;

b/ determine priority workstreams of the Bank's activity and control the implementation of its business strategy by regularly hearing the report of the Management Board on the actions taken to achieve the Bank's development strategy;

c/ pre-approve an annual business plan (budget) of the Bank and recommend it to the General Shareholders Meeting for approval;

d/control the implementation status of the adopted business plan and review management reports on the Bank's performance on a quarterly basis;

e/ propose to the General Shareholders Meeting for approval an annual management report of the Bank;

f/ establish new branches and representative offices of the Bank;

g/ establish new subsidiaries and affiliates of the Bank;

h/ at least once a year revise the goals and objectives as well as the means and resources necessary to fulfil these aims ;

#### **2.4.3 Internal Control Oversight:**

a/ develop necessary strategies, guidelines, and policies in order to achieve objectives as well as ensuring execution of these in the ongoing operation, in particular when it comes to defining the risk appetite, the risk strategy and risk-taking policy, the allocation of capital to cover these risks, and the setting of liquidity management goals;

b/ develop, operate and evaluate the risk management system;

c/ ensure the operational frameworks and resources sufficient for the Bank's activity, develop and approve related internal regulations;

d/ ensure that the Bank's internal control system, compliance, risk management and internal audit are put in place, and their annual evaluation;

e/ ensure compliance with applicable requirements in the context of the prevention of money laundering and financing of terrorism;

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| <p>oldini olish nuqtai nazaridan amaldagi talablarga rioya etilishini ta'minlash;</p> <p>f/ Bankning Ichki audit va Komplaens funksiyalarini tashkil etish va amalga oshirish, Ichki audit rahbari va xodimlarini, Komplayens rahbarini va jinoiy faoliyatdan olingan daromadlarni legallashtirishga va moliyaga qarshi kurashish xodimlarini lavozimga tayinlash va lavozimdan ozod etish, ularning yillik ish rejaları va byudjetlarini tasdiqlash hamda kamida har chorakda amalga oshirish holatini nazorat qilish;</p> <p>g/ Bankning risklarni yetarli darajada qoplash uchun ichki kapital va regulyativ kapitalning nazorat chegaralari, turlari va taqsimlanishi;</p> <p>h/ Bankning likvidligini boshqarish uchun belgilangan maqsadli ko'rsatkichlarni aniqlash va nazorat qilish;</p> <p>i/ Bankning majburiy auditorlik tekshiruvini o'tkazish uchun tashqi auditorlik kompaniyasini tanlash va tasdiqlash uchun Aksiyadorlar umumiy yig'ilishiga tavsiya etish, uning auditorlik to'lovining eng yuqori miqdorini belgilash va ushbu kompaniya bilan shartnoma tuzish (shartnomani bekor qilish);</p> <p>j/ boshqa shaxsga o'tkaziladigan yoki sotib olinadigan mol-mulkning balans qiymati Bank sof aktivlarining o'n besh foizidan ko'p, lekin ellik foizidan kam bo'lgan taqdirda yirik bitim tuzish to'g'risida qaror qabul qilish;</p> <p>k/ affillangan shaxs bilan tuzilgan bitimni affillangan shaxsning yozma bildirishnomasi olingan kundan boshlab 15 kun ichida tasdiqlashi shart. Agar kuzatuv kengashining ikki yoki undan ortiq a'zosi ushbu tomonga affillangan bo'lsa, bunday bitim aksiyadorlarning umumiy yig'ilishi tomonidan tasdiqlanadi;</p> <p>l/ Bank yoki uning affillangan shaxslari tomonidan poraxo'rlik va korrupsiyaga qarshi kurashish, jinoiy faoliyatdan olingan daromadlarni legallashtirishga, terrorizmni moliyalashtirishga va ommaviy qirg'in qurolini tarqatishni moliyalashtirishga qarshi kurashish masalalari bo'yicha amaldagi qonunchilik va me'yoriy hujjatlarning har qanday buzilishining yoki Bankning poraxo'rlik va korrupsiyaga qarshi kurashish siyosati va tartib-qoidalarining har qanday jiddiy buzilishining oldini olish maqsadida Bank</p> | <p>f/ organize and put in place the Bank's functions of Internal Audit and Compliance, appoint and dismiss head and officers of Internal Audit, head of Compliance and officers of Anti-Money Laundering and Finance Combating, approve their annual workplans and budgets and control the implementation status at least on a quarterly basis;</p> <p>g/ control limits, types and distribution of both internal capital and regulatory capital to adequately cover Bank's risks;</p> <p>h/ determine and monitor targets set for the Bank's liquidity management;</p> <p>i/ select and recommend to the General Shareholders Meeting for approval an external audit company to perform a mandatory audit of the Bank, set a maximal amount of its audit fee and enter into a contract with (cancellation of a contract) this company;</p> <p>j/ make decision on concluding a large transaction in case if book value of property to be aliened or acquired, is more than fifteen percent but less than fifty percent of the Bank's net assets;</p> <p>k/ approve a deal with an affiliated party within 15 days from the receipt of a written notification of an affiliated party. If there are two or more members of the Supervisory Board are affiliated to this party, then such a deal shall be approved by the General Shareholders Meeting;</p> <p>l/ make decision on any preventive actions to be taken by the Bank in order to prevent any violation by the Bank or its affiliated persons of applicable law and regulations regarding anti-bribery and corruption (ABC), combating money laundering, terrorist financing and financing of proliferation of weapons of mass destruction (AML) matters or any material breach of the ABC and AML policies and procedures of the Bank;</p> <p>m/ determine, oversee and control the implementation of the organizational structure of the Bank to ensure the efficient management of the bank, proper allocation of powers and responsibilities between the members of the Management Board, and prevention of conflicts of interest;</p> <p>n/ monitor and periodically assess the effectiveness of the Bank's management system, including the management principles and appropriate</p> |
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tomonidan amalga oshiriladigan har qanday profilaktika choralari to'g'risida qaror qabul qilish;

m/ bankni samarali boshqarishni ta'minlash, Boshqaruv a'zolari o'rtasida vakolatlar va majburiyatlarni to'g'ri taqsimlash, manfaatlar to'qnashuvining oldini olish maqsadida Bankning tashkiliy tuzilmasini belgilash, nazorat qilish va amalga oshirishni nazorat qilish;

n/ Bankning boshqaruv tizimi, shu jumladan boshqaruv tamoyillari va uni takomillashtirish bo'yicha amalga oshiriladigan tegishli chora-tadbirlar samaradorligini monitoring qilish va vaqti-vaqti bilan baholash;

o/ korporativ kotibni tayinlasin va Korporativ kotibiyat to'g'risidagi nizomni hamda Korporativ kotibiyat xodimlarining lavozim yo'riqnomalarini tasdiqlash.

**2.4.4. Aksiyadorlarning umumiy yig'ilishini chaqirish va uning qarorlarini bajarish:**

- a/ Aksiyadorlarning yillik va navbatdan tashqari umumiy yig'ilishlarini chaqirish, Bank ustavida nazarda tutilgan hollar bundan mustasno;
- b/ Aksiyadorlar umumiy yig'ilishining kun tartibini tasdiqlash;
- c/ Aksiyadorlar umumiy yig'ilishi o'tkaziladigan sana, vaqt va joyni belgilash;
- d/ Aksiyadorlarning umumiy yig'ilishi chaqirilishi to'g'risida ularni xabardor qilish uchun Bank aksiyadorlarining reyestrini berish sanasini belgilash;
- e/ Aksiyadorlar umumiy yig'ilishida ishtirok etish huquqiga ega bo'lgan Bank aksiyadorlari reyestrini chiqarish sanasini belgilash.

**2.4.5. Moliyaviy nazorat:**

- a/ Yillik moliyaviy hisobotni oldindan tasdiqlash hamda buxgalteriya hisobi va moliyaviy hisobot tizimlarining yaxlitligini ta'minlash;
- b/ Bankning uzoq muddatli moliyaviy manfaatlarini va Markaziy bank tomonidan belgilangan kapitalga qo'yiladigan talablarni hisobga olgan holda Bankning prudensial talablarga rioya etilishini ta'minlash;
- c/ Bank mulkining bozor qiymatini aniqlash;

measures to be undertaken to improve it;

- o/ appoint of the Corporate Secretary and approve the Regulations on the Corporate Secretariat and job descriptions of the Corporate Secretariat officers.

**2.4.4. Convocation of the General Shareholders Meeting and execution of its resolutions:**

- a/ convene annual and extraordinary general shareholders meetings, except for the cases provided by the Charter of the Bank;
- b/ approve the agenda of the General Shareholders Meeting;
- c/ determine date, time and venue of the General Shareholders Meeting;
- d/ set the date for issuing the register of Bank's shareholders to notify them about the convocation of the General Shareholders Meeting;
- e/ set the date for issuing the register of Bank's shareholders eligible to participate in the General Shareholders Meeting.

**2.4.5. Financial Control:**

- a/ pre-approve annual financial statements and ensure the integrity of accounting and financial reporting systems;
- b/ ensure the Bank's compliance with prudential requirements, taking into account the long-term financial interests of the Bank and the capital requirements set by the Central Bank;
- c/ determine market value of Bank's property;
- d/ recommend to the General Shareholders

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| <p>d/ Aksiyadorlar umumiy yig'ilishiga foyda/zararni taqsimlash to'g'risida qaror qabul qilishni tavsiya etish;</p> <p>e/ Zaxira fondi va Bankning boshqa mablag'laridan foydalanishni ma'qullash;</p> <p>f/ Bank aksiyalari va korporativ obligatsiyalarini, shu jumladan aksiyalarga ayirboshlanadigan va qonun hujjatlarida belgilangan boshqa qimmatli qog'ozlarni sotib olish to'g'risida qaror qabul qilish;</p> <p>g/Bankning qimmatli qog'ozlarini chiqarish to'g'risida qaror qabul qilish;</p> <p>h/ aksiyalarni joylashtirish narxlarini belgilash (fond birjasi va uyushgan birjadan tashqari qimmatli qog'ozlar bozorida ro'yxatga olish);</p> <p>i/ Bankning qabul qilingan aktivlar tasnifiga muvofiq aktivlar bo'yicha ehtimoliy yo'qotishlarga qarshi zaxiralar yaratilishini nazorat qilish hamda Bankning kapitali va umumiy zaxiralari yetarli darajada saqlanishini ta'minlash;</p> <p>j/ Bankni moliyaviy sog'lomlashtirish rejasini tasdiqlash.</p> <p><b>2.4.6. Ichki siyosat va tartib-qoidalarning o'rnatilishi va amalga oshirilishini ta'minlash:</b></p> <p>a/ Bankning yangi Ustavi yoki unga har qanday o'zgartirish va qo'shimchalarni aksiyadorlarning umumiy yig'ilishiga hal qilish uchun taklif qilish;</p> <p>b/ Bosh aksiyadorlar yig'ilishiga dividend siyosatini taklif qilish;</p> <p>c/ poraxo'rlik va korrupsiyaga qarshi kurashish, jinoiy faoliyatdan olingan daromadlarni legallashtirishga, terrorizmni moliyalashtirishga va ommaviy qirg'in quollarini tarqatishni moliyalashtirishga qarshi kurashish bo'yicha siyosat va tartiblarni tasdiqlash;</p> <p>d/ Korporativ boshqaruv siyosatini va Bankning boshqa ichki siyosatlarini, shu jumladan xatarlarni aniqlash, boshqarish, monitoring qilish va hisobot berish, shuningdek, Bank kapitalining yetariligidini ta'minlash bilan bog'liq siyosatlarni tasdiqlash;</p> <p>e/Manfaatlar to'qnashuvi boshqarish, Qoidabuzarlik haqida xabar berish siyosatlar va Aloqador shaxslari ro'yxatini yuritish to'g'risidagi tartibi-qoidalarni tasdiqlash;</p> <p>f/ Etika va Korporativ xulq-atvor kodeksini tasdiqlash;</p> | <p>Meeting to make decision on profit/loss distribution;</p> <p>e/ approve the use of the reserve fund and other funds of the Bank;</p> <p>f/ make decision on repurchase of Bank's shares and corporate bonds, including convertible into shares, and other securities as prescribed by law;</p> <p>g/ make decision on issuing of securities of the Bank;</p> <p>h/ determine the pricing for share placement (listing on stock exchange and organized over-the-counter securities market);</p> <p>h/ make decision on increasing the authorized capital of the Bank and reducing the number of authorized shares of the Bank;</p> <p>i/ control the creation of the Bank's reserves against possible losses on assets as per adopted asset classification and ensure that the Bank's capital and general reserves are maintained at sufficient levels;</p> <p>j/ approve the Bank's financial recovery plan.</p> <p><b>2.4.6. Ensuring that Internal Policies and Procedures are put in place and implemented:</b></p> <p>a/ propose to the General Shareholders Meeting for resolution the new Charter of the Bank or any amendments and additions to it;</p> <p>b/ propose to the General Shareholders Meeting the Dividend Policy;</p> <p>c/ approve policies and procedures on anti-bribery and corruption (ABC), combating money laundering, terrorist financing and financing of proliferation of weapons of mass destruction (AML);</p> <p>d/ approve the Corporate Governance Policy and other internal policies of the Bank, including those related to identifying, managing, monitoring and reporting risks, and maintaining the Bank's capital adequacy;</p> <p>e/ approve the Policies and procedures regarding Conflict of Interest, Whistleblowing and Related Party Transactions;</p> <p>f/ approve Code of Ethics and Corporate Conduct;</p> <p>g/ adopt HR policies in respect of employees' remuneration, employment terms and/or pension schemes;</p> <p>h/ approve the policy and procedure for</p> |
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| <p>g/ Xodimlarga mukofot to'lash, mehnat shartlari va/yoki pensiya sxemalari bo'yicha kadrlar siyosatini qabul qilish;</p> <p>h/ Qonun hujjatlarida belgilangan doirada homiylik (xayriya) yoki homiylik qilmaslik (olish) siyosati va tartibini tasdiqlash va bu borada aksiyadorlar umumiy yig'ilishi tomonidan qaror qabul qilish hamda ushbu ma'lumotlarni barcha aksiyadorlarga oshkor qilish;</p> <p>i/ Bank Boshqaruviga tegishli ichki hujjatlarni tasdiqlash.</p> <p><b>2.4.7. Boshqaruv nazorati:</b></p> <p>a/ Boshqaruv raisi bilan mehnat shartnomasini tuzish;</p> <p>b/ Bank Boshqaruv faoliyatini nazorat qilish;</p> <p>c/ Bank Boshqaruviga to'lanadigan mukofot va kompensatsiyalarni tasdiqlash uchun Aksiyadorlar umumiy yig'ilishiga taklif qilish;</p> <p>d/ Ichki auditning choraklik hisobotlari asosida Boshqaruvning Bank strategiyasi va ichki siyosatiga muvofiqligini baholash.</p> <p>e/ Boshqaruv raisi va a'zolarini, shuningdek, boshqa asosiy xodimlarni tanlash, nomzodini ko'rsatish, tayinlash va vorislikka oid mukofotlash siyosati bo'yicha siyosat va jarayonlarni belgilash va amalga oshirishni ta'minlash;</p> <p>f/ quyidagilarni belgilaydi, tasdiqlaydi va amalga oshirilishini nazorat qiladi:</p> <p>fa/ Kuzatuv kengashi va Boshqaruvning individual va jamoaviy muvofiqligini baholash samarali amalga oshirilishini, boshqaruv organlarining tarkibi va vorisligini rejalashtirish maqsadga muvofiqligini hamda boshqaruv organlari o'z vazifalarini samarali bajarishini ta'minlashga qaratilgan chora-tadbirlar;</p> <p>fb/ asosiy funktsiya egalarini tanlash va ularning muvofiqligini baholash jarayoni;</p> <p>fc/ manfaatlar to'qnashuvi holatlarini nazorat qilish va boshqarish;</p> <p>fd/ buxgalteriya hisoboti, ma'lumotlarni oshkor qilish va nazorat maqsadlarida hisobotlar bilan bog'liq jarayonlarni ishlab chiqish va nazorat qilish hamda ularning birdamligini ta'minlash;</p> | <p>sponsorship (charity) or non-sponsorship (receipt) within the limits established by the legislation and decision-making in this regard by the General Shareholders Meeting and disclosure of this information to all shareholders;</p> <p>i/ approve internal documents relating to the Management Board of the Bank.</p> <p><b>2.4.7. Management Oversight:</b></p> <p>a/ conclude an employment contract with the Chairman of the Management Board (Chief Executive Officer);</p> <p>b/ control the performance of the Management Board of the Bank;</p> <p>c/ propose to the General Shareholders Meeting for approval remuneration and compensation to be paid to the Management Board of the Bank;</p> <p>d/ assess the Management Board's compliance with the Bank's strategy and internal policies based on Internal Audit quarterly reports.</p> <p>e/ define and ensure implementation of policies and processes regarding the Remuneration Policy relating to the selection, nomination, appointment and succession of the Chair and the members of the Management Board as well as other key officers;</p> <p>f/ set, approve and oversee the implementation of:</p> <p>fa/ arrangements aimed at ensuring that the individual and collective suitability assessments of the Supervisory Board and Management Board are carried out effectively, that the composition and succession planning of the governing bodies are appropriate, and that the governing bodies perform their functions effectively;</p> <p>fb/ selection and suitability assessment process for key function holders;</p> <p>fc/ monitor and manage conflict of interest cases;</p> <p>fd/ develop and supervise processes relating to accounting reporting,</p> |
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| <p>fe/ Kuzatuv kengashi ishini qo'llab-quvvatlovchi qo'mitalarning tegishli faoliyatini ta'minlash choralarini ko'rish, xususan:</p> <p>fea/ Ularning roli, tarkibi va vazifalarini aniqlaydi.</p> <p>g/ OTP Guruhi standartlarining joriy etilishini kuzatib borish, muassasaning ESG risklari bilan bog'liq maqsadlari va/yoki chegaralariga nisbatan taraqqiyotni nazorat qilish, ESG risklarining alohida elementlarini tushunish va standart biznes rejalashtirish ufqlaridan tashqarida paydo bo'lishi mumkin bo'lgan moliyaviy risklarning yetarlicha uzoq muddatli ko'rinishi bilan birgalikda, bu risklarni muassasalarning biznes modellari va strategiyalariga integratsiya qilish uchun zarur;</p> <p>h/ ESG nuqtai nazaridan, Kuzatuv kengashi ESG risklarining muassasalar biznesidagi biznes faoliyatiga, masalan, profil va strategiyaga ta'siri bo'yicha noaniqliklardan kelib chiqadigan mavjud bo'shliqlarni bartaraf etishda muhim rol bajaradi.</p> <p><b>2.4.8. Boshqa majburiyatlar:</b></p> <p>a/ yiliga kamida bir marta Bosh aksiyadorlar yig'ilishiga nazorat va tekshiruv vazifalari bo'yicha hisobot taqdim etish;</p> <p>b/ Bank va O'zbekiston Respublikasi Markaziy banki o'rtasida samarali hamkorlikni ta'minlash;</p> <p>c/ ma'lumotlarning tegishli oqimini, shu jumladan tavsiyalar va xulosalarni hujjatlashtirishni ta'minlash;</p> <p>d/ Boshqaruv a'zolari tomonidan taqdim etilgan har qanday takliflar, hisobotlar yoki boshqa ma'lumotlarni tahlil qilish va muhokama qilish.</p> <p>2.5. Kuzatuv kengashining vakolatlariga qonun hujjatlari va Bank Ustaviga muvofiq boshqa har qanday masalalar bo'yicha qarorlar qabul qilish ham kirishi mumkin.</p> | <p>disclosure and reporting for supervisory purposes, and ensuring their integrity;</p> <p>fe/ take measures to ensure the appropriate operation of committees which support the work of the Supervisory Board, in particular:</p> <p>fea/ determine their roles, composition and tasks.</p> <p>g/ follow the implementation of the OTP group standards, oversee the progress against the institution's ESG risk-related objectives and/or limits, coupled with an understanding of the distinct elements of ESG risks and a sufficiently long-term view of the financial risks that can arise beyond standard business planning horizons, is necessary for the integration of these risks in the institutions' business models and strategies;</p> <p>h/ in the context of ESG considerations, the Supervisory Board plays a key role to address existing gaps arising from uncertainties around the impact of ESG risks on business activities in the institutions' business, e.g. profile and strategy.</p> <p><b>2.4.8. Other Duties:</b></p> <p>a/ submit to the General Shareholders Meeting a performance report on the supervisory and control duties at least once a year;</p> <p>b/ ensure effective cooperation between the Bank and the Central Bank of the Republic of Uzbekistan;</p> <p>c/ ensure the appropriate flow of information, including documenting the recommendations and conclusions;</p> <p>d/ analyze and discuss any proposals, reports or other information submitted by the Management Board members.</p> <p>2.5. The powers of the Supervisory Board may also include making decisions on any other issues as per law and regulations, and the Charter of the Bank.</p> |
| <b>III. KUZATUV KENGASHI TARKIBI VA UNING A'ZOLARINI SAYLASH</b>  | <b>III. SUPERVISORY BOARD COMPOSITION</b>  |

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|  | <b>AND ELECTION OF ITS MEMBERS</b>  |
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| <p>3.1. Kuzatuv kengashi quyidagi tarkibda 9 a'zodan iborat bo'ladi:<br/> a/ OTP uchtagacha a'zolari nomzod qilib ko'rsatadi.<br/> b/ Davlat aksiyadori bitta a'zoni nomzod qilib ko'rsatadi; va<br/> c/ XMK bitta a'zoni tayinlash huquqiga ega; va<br/> d/ kamida beshta mustaqil a'zo.</p> <p>3.2. Davlat aksiyadori nomzod nomidan ishtirok etish, so'zga chiqish va ovoz berish uchun yozma ishonchnomaga muvofiq, Bank va OTPni oldindan yozma ravishda xabardor qilgan holda muqobil shaxsni taklif qilish huquqiga ega.</p> <p>3.3. Kuzatuv kengashi a'zolarining ko'pchiligi Bank bilan aloqador bo'lmasligi lozim, ularning Kuzatuv kengashi a'zolari bundan mustasno.</p> <p>3.4. Agar xalqaro moliya tashkiloti o'z kreditini aksiyalarga aylantirish natijasida Bankning aksiyadoriga aylansa, ushbu moliya tashkiloti yuqorida ko'rsatilgan beshta mustaqil a'zodan birini almashtirish orqali Kuzatuv kengashining bitta a'zosini tayinlashga haqli.</p> <p>3.5. Kuzatuv kengashi a'zolari aksiyadorlarning umumiy yig'ilishi tomonidan ushbu Nizom va Bank Ustavida belgilangan uch yillik muddatga saylanadi.</p> <p>3.6. Bank aksiyadorlarining vakillari bo'lgan a'zolar cheklanmagan muddatga saylanishi mumkin.</p> <p>3.7. Mustaqil a'zolar ko'pi bilan olti yilga ikki marta saylanishi mumkin.</p> <p>3.8. Kuzatuv kengashi a'zolari saylovi kumulyativ ovoz berish asosida o'tkaziladi. Kumulyativ ovoz berish shuni anglatadiki, har bir aksiyadorning ovozlari soni Kuzatuv kengashining mustaqil a'zolari va Kuzatuv kengashi tarkibiga saylanadigan boshqa a'zolar soniga alohida ko'paytiriladi. Aksiyador o'zining barcha ovozlari bitta nomzodga berishga yoki ularni ikki yoki undan ortiq nomzodlar o'rtasida taqsimlashga haqli. Ovozlarining cheklangan soniga ega bo'lgan nomzodlar Kuzatuv kengashi tarkibiga saylangan hisoblanadi.</p> <p>3.9. Eng ko'p ovoz olgan nomzodlar Kuzatuv kengashi tarkibiga saylangan hisoblanadi.</p> | <p>3.1. The Supervisory Board comprises 9 members as follows:<br/> a/ OTP nominates up to three members.<br/> b/ the State Shareholder nominates one member;<br/> and<br/> c/ IFC is entitled to nominate one member; and<br/> d/ at least five independent members.</p> <p>3.2. The State Shareholder has the right to nominate an alternate person to attend, speak and vote on behalf of the nominee in accordance with the written power of attorney, subject to prior notice in writing to the Bank and OTP.</p> <p>3.3. The majority of Supervisory Board members should not be related to the Bank, except for their membership of the Supervisory Board.</p> <p>3.4. If an international financial institution becomes a shareholder of the Bank as a result of conversion of its loan into the shares, then this financial institution shall be entitled to nominate one member of the Supervisory Board by replacing one of five independent members mentioned above.</p> <p>3.5. Members of the Supervisory Board are elected by the General Shareholders Meeting for a three-year term as prescribed by these TOR and the Bank's Charter.</p> <p>3.6. Members who are representatives of the Bank's shareholders may be elected unlimited times.</p> <p>3.7. Independent members can be elected twice for maximum six years.</p> <p>3.8. Elections of Supervisory Board members are conducted on the basis of the cumulative voting. Cumulative voting means that a number of votes of each shareholder is multiplied separately by the number of independent members and other members of the Supervisory Board to be elected to the Supervisory Board. A shareholder has the right to give all his/her votes to one candidate or allocate them between two or more candidates. Candidates with the maximum number of votes shall be considered elected to the</p> |

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| <p>3.10. Kuzatuv kengashi majlisining bayonnomasida Kuzatuv kengashining yangi saylangan a'zosi qaysi aksiyadorning vakili ekanligi yoki qaysi a'zo mustaqil ekanligi aks ettirilishi lozim.</p> <p>3.11. Boshqaruv a'zolari, Boshqaruv raisi va Bankda yoki uning sho'ba va affillangan tijorat kompaniyalarida mehnat shartnomalari (bitimlari) bo'yicha ishlaydigan jismoniy shaxslar, shuningdek, ushbu kompaniyalarning boshqaruv organlari a'zolari Bankning Kuzatuv kengashiga saylanishi mumkin emas.</p> <p>3.12. Kuzatuv kengashi a'zolari o'z mulohazalarida <u>mustaqillik talablariga</u> rioya qilishlari lozim.</p> <p>3.13. Kuzatuv kengashi a'ziligiga nomzod quyidagi hollarda saylanishi mumkin emas yoki yangidan saylangan shaxs Kuzatuv kengash a'zosi bo'lish huquqini yo'qotishi kerak:</p> <p>a/ shaxs ikki yoki undan ortiq bankning Kuzatuv kengashi a'zosi bo'lsa yoki a'zo bo'lish niyatida bo'lsa, ushbu banklar bir guruh banklarni tashkil etgan hollar bundan mustasno;</p> <p>b/ O'zbekiston Respublikasi Markaziy banki shaxsning vakolatini muddatidan ilgari tugatish tashabbusi bilan chiqadi.</p> <p>3.14. Kuzatuv kengashining mustaqil a'ziligiga nomzodlar tanlov asosida tanlab olinadi.</p> <p>3.15. Shaxs Kuzatuvchi kengashning mustaqil a'zosi bo'lishi mumkin emas, agar:</p> <ul style="list-style-type: none"> <li>- u oxirgi uch yil davomida Bankda va/yoki uning affillangan shaxslarida ishlagan;</li> <li>- aksiyador (va/yoki uning affillangan shaxsi) 5% va undan ortiq ovoz beruvchi aksiyalarga egalik qiladi;</li> <li>- u yirik mijozning biznes sherigi va/yoki Bankning va/yoki uning affillangan korxonasining yirik yetkazib beruvchisi. yirik buyurtmachi va yirik yetkazib beruvchi, agar Bank ular bilan O'zbekiston hukumati tomonidan belgilangan rasmiy minimal hisob-kitob stavkasining ikki ming baravaridan ortiq miqdorda amaldagi shartnomaga ega bo'lsa, tan olinadi;</li> <li>- u so'nggi uch yil davomida Bank va/yoki uning affillangan shaxslariga auditorlik xizmatlarini</li> </ul> | <p>Supervisory Board.</p> <p>3.9. The candidates who have earned the highest number of votes are considered to be elected to the Supervisory Board.</p> <p>3.10. Minutes of the Supervisory Board meeting should reflect which shareholder a newly elected member of the Supervisory Board represents or what member is independent.</p> <p>3.11. Members of the Management Board, CEO and individuals working as per employment contracts (agreements) in the Bank or its subsidiaries and affiliated commercial companies, and members of governing bodies of these companies cannot be elected to the Supervisory Board of the Bank.</p> <p>3.12. Supervisory Board members must adhere to <u>independence requirements</u> for their judgment.</p> <p>3.13. A candidate to the Supervisory Board cannot be elected or a newly elected person should lose his/her right to be a member of the Supervisory Board in the following cases:</p> <ul style="list-style-type: none"> <li>a/ a person is a member or intends to become a member of supervisory board of two or more banks, except for cases when these banks constitute one group of banks;</li> <li>b/ the Central Bank of the Republic of Uzbekistan initiates an early termination of the mandate of the person.</li> </ul> <p>3.14. Candidates for independent members of the Supervisory Board shall be selected on the competitive basis.</p> <p>3.15. A person cannot be an independent member of the Supervisory Board if:</p> <ul style="list-style-type: none"> <li>a/ he/she has worked for the Bank and/or its affiliates for the last three years;</li> <li>b/ a shareholder (and/or his/her affiliated person) holds 5% and over voting shares;</li> <li>c/ he/she is a business partner of a big customer and/or a big supplier of the Bank and/or its affiliate. A big customer and big supplier are recognized in case if the Bank has a valid agreement with them for the amount exceeding two thousand times of the official minimum settlement rate established by the government of Uzbekistan;</li> <li>d/ he/she is an employee of an audit company having provided audit services to the Bank and/or its</li> </ul> |
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| <p>ko'rsatgan auditorlik kompaniyasining xodimi hisoblanadi.</p> <ul style="list-style-type: none"> <li>- u ketma-ket olti yil davomida Kuzatuv kengashi a'zosi bo'lsa;</li> <li>- u Bank va/yoki uning affillangan shaxslari bilan shartnomalarga ega bo'lgan, Kuzatuv kengashining vazifalari va funksiyalarini bajarishni ta'minlash bo'yicha kelishuvlar bundan mustasno;</li> <li>- u oxirgi uch yil davomida Bank va/yoki uning affillangan tashkilotlari boshqaruv organlari va ichki nazorat bo'linmalarining a'zosi bo'lgan shaxsning oila a'zosi. oila a'zosiga ota-ona, aka-ukalar, opa-singillar, qizlar va er-xotinlar, shuningdek ota-ona, aka-ukalar, opa-singillar va qaynsingillar kiradi;</li> <li>- u har qanday davlat boshqaruv organi yoki davlat kompaniyasi xodimi bo'lsa;</li> <li>- u Bank Ustavi yoki aksiyadorlar Umumiy yig'ilishi tomonidan tasdiqlangan boshqa hujjatlar bilan belgilangan talablarga javob bermaydi.</li> </ul> <p>3.16. Kuzatuv kengashining mustaqil a'zosi yuqorida ko'rsatilgan talablarga muvofiqligi bo'yicha har qanday o'zgarishlar haqida Bank va Kuzatuv kengashini ikki ish kuni ichida xabardor qilishi lozim.</p> <p>3.17. Kuzatuv kengashining mustaqil a'zosi Kuzatuv kengashining boshqa a'zolari bilan bir xil huquq va majburiyatlarga ega.</p> <p>3.18. Kuzatuv kengashi a'zolicigiga nomzodlarning muvofiqlik shartlari OTP Guruhi tomonidan OTP Bank plc va Bank guruhi korxonalarining boshqaruv organi a'zolari, rahbar xodimlari va asosiy lavozim egalari uchun belgilangan talablarga muvofiqligini ta'minlash:</p> <p>a/ quyidagilarni o'z ichiga olgan benuqson ishbilarmonlik obro'si (professionallik va birdamlik):</p> <ul style="list-style-type: none"> <li>- iqtisodiy jinoyatlar yoki davlatga xoinlik qilish yoxud jinoiy faoliyatdan olingan daromadlarni legallashtirishga va terrorizmni moliyalashtirishga, ommaviy qirg'in qurolini tarqatishni moliyalashtirishga qarshi kurashish bilan bog'liq jinoyatlar uchun sudlanmagan;</li> <li>- moliyaviy firibgarlikka yoki soliqlarni to'lamaslikka aloqadorligi isbotlanmaganligi;</li> </ul> | <p>affiliates for the last three years.</p> <ul style="list-style-type: none"> <li>e/ he/she has been a member of the Supervisory Board for six consecutive years;</li> <li>f/ he/she had any agreements with the Bank and/or its affiliates, except for agreements to ensure the performance of the Supervisory Board's duties and functions;</li> <li>g/ he/she is a family member of a person who has been a member of the governing bodies and internal control units of the Bank and/or its affiliates for the last three years. A family member includes parents, brothers, sisters, daughters and spouses as well as parents, brothers, sisters and daughters in-law;</li> <li>h/ he/she is an employee of any government governing body or state/owned company;</li> <li>i/ he/she does not comply with the requirements set by the Charter of the Bank or any other documents approved by the General Shareholders Meeting.</li> </ul> <p>3.16. An independent member of the Supervisory Board should notify within two business days the Bank and Supervisory Board in case of any changes with regards to his/her compliance with the above-mentioned requirements.</p> <p>3.17. An independent member of the Supervisory Board has the same rights and responsibilities as other Supervisory Board members.</p> <p>3.18. Eligibility criteria for candidates to the Supervisory 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:</p> <ul style="list-style-type: none"> <li>a/ impeccable business reputation (professionalism and integrity) that include: <ul style="list-style-type: none"> <li>- 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;</li> <li>- no proven involvement in financial fraud or non-payment of taxes;</li> <li>- no other factors which may have negative impact on the Bank's image and reputation;</li> </ul> </li> <li>b/ at least bachelor's degree in finance, economics, IT or any other appropriate area;</li> </ul> |
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| <p>- bankning imidji va obro'siga salbiy ta'sir ko'rsatishi mumkin bo'lgan boshqa omillar yo'q;</p> <p>- moliya, iqtisodiyot, IT yoki boshqa tegishli soha bo'yicha kamida bakalavr darajasi;</p> <p>- markaziy bankning talabiga ko'ra uning vakolatini tugatish pretsedenti mavjud emas.</p> <p>Kuzatuv kengashi a'ziligiga nomzodlar uchun boshqa mezonlar Bank Ustavi yoki aksiyadorlar Umumiy yig'ilishining qarori bilan belgilanishi mumkin.</p> <p>3.19. Kuzatuv kengashining mustaqil a'ziligiga nomzodlarni tanlash va saylash tartibi qoidalari Nizomga <b>1-ilovada</b> belgilangan.</p> <p>3.20. Markaziy bank Kuzatuv kengashi a'zolarini tayinlashdan oldin yozma ravishda rozilik berishlari shart.</p> <p>3.21. Shaxs quyidagi hollarda Kuzatuv kengashi a'zosi etib saylanishi mumkin emas yoki saylangan shaxs quyidagi hollarda Bank kengashi a'zosi bo'lish huquqidan mahrum etiladi:</p> <ul style="list-style-type: none"> <li>- agar shaxs O'zbekistondagi ikki yoki undan ortiq banklarning Kuzatuv kengashi a'zosi bo'lsa yoki bittadan ortiq bankka a'zo bo'lish niyatida bo'lsa, ushbu banklar bitta bank guruhiga tegishli bo'lgan hollar bundan mustasno;</li> <li>- shaxsning mandati avvalroq Markaziy bank talabiga ko'ra tugatilgan.</li> <li>- shaxs yoki uning oila a'zosi oshkora fosh etilgan shaxs bo'lsa;</li> <li>- shaxs Bankning ichki tartib-qoidalarida nazarda tutilgan talablar va tartiblarga rioya qilmasa.</li> </ul> <p>3.22. Agar Kuzatuv kengashi a'zolarining soni Bank Ustavida nazarda tutilgan sonning yetmish besh foizidan kam bo'lsa, Kuzatuv kengashi Kuzatuv kengashining yangi tarkibini saylash uchun aksiyadorlarning navbatdan tashqari Umumiy yig'ilishini chaqirishi kerak.</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 Supervisory Board can be determined by the Charter of the Bank or resolution of the General Shareholders Meeting.</p> <p>3.19. The rules of procedure for selection and election of candidates for independent members of the Supervisory Board are determined in Annex 1 to the TOR.</p> <p>3.20. The Central Bank shall provide written consent prior to appointment of Supervisory Board members.</p> <p>3.21. A person may not be elected as a member of the Supervisory Board in the following cases or the elected person is deprived of the right to be a member of the Bank Board in the following cases:</p> <ul style="list-style-type: none"> <li>a/ if a person is a Supervisory Board member of two or more banks in Uzbekistan or intends to become a member in more than one, except in cases when these banks belong to one banking group;</li> <li>b/ the mandate of the person was terminated earlier at the request of the Central Bank.</li> <li>c/ the person or his/her family member is a publicly exposed person;</li> <li>d/ the person fails to comply with the requirements and procedures provided for in the internal regulations of the Bank.</li> </ul> <p>3.22. If the number of Supervisory Board members is less than seventy-five percent of the number provided for in the Charter of the Bank, the Supervisory Board should convene an extraordinary General Shareholders Meeting to elect a new composition of the Supervisory Board. The remaining members of the Board of the Bank have the right to decide to convene such an extraordinary General Shareholders Meeting and appoint the interim Chairman in case of early termination of the powers of the Chairman of the Board.</p> |
| <b>IV. KUZATUV KENGASHI RAISI</b>   | <b>IV. CHAIRMAN OF THE SUPERVISORY BOARD</b>   |

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| <p>4.1. Kuzatuv kengashi Raisi uning a'zolari orasidan Kuzatuv kengashi a'zolarining ko'pchilik ovozi bilan saylanadi.</p> <p>4.2. Kuzatuv kengashi Raisi uning OTP tomonidan ko'rsatilgan a'zolari orasidan saylanadi.</p> <p>4.3. Kuzatuv kengashi Raisi ko'pchilik ovoz bilan qayta saylash huquqiga ega.</p> <p>4.4. Kuzatuv kengashi Raisini saylash, iste'foga chiqarish yoki qayta saylash OTPning taklifiga ko'ra amalga oshiriladi.</p> <p>4.5. Kuzatuv kengashi Raisi uning ishini tashkil etadi, Kuzatuv kengashi majlislarini chaqiradi va unda raislik qiladi, yig'ilish bayonnomasini tuzishni tashkil etadi va Aksiyadorlar umumiy yig'ilishida raislik qiladi.</p> <p>4.6. Rais Kuzatuv kengashi faoliyatiga rahbarlik qilish va uning samaradorligini ta'minlash, Kuzatuv kengashi a'zolari o'rtasida ishonchni shakllantirish uchun javob beradi.</p> <p>4.7. Kengash yig'ilishlarida rais qarorlar mustaqil fikr almashish, tanqidiy mulohaza yuritish, ijodiy yondashuv va tahlil asosida qabul qilinishini ta'minlashi lozim.</p> <p>4.8. Rais bo'lmagan taqdirda uning vazifasini Kuzatuv kengashi a'zolaridan biri bajaradi.</p> | <p>4.1. The Chairman of the Supervisory Board is elected from among its members by the majority of votes of the Supervisory Board members.</p> <p>4.2. The Chairman of the Supervisory Board shall be elected from among its members nominated by OTP.</p> <p>4.3. The Supervisory Board has the right to re-elect the Chairman by the majority of votes.</p> <p>4.4. Election, resignation or re-election of the Chairman of the Supervisory Board shall be made upon the proposal of OTP.</p> <p>4.5. The Chairman of the Supervisory Board organizes its work, convenes and chairs Supervisory Board meetings, organizes meeting minutes taking and presides at the General Shareholders Meeting.</p> <p>4.6. The Chairman is responsible for managing and ensuring the effectiveness of the Supervisory Board's activities and promoting trust among the Supervisory Board members.</p> <p>4.7. At board meetings, the Chairman should ensure that decisions are made based on independent exchange of opinions, critical reasoning, creativity, and analysis of complete and comprehensive information.</p> <p>4.8. In case of absence of the Chairman his duties are performed by one of the Supervisory Board members.</p> |
| <b>V. KUZATUV KENGASHINING QO'MITALARI</b>  | <b>V. COMMITTEES OF THE SUPERVISORY BOARD</b>   |
| <p>5.1. Kuzatuv kengashi o'z faoliyati samaradorligini ta'minlash uchun maxsus qo'mitalar (keyingi o'rinlarda "Qo'mitalar" deb ataladi) tashkil etishi mumkin, ular quyidagilarni o'z ichiga oladi:</p> <p>a/ Audit qo'mitasi</p> <p>b/ Risk nazorat qo'mitasi</p> <p>c/ Etika va korrupsiyaga qarshi kurashish qo'mitasi</p> <p>d/ Mukofot komissiyasi</p> <p>e/ Tayinlash qo'mitasi va/yoki</p> <p>f/ Boshqa qo'mitalar.</p> <p>5.2. Kuzatuv kengashi tomonidan tashkil etiladigan qo'mitalarning asosiy vazifalari uning vakolati va kompetensiyasiga kiradigan masalalarni chuqur o'rganish va ular bo'yicha taklif va tavsiyalar</p>   | <p>5.1. To ensure the efficiency of its performance, the Supervisory Board may establish special committees (hereinafter referred to as "Committees"), including:</p> <p>a/ Audit Committee</p> <p>b/ Risk Oversight Committee</p> <p>c/ Ethics and Anti-Corruption Committee</p> <p>d/ Remuneration Committee</p> <p>e/ Nomination Committee, and/or</p> <p>f/ Other committees.</p> <p>5.2. The primary objectives of the committees established by the Supervisory Board are to thoroughly study issues within its authority and competence and</p>  |

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ishlab chiqish, shuningdek Kuzatuv kengashiga uning nazorat vazifalarini bajarishda ko'maklashish hisoblanadi.

5.3. Qo'mitalar Kuzatuv kengashi qarorlarining bajarilishini va Bank strategiyasi, maqsadlari va vazifalarining amalga oshirilishini nazorat qiladi va Kuzatuv kengashiga Bankning muayyan yo'nalishlar bo'yicha faoliyati to'g'risidagi muntazam hisobotlarini, shuningdek, ko'rib chiqish uchun o'z takliflari va tavsiyalarini taqdim etadi.

5.4. Har bir qo'mitaning reglamenti uning faoliyat tamoyillari, vakolatlari, vazifalari, maqsadlari, tarkibi, qo'mita a'zolarining soni, ish tartibi, yig'ilishlarning davriyligi, Kuzatuv kengashiga hisobotlarni taqdim etish tartibi va muddatlari va boshqa masalalarni belgilaydi. Tartib-qoidalar Kuzatuv kengashi tomonidan tasdiqlanishi lozim.

5.5. Qo'mitalar tarkibiga Kuzatuv kengashining kamida uch nafar a'zosi kiradi. Ikki va undan ortiq qo'mitalarning bir xil tarkibga ega bo'lishiga hamda Kuzatuv kengashining bir a'zosi bir vaqtning o'zida ikki va undan ortiq qo'mitalarning raisi bo'lishiga yo'l qo'yilmaydi.

5.6. Audit qo'mitasining raisi Kuzatuv kengashining mustaqil a'zosi, komissiya a'zolarining ko'pchiligi esa Kuzatuv kengashining mustaqil a'zolari hisoblanadi.

5.7. Risk nazorat qo'mitasi raisi Kuzatuv kengashining mustaqil a'zosi hisoblanadi, qo'mita a'zolarining ko'pchiligi esa Kuzatuv kengashining mustaqil a'zolari hisoblanadi.

5.8. Agar xalqaro moliya tashkiloti Bankning aksiyadoriga aylansa, unda ushbu moliya tashkiloti tomonidan ko'rsatilgan Kuzatuv kengashi a'zosi Audit qo'mitasi yoki Risk nazorat qo'mitasining saylangan raisi bo'lishga haqli.

5.9. Kuzatuv kengashi qo'mitalar oldiga qo'yilgan maqsadlarga erishish va ularga yuklatilgan vazifalarning bajarilishini doimiy ravishda nazorat qilib borishi, buning uchun yetarli vaqt ajratishi va qo'mitalar malakali a'zolarga ega bo'lishini ta'minlashi lozim.

develop proposals and recommendations thereon, as well as assist the Supervisory Board in performing its control duties.

5.3. The committees shall control the implementation of Supervisory Board resolutions and implementation of the Bank's strategy, goals and objectives, and submit to the Supervisory Board their regular reports on the Bank's performance in certain areas as well as their proposals and recommendations for consideration.

5.4. The rules of procedure of each committee define its operating principles, powers, duties, objectives, composition, number of the committee members, work procedures, frequency of meetings, procedure and deadlines for submitting reports to the Supervisory Board, and other matters. The rules of procedure are subject to approval by the Supervisory Board.

5.5. The committees comprise of at least three Supervisory Board members. It is not allowed that two or more committees have the same composition, and one member of the Supervisory Board is the chair of two and more committees simultaneously.

5.6. The Chair of the Audit Committee shall be an independent member of the Supervisory Board, and the majority of the committee members shall be independent members of the Supervisory Board.

5.7. The Chair of the Risk Oversight Committee shall be an independent member of the Supervisory Board, and the majority of the committee members shall be independent members of the Supervisory Board.

5.8. If an international financial institution becomes a shareholder of the Bank, then the member of the Supervisory Board nominated by this financial institution shall be entitled to be the elected Chair of either the Audit Committee or Risk Oversight Committee.

5.9. The Supervisory Board should continually monitor the achievement of the objectives and fulfilment of the responsibilities assigned to the committees, allocate enough time for this execution and

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| <p>5.10. Qo'mitalar har chorakda o'z faoliyati to'g'risida mazkur Qo'mitani tuzgan Boshqaruv organiga muntazam ravishda hisobot tayyorlaydi.</p>   | <p>ensure that the committees have qualified members.</p> <p>5.10. The Committees shall prepare regular reports on a quarterly basis about their activity to the Governing Body, which has set up the given Committee.</p>  |
| <b>VI. KUZATUV KENGASHINING TARTIBI</b>  | <b>VI. PROCEDURE OF SUPERVISORY BOARD MEETINGS</b>  |
| <p>6.1. Kuzatuv kengashi yig'ilishlari Kuzatuv kengashi Raisi tomonidan kamida har chorakda bir marta yoki, agar zarur deb hisoblansa, Kuzatuv kengashi a'zosi, Audit qo'mitasi, Boshqaruv, Markaziy bank, OTP, Davlat aksiyadori yoki Bank Ustaviga muvofiq boshqa shaxslarning iltimosiga binoan chaqiriladi.</p> <p>6.2. Kuzatuv kengashi majlislarini o'tkazish tartib-qoidalari Nizomning 2-ilovasida keltirilgan.</p> <p>6.3. Yig'ilish kворumi Kuzatuv kengashining saylangan a'zolari sonining kamida 75 foizini, shu jumladan Davlat aksiyadori tomonidan ko'rsatilgan kamida bitta a'zoni tashkil etishi lozim.</p> <p>6.4. Agar Kuzatuv kengashi a'zolarining soni Ustavda belgilangan Kuzatuv kengashi a'zolarining umumiy sonining 75 foizidan kam bo'lsa, Bank Kuzatuv kengashining yangi a'zolarini saylash uchun aksiyadorlarning navbatdan tashqari umumiy yig'ilishini chaqirishi lozim. Kuzatuv kengashining qolgan a'zolari aksiyadorlarning bunday navbatdan tashqari Umumiy yig'ilishini chaqirish to'g'risida qaror qabul qilishga va uning vakolatlari muddatidan ilgari tugatilgan taqdirda bosh direktorning vazifasini vaqtincha bajaruvchini tayinlashga haqli.</p> <p>6.5. Kuzatuv kengashi majlislarida qarorlar majlisda qatnashganlarning ko'pchilik ovozi bilan qabul qilinadi. Kuzatuv kengashining har bir a'zosi bir ovozga ega. Ayrim hollarda Bankning aksiyadorlik kapitalini oshirish bilan bog'liq masalalar bo'yicha Kuzatuv kengashining qarorlari bir ovozdan qabul qilinishi lozim.</p> <p>6.6. Kuzatuv kengashi a'zolaridan hech biri o'z ovozini Kuzatuv kengashining boshqa a'zosiga o'tkazishiga yo'l qo'yilmaydi.</p> <p>6.7. Kuzatuv kengashining qarorlari ko'pchilik ovoz bilan qabul qilinadi.</p> | <p>6.1. Meetings of the Supervisory Board shall be convened at least on a quarterly basis by the Chairman of the Supervisory Board, or if deemed necessary at the request of a member of the Supervisory Board, Audit Committee, Management Board, the Central Bank, OTP, the State Shareholder or any other persons as per Charter of the Bank.</p> <p>6.2. The rules of procedure for the Supervisory Board meetings are given in Annex 2 to the TOR.</p> <p>6.3. The meeting quorum should be at least 75% of the number of the elected members of the Supervisory Board, including at least one member nominated by the State Shareholder.</p> <p>6.4. In case if the number of Supervisory Board members becomes less than 75% of the total number of the Supervisory Board members set in the Charter, the Bank should convene the extraordinary General Shareholders Meeting for election of the new membership of the Supervisory Board. The remaining members of the Supervisory Board have the right to make decision on convocation of such extraordinary General Shareholders Meeting and appoint an interim CEO in case of early termination of his/her mandate.</p> <p>6.5. Decisions at Supervisory Board meetings are made by the majority of votes of attendees. Each member of the Supervisory Board has one vote. In some cases, relating to an increase in the Bank's share capital the decisions of the Supervisory Board should be made unanimously.</p> <p>6.6. None of the Supervisory Board members is allowed to transfer his/her vote to another member of the Supervisory Board.</p> <p>6.7. Resolutions of the Supervisory Board shall</p> |

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| <p>6.8. Ovozlar teng bo'lgan taqdirda Kuzatuvchi kengash raisi hal qiluvchi ovozga ega bo'ladi.</p> <p>6.9. Kuzatuv kengashi yig'ilishi davomida korporativ kotib yig'ilish bayonnomasini yozib olishi lozim. Bayonnoma u chaqirilganidan keyin 10 kundan kechikmay rasmiylashtiriladi. Bayonnomada quyidagi ma'lumotlar ko'rsatiladi:</p> <p>a/ sanasi, vaqti va joyi;</p> <p>b/ qatnashchilarning nomlari, shu jumladan Axborot-kommunikatsiya texnologiyalari orqali masofadan turib ishtirok etuvchilar;</p> <p>c/ kun tartibi;</p> <p>d/ ovoz berish va ovoz berish natijalari bo'yicha kun tartibidagi masalalar;</p> <p>e/ qabul qilingan qarorlar.</p> <p>6.10. Bayonnoma Korporativ kotib va Bayonnomada keltirilgan ma'lumotlarning butligi uchun mas'ul bo'lgan Kuzatuv kengashining ishtirok etuvchi a'zolari tomonidan imzolaniadi.</p> <p>6.11. Kuzatuv kengashi a'zolari barcha ishtirokchilarga yig'ilishda qatnashish, bir-birini eshitish va gapirish imkoniyatini berish uchun audio-konferens-aloqa/videokonferensaloqa ilovalari yoki boshqa shunga o'xshash axborot-kommunikatsiya texnologiyalari dasturlari yordamida masofadan turib Kuzatuv kengashi yig'ilishlarida ishtirok etishlari va ovoz berishlari mumkin va zarurat tug'ilganda yig'ilish yozuvi taqdim etilishi mumkin.</p> <p>6.12. Sirdan o'tkaziladigan yig'ilishlarda ovoz berish aylanma bo'yicha amalga oshiriladi va qarorlar Kuzatuv kengashining barcha a'zolari tomonidan bir ovozdan qabul qilinishi lozim.</p> <p>6.13. Kuzatuv kengashi majlisining bayonnomasi Boshqaruvga imzolash sanasida ijro etish uchun taqdim etiladi. Kuzatuv kengashi tomonidan aksiyadorlarning Umumiy yig'ilishini chaqirish to'g'risida qaror qabul qilingan taqdirda, Kuzatuv kengashi yig'ilishi o'tkaziladigan kunda Kuzatuv kengashiga ushbu qaror to'g'risida xabar qilinadi.</p> <p>6.14. Korporativ kotibning roli va vazifalari "Ipoteka-bank" ATIB OTP Guruhi Korporativ kotibining Nizomida keltirilgan.</p> <p>6.15. Kuzatuv kengashi yiliga kamida 4 marta muntazam ravishda shaxsiy majlislar o'tkazadi.</p> | <p>be adopted by majority of votes.</p> <p>6.8. In the event of a tie, the Chairman of the Supervisory Board shall have the casting vote.</p> <p>6.9. During a Supervisory Board meeting the Corporate Secretary should record/take the minutes of the meeting. The minutes shall be issued not later than 10 days after it was convened. The minutes shall include the following information:</p> <p>a/ date, time and venue;</p> <p>b/ names of attendees, including remote participants via ICT;</p> <p>c/ agenda;</p> <p>d/ agenda items for voting and voting results;</p> <p>e/ adopted resolutions.</p> <p>6.10. The minutes shall be signed by the Corporate Secretary and attending members of the Supervisory Board who are responsible for the integrity of the data contained in the minutes.</p> <p>6.11. The Supervisory Board members can participate and vote at Supervisory Board meetings remotely by means of audio-conference/video-conference applications or any other similar ICT programs to enable all participants to attend a meeting to hear and speak to each other and recording of the meeting may be provided if deemed necessary.</p> <p>6.12. In case of in-absentia meetings, voting is done by circulation, and resolutions should be adopted unanimously by all members of the Supervisory Board.</p> <p>6.13. The minutes of the Supervisory Board meeting shall be submitted to the Management Board for execution on the date of signing of. In case if the Supervisory Board decided to convene the General Shareholders Meeting, the Management Board shall be notified of this decision on the day of the Supervisory Board meeting.</p> <p>6.14. The role and duties of the Corporate Secretary are given in the Corporate Secretary Regulations of JSCMB Ipoteka Bank OTP Group.</p> <p>6.15. The Supervisory Board shall have regular, personal meetings at least 4 times a year.</p> <p>6.16. During the regular meetings of the Supervisory Board the minimum list of issues to be</p> |
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| <p>6.16. Kuzatuv kengashining navbatdagi majlislarida ko'rib chiqilishi lozim bo'lgan masalalarning minimal ro'yxati 4-ilovada batafsil keltirilgan.</p> <p>6.17. Kuzatuv kengashi kun tartibidagi barcha tegishli masalalar bo'yicha batafsil muhokamalar o'tkazishi kutilmoqda.</p> <p>6.18. Kuzatuv kengashi har ikki oyda kamida bitta majlis (shaxsiy yoki yozma majlis) o'tkazadi.</p> <p>6.19. Kuzatuv kengashi Kuzatuv kengashi va Boshqaruv qarorlarining tegishli va o'z vaqtida bajarilishi holatini har chorakda kamida bir marta nazorat qiladi.</p> <p>6.20. Kuzatuv kengashi tomonidan berilgan topshiriqlar bayonnoma bilan rasmiylashtiriladi va ijro muddati belgilanadi. Kuzatuv kengashining har qanday qarorlari o'z vaqtida ijro etilmagan taqdirda, Kuzatuv kengashi Boshqaruvning yozma so'roviga binoan ularning ijrosini uzaytirishni tasdiqlaydi.</p> | <p>reviewed is detailed in Annex 4.</p> <p>6.17. The Supervisory Board is expected to have substantial discussions about all relevant agenda items.</p> <p>6.18. The Supervisory Board shall have at least one Meeting (Meeting in Person, or a Meeting in Writing) every two months.</p> <p>6.19. The Supervisory Board shall control duly and timely implementation status of the Supervisory Board and Management Board resolutions at least once a quarter.</p> <p>6.20. Assignments given by the Supervisory Board shall be recorded in the minutes and have execution timeline. In case of non-execution of any resolutions of the Supervisory Board in a timely manner, the Supervisory Board shall approve the extension of their implementation as per written request of the Management Board.</p> |
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| <p><b>VII. KUZATUV KENGASH A'ZOLARINING HUQUQLARI, FIDUSIAR MAJBURIYATLARI VA JAVOBGARLIGI</b></p> | <p><b>VII. RIGHTS, FIDUCIARY DUTIES AND RESPONSIBILITIES OF SUPERVISORY BOARD MEMBERS</b></p> |
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| <p>7.1. Kuzatuv kengash a'zolari quyidagi huquqlarga ega:</p> <p>a/ OTP tomonidan ko'rsatilgan Kuzatuv kengashi a'zolari orasidan Kuzatuv kengashi raisini saylash;</p> <p>b/ Kuzatuv kengashi qo'mitalarini tashkil etish;</p> <p>c/ Kuzatuv kengashi qo'mitalarining raisi va a'zolarini saylash;</p> <p>d/ Bosh direktor va Boshqaruv a'zolari bilan bevosita bog'lanish imkoniyatiga ega bo'lish;</p> <p>e/ o'z vazifalarini lozim darajada bajarish uchun Bankning rivojlanish strategiyasi va faoliyati, majburiy boshqaruv hisobotlari va tartibga soluvchi organlarning yozma topshiriqlari bilan bog'liq har qanday tegishli hujjatlar va ma'lumotlarni so'rash va olish;</p> <p>f/ Kuzatuv kengashi yig'ilishlarining tashabbuskori bo'lish;</p> <p>g/ Kuzatuv kengashi yig'ilishlarida kun tartibidagi masalalar muhokamasida ishtirok etish va o'z qarorlarini qabul qilish;</p> | <p>7.1. Members of the Supervisory Board have the following rights:</p> <p>a/ elect the Chairman of the Supervisory Board from among the members of the Supervisory Board nominated by OTP;</p> <p>b/ establish Supervisory Board committees;</p> <p>c/ elect the Chair and members of the Supervisory Board committees;</p> <p>d/ have direct access to the CEO and members of the Management Board;</p> <p>e/ request and receive any relevant documents and information related to the Bank's development strategy and performance, mandatory management reports and regulators' written assignments to duly perform their duties;</p> <p>f/ initiate Supervisory Board meetings;</p> <p>g/ take part in discussion and make own judgement on agenda items at Supervisory Board meetings;</p> |
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h/ xizmati uchun Bank tomonidan mukofotlash.

7.2. Kuzatuv kengash a'zolari fidusiar majburiyatlarga ega, shu jumladan:

a/ ehtiyotkorlik majburiyati – o'z vazifalarini oqilona malaka, tirishqoqlik va ehtiyotkorlik bilan bajarish;

b/ sadoqat majburiyati – Bankning manfaatlaridan kelib chiqib, halol niyatda harakat qilish, manfaatlar to'qnashuviga yo'l qo'ymaslik va o'z lavozimini shaxsiy manfaat uchun ishlatmaslik. Ushbu majburiyatlar Kuzatuv kengashi a'zolaridan o'z vakolatlari doirasida harakat qilishni, Bank muvaffaqiyatiga hissa qo'shishni, mustaqil fikr yuritishni va yashirin daromad olishdan tiyilishni talab qiladi;

c/ maxfiylik – Bankning maxfiy ma'lumotlarini himoya qilish;

d/ oshkor qilish majburiyati – Bank bilan tuziladigan har qanday bitim yoki kelishuvdagi shaxsiy manfaatlar haqida Bankni oldindan xabardor qilish.

7.3. Agar Kuzatuv kengashi a'zosi affillangan shaxs bilan bog'liq bo'lsa, u Kuzatuv kengashi yig'ilishida affillangan shaxs bitimining muhokamasida ishtirok etishiga va ovoz berishiga yo'l qo'yilmaydi.

7.4. Kuzatuv kengashining mustaqil a'zosi o'zining mustaqil maqomi o'zgarganligi to'g'risida Kuzatuv kengashini 2 ish kuni ichida xabardor qilishi lozim. Bunda Kuzatuv kengashi tarkibiga mustaqil a'zo sifatida boshqa nomzod tanlanadi.

7.5. Kuzatuv kengashi a'zolari Bank aksiyadorlari va omonatchilarining qonuniy manfaatlarini himoya qilish, O'zbekiston qonunlari va qoidalariga, Bank Ustavi va boshqa qonun hujjatlariga rioya qilish, shuningdek, O'zbekiston Respublikasi Markaziy banki va qimmatli qog'ozlar bozori regulyatori bilan yaxshi munosabatlarni ta'minlash maqsadida Bankning oqilona korporativ boshqaruviga ko'maklashishlari lozim.

7.6. Kuzatuv kengashi a'zolari butun Bank bo'ylab korporativ madaniyat va qadriyatlarini shakllantirishda yetakchi rol o'ynashi lozim.

7.7. Kuzatuv kengashi a'zolari har yili kamida bir marta Kuzatuv kengashi va Kuzatuv kengashining har bir a'zosi faoliyatini baholashni amalga oshiradi. Baholash shakli Kuzatuv kengashi tomonidan

h/ be rewarded by the Bank for their service.

7.2. Supervisory Board members have fiduciary duties, including:

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;

d/ disclosure to notify the Bank in advance about their interest in any transaction or arrangement with the Bank.

7.3. If a member of the Supervisory Board is related to an affiliated party, then he/she is not allowed to participate in discussion and vote for an affiliated party transaction at a Supervisory Board meeting.

7.4. An independent member of the Supervisory Board should notify the Supervisory Board about the change in his/her independence status within 2 business days. In this case another candidate shall be selected to the Supervisory Board as an independent member.

7.5. Members of the Supervisory Board must promote sound corporate governance of the Bank to protect the legitimate interests of the Bank's shareholders and depositors, adhere to Uzbekistan laws and regulations, and the Bank's Charter and other bylaws, and ensure the good relationship with the Central Bank of the Republic of Uzbekistan and Securities Market regulator.

7.6. The Supervisory Board members should take leadership role in forming the corporate culture and values across the Bank;

7.7. At least annually the Supervisory Board members shall perform appraisal of the Supervisory Board's performance and each Supervisory Board member. A form of performance appraisal should be approved by the Supervisory Board. It may be self-assessment or independent appraisal by a selected consultant.

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| <p>tasdiqlanishi lozim. Bu o'z-o'zini baholash yoki tanlangan maslahatchining mustaqil bahosi bo'lishi mumkin.</p>   |  |
| <b>VIII. KUZATUV KENGASHI A'ZOLARINI MUKOFOTLASH</b>   | <b>VIII. REMUNERATION OF SUPERVISORY BOARD MEMBERS</b>   |
| <p>8.1. Kuzatuv kengashi a'zolariga ularning Kuzatuv kengashi a'zosi sifatidagi vazifalarini bajarish bilan bog'liq xarajatlari aksiyadorlar Umumiy yig'ilishining qaroriga ko'ra ularning vakolatlari davrida mukofot to'lanadi va (yoki) qoplanadi.</p> <p>8.2. Mukofotlash va qoplash shartlari "Ipoteka-bank" ATIB Kuzatuv kengashi a'zolariga mukofot to'lash tartib-qoidalarida <b>(3-ilovada)</b> keltirilgan.</p>  | <p>8.1. Members of the Supervisory Board shall be paid remuneration and/or reimbursed for expenses related to their duties as Supervisory Board members during their term of mandate as per resolution of the General Shareholders Meeting.</p> <p>8.2. The terms and conditions for remuneration and reimbursement are given in the Rules of Procedure for Remuneration Payment to the Supervisory Board Members of JSCMB Ipoteka Bank OTP Group (Annex 3).</p>   |
| <b>IX. KUZATUV KENGASH A'ZOLARINING JAVOBGARLIGI</b>   | <b>IX. LIABILITY OF SUPERVISORY BOARD MEMBERS</b>  |
| <p>9.1. Kuzatuv kengashi a'zolari o'z vazifalarini lozim darajada bajarmaslik va/yoki qonun hujjatlarida belgilangan tartibda ma'lumotlarni taqdim etish tartibini buzgan holda chalg'ituvchi yoki bila turib yolg'on ma'lumotlarni taqdim etish; yirik bitimlar va/yoki affillangan shaxslar bilan bitimlar tuzishni taklif qilish, shuningdek, o'zlarining shaxsiy foydalarini olish maqsadida yoki ularning affillangan shaxslari tomonidan Bank va Bank aksiyadorlariga yetkazilgan har qanday zarar uchun javobgar bo'ladi.</p> <p>9.2. Kuzatuv kengashi a'zolari Bank Ustavi va ushbu Nizom buzgan taqdirda, Bankka yetkazilgan har qanday zararni qoplash uchun to'liq javobgar bo'ladilar.</p> <p>9.3. Agar Bankka yetkazilgan zarar uchun Kuzatuv kengashining birdan ortiq a'zosi javobgar bo'lsa, ularning Bank oldidagi javobgarligi solidar hisoblanadi.</p> <p>9.4. Kuzatuv kengashi a'zolari, agar ular Bankning zarar ko'rishiga olib kelgan qarorga ovoz bermagan yoki qarshi ovoz bermagan bo'lsa, qonun</p> | <p>9.1. Members of the Supervisory 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. Members of the Supervisory Board shall be fully liable for compensation of any damage caused to the Bank in case of violation by them of the Bank's Charter and these TOR.</p> <p>9.3. If more than one member of the Supervisory Board are liable for any damage to the Bank, their liability to the Bank shall be joint and several.</p> <p>9.4. The members of the Supervisory 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.</p> |

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| <p>hujjatlarida nazarda tutilgan holatlardan tashqari, javobgarlikdan ozod qilinadi.</p> <p>9.5. Bank Kuzatuv kengashi a'zolarining majburiyatlarini qamrab oluvchi Direktorlar va Mansabdor shaxslar sug'urtasini rasmiylashtirishi lozim.</p>   | <p>9.5. The Bank should arrange the Directors and Officers Insurance to cover the liabilities of the Supervisory Board members.</p>   |
| <b>X. YAKUNIY QOIDALAR</b>  | <b>X. FINAL PROVISIONS</b>  |
| <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. Mazkur Nizomga kiritilgan har qanday o'zgartirish va qo'shimchalar Bank aksiyadorlarining Umumiy yig'ilishi tomonidan tasdiqlanishi lozim.</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 TOR.</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>                    |
| <b>XI. ILOVALAR</b>   | <b>XI. ANNEXES</b>  |
| <p>1-ilova. "Ipoteka-bank" ATIB OTP Guruhi Kuzatuv kengashining mustaqil a'ziligiga nomzodlarni izlash, tanlash va saylash tartibi qoidalari.</p> <p>2-ilova. "Ipoteka-bank" ATIB "OTP" guruhining Kuzatuv kengashi majlislarini o'tkazish tartib-qoidalari.</p> <p>3-ilova. "Ipoteka-bank" ATIB OTP Guruhi Kuzatuv kengashi a'zolariga mukofot to'lash tartib-qoidalari.</p> <p>4-ilova. "Ipoteka-bank" ATIB OTP Guruhi Kuzatuv kengashi majlislarida ko'rib chiqiladigan masalalarning minimal ro'yxati.</p>  | <p>Annex 1. The Rules of Procedure for Search, Selection and Election of Candidates for Independent Members of the Supervisory Board of JSCMB Ipoteka Bank OTP Group.</p> <p>Annex 2. The Rules of Procedure for Supervisory Board Meetings of JSCMB Ipoteka Bank OTP Group.</p> <p>Annex 3. Rules of Procedure for Remuneration Payment to the Supervisory Board Members of JSCMB Ipoteka Bank OTP Group.</p> <p>Annex 4. The Minimum list of issues to be reviewed at the Supervisory Board Meetings of JSCMB Ipoteka Bank OTP Group.</p> |

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to'g'risidagi Nizomga  
1-ilova  
Annex №1 to the Rules of Procedure for the  
Supervisory Board of JSCMB  
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| <b>"IPOSEKA BANK" ATIB OTP GURUHI KUZATUV<br/>KENGASHINING MUSTAQIL A'ZOLARIGA<br/>NOMZODLARNI IZLASH, TANLASH VA<br/>SAYLASH TARTIB<br/>QOIDALARI.</b>   | <b>THE RULES OF PROCEDURE FOR SEARCH,<br/>SELECTION AND ELECTION OF CANDIDATES<br/>FOR INDEPENDENT MEMBERS OF THE<br/>SUPERVISORY BOARD OF JSCMB IPOSEKA<br/>BANK OTP GROUP.</b>   |
| <p>1. "Ipoteka-bank" ATIB Kuzatuv kengashining (keyingi o'rinlarda Kuzatuv kengashi deb ataladi) mustaqil a'zosi lavozimiga nomzodlarni ko'rsatish "Ipoteka-bank" ATIB (keyingi o'rinlarda Bank deb ataladi) aksiyadorlari tomonidan "Aksiyadorlik jamiyatlari va aksiyadorlarning huquqlarini himoya qilish to'g'risida"gi O'zbekiston Respublikasi Qonuniga, boshqa qonun hujjatlariga va Bankning ichki me'yoriy hujjatlariga muvofiq, ushbu Tartib qoidalarini hisobga olgan holda amalga oshiriladi.</p> <p>Bank aksiyadorlarining talabiga ko'ra, munosib nomzodlarni izlash va tanlash Bank yoki Kuzatuv kengashi yordamida amalga oshirilishi mumkin.</p> <p>2. Kuzatuv kengashning mustaqil a'zosi lavozimiga nomzodlarni (keyingi o'rinlarda nomzodlar deb ataladi) izlash, tanlash va saylash tartibi quyidagi bosqichlardan iborat:</p> <ul style="list-style-type: none"> <li>- Kuzatuv kengashi tarkibida mustaqil a'zolarga bo'lgan ehtiyojni aniqlash;</li> <li>- malaka talablariga javob beradigan nomzodlarni izlash;</li> <li>- Bank tomonidan nomzodlarning malaka talablariga muvofiqligini dastlabki baholash;</li> <li>- Kuzatuv kengashi tomonidan nomzodlarni ko'rib chiqish va malaka talablariga javob beradigan nomzodlarni tanlash bo'yicha tavsiyalar.</li> </ul> <p>3. Bank aksiyadorlarining nomzodlarni</p> | <p>1. Nomination of candidates for the position of an independent member of the Supervisory Board of JSCMB "Ipoteka-Bank" (hereinafter – the Supervisory Board) shall be carried out by the shareholders of JSCMB "Ipoteka-Bank" (hereinafter – the Bank) in accordance with the Law of the Republic of Uzbekistan "On Joint Stock Companies and Protection of Shareholders' Rights," other legislative acts, and the Bank's internal regulatory documents, taking into account the provisions of this Procedure.</p> <p>At the request of the Bank's shareholders, the search and selection of suitable candidates may be carried out with the assistance of either the Bank or the Supervisory Board.</p> <p>2. The procedure for the search, selection, and election of candidates for the position of an independent member of the Supervisory Board (hereinafter – candidates) consists of the following stages:</p> <ul style="list-style-type: none"> <li>– determining the need for independent members within the Supervisory Board;</li> <li>– searching for candidates who meet the qualification requirements;</li> <li>– preliminary evaluation by the Bank of the candidates' compliance with the qualification requirements;</li> </ul> |

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| <p>qidirish to'g'risidagi so'roviga ko'ra, Bankning korporativ maslahatchilar xizmati Bankning Kadrlar departamentiga Kuzatuv kengashining mustaqil a'zolarini jalb qilish zarurligi to'g'risida xabar beradi.</p> <p>Kadrlar departamenti tegishli nomzodlarni qidirishni quyidagi usullardan biri bilan tashkil etadi:</p> <ul style="list-style-type: none"> <li>- bo'sh ish o'rni to'g'risidagi ma'lumotlarni Bankning korporativ veb-saytiga joylashtirish;</li> <li>- davriy nashrlarda va boshqa ommaviy axborot vositalarida e'lonlar berish;</li> <li>- tegishli xalqaro va mahalliy birlashmalar, shuningdek, tegishli faoliyat sohasidagi boshqa jamoat birlashmalari va tashkilotlari bilan bog'lanish;</li> <li>- boshqa mavjud resurslardan foydalangan holda.</li> </ul> <p>4. Kuzatuv kengashning mustaqil a'zosi lavozimiga talabgorlar mustaqillik mezonlariga javob berishi kerak.</p> <p>"Ipoteka-bank" ATIB Kuzatuv kengashi to'g'risidagi Nizomning 4.51-bandida ko'rsatilganlardan tashqari, Kuzatuv kengashiga a'zolik uchun mustaqillik mezonlariga, qoida tariqasida, quyidagilar kiradi:</p> <p>bank/moliya sohasida tegishli funksional yo'nalishlar bo'yicha kamida 10 yil, afzal ravishda listing/ommaviy banklar va boshqa moliya institutlarida, Kuzatuv kengashi a'zosi lavozimida va/yoki boshqaruv lavozimlarida kamida 3 yil ish tajribasi va ish staji. Bankning mavjud yoki potensial mijozlarining asosiy qismini tashkil etuvchi sohalarda yoki Bankning ustuvor yo'nalishlarida (masalan, qurilish biznesi, ishlab chiqarishni boshqarish, axborot texnologiyalari va boshqalar) tajribaga ega bo'lgan nomzodlar ham ko'rib chiqilishi va Kuzatuv kengashi tarkibiga kiritish uchun tanlanishi mumkin;</p> <ul style="list-style-type: none"> <li>- Bank bilan manfaatlar to'qnashuvining yo'qligi, masalan, raqobatchi banklar yoki boshqa moliya institutlarida lavozimlarni egallash yoki ularning ustav kapitalidagi aksiyalarga (ulushlarga) egalik qilish;</li> <li>- ilg'or korporativ boshqaruv amaliyotlarini joriy etish va bank faoliyatini yaxshilash bo'yicha amaliy tajriba, bu Bankning rivojlanishiga sezilarli hissa qo'shishi mumkin;</li> <li>- Kuzatuv kengashi mustaqil a'zosining yoki</li> </ul> | <ul style="list-style-type: none"> <li>- review of candidates by the Supervisory Board and recommendations for the selection of candidates who meet the qualification requirements.</li> </ul> <p>3. Upon the request of the Bank's shareholders regarding the search for candidates, the Corporate Consultant Service of the Bank shall inform the Human Resources Department of the Bank of the need to recruit independent members of the Supervisory Board.</p> <p>The Human Resources Department shall organize the search for appropriate candidates using one of the following methods:</p> <ul style="list-style-type: none"> <li>- posting information about the vacancy on the Bank's corporate website;</li> <li>- publishing announcements in periodicals and other mass media;</li> <li>- contacting relevant international and domestic associations, as well as other public unions and organizations in the field of activity concerned;</li> <li>- using other available resources.</li> </ul> <p>4. Applicants for the position of an independent member of the Supervisory Board must meet the criteria of independence.</p> <p>The independence criteria for membership in the Supervisory Board, in addition to those specified in paragraph 4.51 of the Regulation on the Supervisory Board of JSCMB "Ipoteka-Bank," generally include:</p> <ul style="list-style-type: none"> <li>- experience and work record in the banking/financial sector in relevant functional areas of not less than 10 years, preferably in listed/public banks and other financial institutions, in the position of a member of the Supervisory Board and/or in managerial positions for at least 3 years. Candidates with experience in industries that comprise the majority of existing or potential clients of the Bank or the Bank's priority areas (e.g., construction business, production management, information technology, etc.) may also be considered and selected for inclusion in the Supervisory Board;</li> <li>- absence of conflicts of interest with the Bank, such as holding positions in competing banks or other financial institutions or owning shares (stakes) in their authorized capital;</li> <li>- practical experience in implementing advanced corporate governance practices and improving bank</li> </ul> |
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| <p>qo'mitalar a'zolarining funksional vazifalari bilan bog'liq sohalarda aniq tajribaga ega bo'lish, shuningdek, rivojlangan muloqot qobiliyatlariga ega bo'lish;</p> <ul style="list-style-type: none"> <li>- biznes yoki tarmoqdagi benuqson obro'-e'tibor va ijobiy yutuqlar, korporativ boshqaruv tamoyillariga, shu jumladan yuqori axloqiy me'yorlarga rioya qilish;</li> <li>- Kuzatuv kengashi ishida nafaqat uning majlislarida ishtirok etish, balki bunday majlislar uchun tayyorlangan materiallarni lozim darajada o'rganish uchun yetarli vaqtning mavjudligi.</li> </ul> <p>Nomzodlar, shuningdek, O'zbekiston Respublikasi qonunchiligi, shu jumladan, Markaziy bankning me'yoriy hujjatlari bilan belgilangan mezonlarga mos kelishi kerak.</p> <p>5. Kuzatuvchi kengashning mustaqil a'zosi lavozimiga nomzodlar quyidagi hujjatlarni taqdim etadilar:</p> <ul style="list-style-type: none"> <li>- erkin shakldagi ariza;</li> <li>- nomzod to'g'risidagi ma'lumotlar (tarjimai hol);</li> <li>- tavsiyanoma xatlari (mavjud bo'lganda);</li> <li>- sudlanmaganligini tasdiqlovchi hujjat;</li> <li>- O'zbekiston Respublikasi qonun hujjatlarida talab qilinadigan boshqa hujjatlar.</li> </ul> <p>6. Taqdim etilgan hujjatlar davlat tilida yoki ingliz yoki rus tillarida taqdim etiladi.</p> <p>7. Kadrlar departament Bankning Korporativ maslahatchi xizmati va Yuridik departamenti bilan birgalikda taqdim etilgan hujjatlarning to'liqligi va to'g'ri rasmiylashtirilganligi, shuningdek, nomzodlarning ushbu Tartibda ko'rsatilgan mustaqillik mezonlariga muvofiqligi, shu jumladan manfaatlar to'qnashuvining mavjud emasligi yuzasidan ko'rib chiqadi.</p> <p>8. Dastlabki malaka attestatsiyasi yakunlari bo'yicha Kadrlar departamenti tomonidan malaka talablariga va mustaqillik mezonlariga javob beradigan nomzodlar ro'yxati tuziladi.</p> <p>9. Kadrlar departamenti Kuzatuv kengashining Taqdimnoma va mukofotlash qo'mitasiga (keyingi o'rinlarda Qo'mita deb ataladi) taqdim etish uchun zarur hujjatlar to'plamini shakllantiradi.</p> <p>10. Qo'mita Kuzatuv kengashining mustaqil</p> | <p>performance, which can contribute meaningfully to the development of the Bank;</p> <ul style="list-style-type: none"> <li>– possession of specific expertise in areas related to the functional duties of an independent member or membership in committees of the Supervisory Board, as well as developed communication skills;</li> <li>– an impeccable reputation and positive achievements in business or industry, adherence to the principles of corporate governance, including high ethical standards;</li> <li>– availability of sufficient time to participate in the work of the Supervisory Board not only during its meetings but also for the proper study of materials prepared for such meetings.</li> </ul> <p>Candidates must also comply with the criteria established by the legislation of the Republic of Uzbekistan, including the regulatory acts of the Central Bank.</p> <p>5. Candidates for the position of an independent member of the Supervisory Board shall submit the following documents:</p> <ul style="list-style-type: none"> <li>– an application in free form;</li> <li>– information about the candidate (curriculum vitae);</li> <li>– recommendation letters (if available);</li> <li>– a document confirming the absence of a criminal record;</li> <li>– other documents as required by the legislation of the Republic of Uzbekistan.</li> </ul> <p>6. The submitted documents shall be provided in the state language or in English or Russian.</p> <p>7. The Human Resources Department, together with the Corporate Consultant Service and the Legal Department of the Bank, shall review the submitted documents for completeness and correctness of execution, as well as for the candidates' compliance with the independence criteria specified in this Procedure, including the absence of conflicts of interest.</p> <p>8. Following the preliminary qualification assessment, the Human Resources Department shall prepare a list of candidates who meet the qualification requirements and independence criteria.</p> <p>9. The Human Resources Department shall form a package of necessary documents for submission to the</p> |
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| <p>a'zolari mezonlariga javob beradigan nomzodlar bo'yicha tavsiyalarni ko'rib chiqadi va Kuzatuv kengashiga taqdim etadi.</p> <p>11. Kuzatuv kengash tomonidan ko'rib chiqilgandan keyin Kuzatuv kengashning mustaqil a'zolarini saylash to'g'risidagi masala aksiyadorlarning umumiy yig'ilishiga tasdiqlash uchun belgilangan tartibda kiritiladi.</p> <p>12. Kuzatuv kengashini samarali shakllantirishni ta'minlash va mustaqil direktor lavozimini to'ldirishga bo'lgan ehtiyojni qondirish uchun Kadrlar departamenti nomzodlar zaxirasini (rezyumelar ma'lumotlar bazasini) shakllantiradi.</p> <p>13. Zaxiraga mustaqil a'zolar etib saylash uchun hujjatlar taqdim etgan nomzodlardan tashqari, zaxiraga kiritish uchun ariza bergan nomzodlar, agar ular belgilangan malaka talablariga javob bersa, kiritiladi.</p> | <p>Nomination and Remuneration Committee of the Supervisory Board (hereinafter – the Committee).</p> <p>10. The Committee shall review and present recommendations to the Supervisory Board regarding candidates who meet the criteria for independent members of the Supervisory Board.</p> <p>11. After consideration by the Supervisory Board, the issue of electing independent members of the Supervisory Board shall be submitted for approval to the General Meeting of Shareholders in the prescribed manner.</p> <p>12. For ensuring the effective formation of the Supervisory Board and meeting the need to fill the position of independent director, the Human Resources Department shall form a reserve of candidates (resume database).</p> <p>13. The reserve shall include, in addition to candidates who have submitted documents for election as independent members, those who have applied for inclusion in the reserve, if they meet the established qualification requirements.</p> |
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***"Ipoteka-bank" ATIB OTP Guruhi Kuzatuv  
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Annex №2 to the Rules of Procedure for  
the Supervisory Board of JSCMB  
"Ipoteka-Bank" OTP Group***

| <b>"IOTEKA-BANK" ATIB OTP GURUHI BANK<br/>KUZATUV KENGASHI MAJLISLARINI O'TKAZISH<br/>TO'G'RISIDAGI TARTIB QOIDALARI.</b>   | <b>RULES OF PROCEDURE FOR<br/>THE SUPERVISORY BOARD<br/>MEETINGS OF JSCMB<br/>IOTEKA BANK OTP GROUP.</b>   |
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| <b>1. Umumiy Qoidalar</b>   | <b>1. General Provisions</b>   |
| <p>1.1 Tartib qoidalarning maqsadi<br/>Ushbu Tartib qoidalarning (Tartib qoidalarning) maqsadi "Ipoteka-bank" ATIB Kuzatuv kengashi (Kk yoki Kuzatuv kengashi) majlislariga materiallarni tayyorlash bilan bog'liq tamoyillar va minimal talablarni shakllantirishdan iborat.</p> <p>Huquqiy asos<br/>Ushbu Tartib qoidalar O'zbekiston Respublikasi (O'zR) qonunchiligiga va boshqa talablarga muvofiq ishlab chiqilgan, shu jumladan:</p> <ol style="list-style-type: none"> <li>I. Aksiyadorlik jamiyatlari va aksiyadorlarning huquqlarini himoya qilish to'g'risida 06.05.2014 yildagi 370-sonli Qonun;</li> <li>II. Banklar va bank faoliyati to'g'risida 05.11.2019-yildagi 580-sonli Qonun;</li> <li>III. Tijorat banklarida korporativ boshqaruv to'g'risida Markaziy banking 30.06.2020-yildagi 3254-sonli Nizom Shuningdek:</li> <li>IV. Bank ustavi</li> <li>V. Kuzatuv kengashi (KkN) to'g'risidagi nizom;<br/>OTP Bank Plc.ning (OTP HQ) ichki talablari.</li> </ol> <p>1.2 Qo'llanish sohasi<br/>Tartib qoidalar Kuzatuv kengashi va Boshqaruv a'zolariga, Boshqaruv Raisga, direksiyalar rahbarlariga, korporativ kotibga va rahbariyat tomonidan tayinlangan</p> | <p>1.1 The purpose of the Rules<br/>The purpose of these rules (Rules) is to formulate the principles and minimum requirements related to the preparation of materials for the Supervisory Board (SB or Supervisory Board) meetings of JSCMB "Ipoteka Bank" (Bank).</p> <p>1.2. Legal Basis<br/>These Rules are developed in accordance with the law of the Republic of Uzbekistan (RUz) and other requirements, including:</p> <ol style="list-style-type: none"> <li>I. Law on Joint-Stock Companies and Protections of Shareholders Rights No. ZRU-370 dated 06.05.2014</li> <li>II. Law on Banks and Banking activity No. ZRU-580 dated 05.11.2019</li> <li>III. Central Bank's Regulation on Corporate Governance in Commercial Banks No.3254 dated 30.06.2020<br/>As well as:</li> <li>IV. The Charter of the Bank</li> <li>V. Regulation on the Supervisory Board (RSB);</li> </ol> <p>OTP Bank Plc.'s (OTP HQ) internal requirements.</p> <p>1.3. Scope of application<br/>The Rules apply to the members of the Supervisory Board and the Management Board, the CEO, the heads of directorates, the Corporate Secretary and</p> |

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| boshqa tegishli xodimlarga nisbatan tatbiq etiladi.   | other relevant employees assigned by the management.   |
| <b>2. Kuzatuv kengashi majlislariga tayyorgarlik ko'rish va ularni o'tkazish muddatlari</b>   | <b>2. Timing for Preparation and Follow-up for Supervisory Board Meetings</b>  |
| 3.1 Materiallarni tayyorlash, Kuzatuvchi kengashga taqdim etishning vazifalari va muddatlari oddiy majlislar o'tkazilganda quyidagilardan iborat bo'ladi: | 3.1 Tasks and deadlines for preparing, submitting the materials to the Supervisory Board in the case of ordinary meetings are as follows:  |
| Kuzatuv kengashi majlisini o'tkazish sanasi minus 15chi ish kuni soat 12:00 da uzog'i bilan<br><b>T minus 15th working day at 12:00 pm at the latest</b>  | Korporativ kotib mas'ul taqdim etuvchilarni taklif va materiallarni taqdim etishning yaqinlashib kelayotgan muddati to'g'risida xabardor qilgan holda ogohlantirish yuboradi.<br><b>The Corporate Secretary shall send out an alert notifying the responsible submitters about the upcoming deadline of proposal and material submission.</b>  |
| Kuzatuv kengashi majlisini o'tkazish sanasi minus 10chi ish kuni soat 12:00 da uzog'i bilan<br><b>T minus 10th working day at 12:00 pm at the latest</b>  | Materiallar loyihalari Boshqaruv, tegishli Kuzatuv kengash yoki Boshqaruv qo'mitasi va/yoki HQ OTP Bank (agar zarur bo'lsa) tomonidan oldindan ma'qullanganidan so'ng Korporativ kotibga taqdim etiladi.<br><b>The draft materials shall be submitted to the Corporate Secretary after they have been pre-approved by the Management Board, relevant SB or MB committee, and/or HQ OTP Bank (if required).</b> |
| Kuzatuv kengashi majlisini o'tkazish sanasi minus 7chi ish kuni soat 12:00 da uzog'i bilan<br><b>T minus 7th working day at 12:00 pm at the latest</b>    | Tegishli hollarda, korporativ kotib har qanday taklif yoki hisobotni, agar ular mazmun yoki shakl talablariga javob bermasa, taqdim etuvchilarga qaytarishi mumkin. <b>If applicable, the Corporate Secretary may return any proposal or report to the submitters if they do not comply with the content or form requirements.</b>   |
| Kuzatuv kengashi majlisini o'tkazish sanasi minus 6chi ish kuni uzog'i bilan<br><b>T minus 6th working day at the latest</b>                              | Bo'lajak majlisning kun tartibi Kuzatuv Kengash raisi tomonidan tasdiqlanadi.<br><b>The agenda of the forthcoming meeting shall</b>  |

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|  | <b>be approved by the Chairman of the Supervisory Board.</b>  |
| Kuzatuv kengashi majlisini o'tkazish sanasi minus 5chi ish kuni uzog'i bilan<br><b>T minus 5th working day at the latest</b> | Taklifnoma va takliflarning mavjud loyihalari Kuzatuv kengash a'zolariga va taklif etilganlarga yuboriladi.<br><b>The invitation and the available draft proposals shall be sent to the Supervisory Board members and invitees.</b>   |
| Kuzatuv kengashi majlisini o'tkazish sanasi minus 3chi ish kuni uzog'i bilan<br><b>T minus 3rd working day at the latest</b> | Materiallarning to'liq yakuniy paketi Kuzatuv kengashi a'zolari va taklif etilganlarga yuboriladi.<br><b>The complete, final package of materials shall be sent to the Supervisory Board members and invitees.</b>  |
| Kuzatuv kengashi majlisini o'tkazish sanasi<br><b>T</b>  | Kuzatuv kengashi majlisi o'tkaziladigan kun<br><b>The day of the Supervisory Board meeting</b>  |
| Kuzatuv kengashi majlisini o'tkazish sanasi +5chi ish kuni uzog'i bilan<br><b>T+5th working day at the latest</b>            | Majlis bayonnomasi loyihasi Kuzatuv kengash a'zolariga va taklif etilganlarga ularning fikr-mulohazalari uchun yuboriladi.<br><b>The draft minutes of the meeting shall be sent to the Supervisory Board members and invitees for their comments.</b>   |
| Kuzatuv kengashi majlisini o'tkazish sanasi +9chi ish kuni uzog'i bilan<br><b>T+9th working day at the latest</b>            | (i) Yig'ilish bayonnomasi Kuzatuv kengashi a'zolari, yig'ilish raisi va kotibi tomonidan imzolanadi.<br><b>(i) The minutes of the meeting shall be signed off by the SB members, Chairman and Secretary of the meeting.</b><br>Majlisning yakuniy tasdiqlangan bayonnomasi Kuzatuv kengashi va Boshqaruv a'zolariga yuboriladi. <b>(ii) The final approved minutes of the meeting shall be sent to the members of the Supervisory Board and Management Board.</b> |
| Kuzatuv kengashi majlisini o'tkazish sanasi +11chi ish kuni uzog'i bilan<br><b>T+11th working day at the latest</b>          | Kuzatuv kengash majlisi bayonnomasidan tegishli ko'chirmalar majlisga taklif etilganlarga va (yoki) qabul qilingan qarorlarning bajarilishi uchun mas'ul bo'lgan shaxslarga yuboriladi.<br><b>Relevant extracts from the minutes of the Supervisory Board meeting shall be sent to invitees and/or persons responsible for the execution of the passed resolutions.</b>   |
| <b>3. Kuzatuv kengashi materiallariga qo'yiladigan</b>   | <b>3. Minimum Requirements for the SB materials</b>   |

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| <b>minimal talablar</b>   |  |
|---|--|
| <p>3.1 Kuzatuv kengashi materiallarining ikki turi mavjud:</p> <ul style="list-style-type: none"> <li>- hisobot</li> <li>- taklif</li> </ul> <p>3.2 Hisobotlar Kuzatuv kengashi ma'lumotlari uchun Boshqaruv yoki tegishli ijroiya qo'mitalari tomonidan tayyorlanadi va/yoki oldindan tasdiqlanadi. Ushbu hisobotlarning maqsadi (barcha zarur ma'lumotlarni o'z ichiga olgan holda) ma'lum bir voqealar yoki rivojlanishlarga tegishli ma'lumotlarni tez va moslashuvchan tarzda uzatishdir va shuning uchun ular odatda harakatlarni talab qilmaydi, shuningdek, qaror shaklida qabul qilinadigan aniq qarorlarni talab qilmaydi.</p> <p>3.3 Hisobotlarda asosiy fikrlar bayon etilgan qisqacha ma'lumot bo'lishi lozim. Qisqacha ma'lumotning namunasi ushbu hujjatga 2- ilovada keltirilgan.</p> <p>Takliflar Boshqaruv a'zolari yoki biznes direksiyalari yoki mustaqil funksiyalar rahbarlari (masalan, Boshqaruv a'zolari) tomonidan kiritiladi. Ichki audit, Risk, Komplayens, xavfsizlik yoki ESG va boshqalar) va qarorlar qabul qilish uchun materiallarni o'z ichiga oladi. Ushbu materiallar faktlar, ma'lumotlar va masala tarixini tahlil qilish orqali ma'lum bir mavzu yoki masalaga oid qarorlar qabul qilish imkonini beradi. Ularda taklif qilinayotgan qarorlar va taklif qilinayotgan qaror shaklidagi zarur harakatlar mavjud bo'lib, unda ularning bajarilishi va amalga oshirilishi uchun mas'ul bo'lgan shaxs, shuningdek sanab o'tilgan vazifalarni bajarish muddati ko'rsatiladi.</p> <p>3.4 Takliflar Kuzatuv kengashining to'g'ri qaror qabul qilishini ta'minlash uchun yetarli bo'lgan mazmunga (barcha zarur ma'lumotlarni o'z ichiga olgan holda) ega bo'lishi lozim.</p> <p>3.5 Materiallar faqat Kuzatuv kengashiga taqdim etilishi mumkin, agar Boshqaruv yoki Bankning vakolatli qo'mitasi (agar bunday qo'mita mavjud bo'lmasa, u holda mavzu uchun mas'ul bo'lgan professional soha) uni oldindan muhokama qilgan va 3-ilovada keltirilganidek zarur hollarda tasdiqlagan bo'lsa. Bundan tashqari, ba'zi mavzular bo'yicha OTP bosh ofisining (HQ) ko'rsatilgan tashkiloti /</p> | <p>3.1. There are two types of SB materials:</p> <ul style="list-style-type: none"> <li>- report</li> <li>- proposal</li> </ul> <p>3.2. Reports are made and/or pre-approved by the Management Board or relevant executive committees for the Supervisory Board's information. The purpose of these reports (including all necessary information) is to quickly and flexibly transfer information relating to certain events or developments and as such, they usually do not necessitate actions, nor do they require specific decisions to be made in the form of a resolution.</p> <p>3.3. Reports should have a summary, outlining key points. The template of the summary report is given in Annex 2 to this document.</p> <p>Proposals are made by the Management Board members, or heads of business directorates or independent functions (e.g. Internal Audit, Risk, Compliance, Security or ESG, etc.) and include materials for decision-making. These materials enable decision making relating to a specific topic, or an issue by presenting analysis of facts, data and history of the issue. They contain the proposed decisions and the required actions in the form of a proposed resolution, which also identifies the person who is responsible for their execution and implementation as well as the deadline for the completion of the tasks listed.</p> <p>3.4. Proposals must have content (including all necessary information) that is sufficient to enable the Supervisory Board to make right decisions.</p> <p>3.5. Materials can only be submitted to the Supervisory Board, if the Management Board or the competent committee of the Bank (in case there is no such committee, then the professional area responsible for the topic) has discussed it in advance and approved it as necessary as given in Annex 3. Furthermore, in</p> |

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organi ham oldindan muhokama qilishi va rozilik berishi talab etiladi. Ushbu qoidadan faqat ushbu Qoidalarning 3-ilovasida tavsiflangan va sanab o'tilgan oldindan belgilangan materiallar istisno hisoblanadi.

3.6 Kuzatuv kengashiga ma'lumot uchun taqdim etiladigan hisobotlar 3-ilovada keltirilgan tegishli organ tomonidan oldindan tasdiqlanadi.

3.7 Taqdim etuvchi materialning ishonchliligi va professional darajasi uchun javobgardir. Taqdim etuvchi materialni taqdim etishdan oldin zarur maslahat va muvofiqlashtirish vazifalarini bajaradi. Bundan tashqari, taqdim etuvchi taqdim etishning shakli, mazmuni va o'z vaqtidaligi bo'yicha rasmiy talablarga rioya etilishi uchun javobgardir. Agar material Kuzatuv kengashiga taqdim etilgunga qadar uni kelishish uchun mas'ul shaxs mavjud bo'lsa, u holda taqdim etuvchi talab qilinadigan dastlabki kelishuvni olish uchun ham javobgardir.

3.8 Har qanday taklif:

1) uning qachon yakunlanganligini ko'rsatadi, taklifni tayyorlagan shaxsni aniqlaydi, uning kiritilishini ma'qullagan shaxsni, taklif bo'yicha o'z fikrini bildirgan qo'mitalar va tashkiliy bo'linmalarni ko'rsatadi;

2) agar bu yangi ichki hujjat yoki Kuzatuv kengashi tomonidan tasdiqlanishi kerak bo'lgan amaldagi ichki hujjatga o'zgartirishlar, qo'shimchalar va/yoki qo'shimchalar bilan bog'liq bo'lsa, ushbu hujjatning oldingi tahririni tasdiqlagan boshqaruv organini, shuningdek, ma'lumot raqami va tasdiqlash sanasini ko'rsatishi lozim;

3) eng muhim ma'lumotlarni ajratib ko'rsatadigan, taklifning asosiy jihatlari, risk bo'yicha mulohazalar, taqdim etuvchining fikri, shuningdek, uning mazmunining to'liqligi va to'g'riligi uchun javobgarligi to'g'risidagi bayonoti umumlashtirilgan, ko'pi bilan bir (1) sahifada bayon etilgan qisqacha ma'lumotni o'z ichiga olishi lozim;

4) professional maslahatlarning qisqacha mazmunini, shu jumladan OTP bosh ofisining xulosasi va tasdig'ini o'z ichiga olishi lozim;

5) agar OTP bosh ofisining fikri va/yoki ma'qullashi mavjud bo'lsa, bunday ma'lumot taqdim etilishi shart. Agar fikr va/yoki ma'qullash shartli bo'lsa,

the case of certain topics it is also required that the specified organization / body of OTP HQ has discussed and provided consent in advance as well. Exceptions to this rule are only those predetermined materials, which are described and listed in Annex 3 to these Rules.

3.6. Reports submitted to the Supervisory Board for information shall be pre-approved by a relevant body given in Annex 3.

3.7. A submitter is accountable for the credibility and the professional standard of the material. The submitter is in charge of performing the required consultation and coordination tasks prior to submitting the material. Furthermore, the submitter is responsible for complying with the formal requirements of form, content and timeliness of the submission. In case there is a person responsible for approving the material prior to its submission to the Supervisory Board, then the submitter is in charge of obtaining the required prior approval as well.

3.8. Any proposal:

1) shall indicate when it was finalized, identify the person who prepared the proposal, indicate the person who approved its submission, and the committees and organizational units that expressed their opinion about the proposal;

2) in case if it is related to a new internal document or alterations, amendments and/or additions to an existing internal document to be approved by the Supervisory Board shall specify the governing body that approved the previous version of this document, as well as reference number and date of approval;

3) shall contain an executive summary that highlights the most important information in maximum one (1) page, summarizing the key points of the proposal, risk considerations, the opinion of the submitter as well as their statement of being liable for the completeness and accuracy of the content;

4) shall contain the summary of the professional consultations, including the opinion and the approval of OTP HQ;

5) in case there is OTP HQ's opinion and/or

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| <p>shart (lar) qanday bajarilganligi ham ko'rsatilishi kerak. Agar shart (lar) hali bajarilmagan bo'lsa, bu qanday amalga oshiriladi. Ikkinchisiga kelsak, taklifda tegishli qaror loyihasi ham bo'lishi lozim;</p> <p>6) asosli qaror qabul qilish imkonini berish uchun yetarli bo'lishi kerak va shuning uchun tegishli hollarda quyidagilarni tavsiflashi lozim:</p> <p>6.1) taklifning asosiy maqsadi/sababi (masalan, me'yoriy talablar, boshqa kengash yoki qo'mita qarorlari, Bankka yoki butun mahalliy guruhga taalluqli masala va boshqalar);</p> <p>6.2) taklifning muqaddimasi va mavzuning tegishli tarixi;</p> <p>6.3) taklifga tayyorgarlik sifatida bajarilgan tahlil xulosasi;</p> <p>6.4) taklif etilayotgan yechimlar - muqobillarni ularning afzalliklari va kamchiliklari, shuningdek, biznes faoliyati va yillik rejaga erishishga kutilayotgan ta'siri bilan tavsiflash;</p> <p>6.5) kutilayotgan natija, taklif etilgan tashkiliy va operatsion o'zgarishlar, zarur qarorlar nuqtalari va ularni amalga oshirish uchun zarur bo'lgan resurslar bo'yicha hisob-kitoblar (masalan, xodimlar soni, CAPEX, OPEX va PEREX);</p> <p>6.6) qaror (lar) ga ta'sir ko'rsatishi mumkin bo'lgan holatlar va boshqa ma'lumotlar;</p> <p>6.7) oldindan maslahatlashuvdan keyin qolgan har qanday kelishmovchilikni, shu jumladan OTP bosh ofisining tavsiyalari va fikrlarini taqdim etish;</p> <p>6.8) taklifning muqobil variantlari va ular bilan bog'liq qarorlar;</p> <p>6.9) amalga oshirishning kutilayotgan ta'siri va/yoki natijasi;</p> <p>7.) quyidagilarni (zarur hollarda) o'z ichiga olgan qaror takliflarini o'z ichiga olishi kerak:</p> <p>7.1) aniq taklif etilayotgan chora-tadbirlar (harakatlar);</p> <p>7.2) resurslarga bo'lgan talab (FTE, boshqa xarajatlar);</p> <p>7.3) ijro uchun mas'ul shaxs va/yoki tashkiliy bo'linma, ijro jarayonida hissa qo'shadigan tashkiliy bo'linmalar (direksiya);</p> <p>7.4) mas'ul shaxs va/yoki ijroni nazorat qilishga vakolatli bo'lgan tashkiliy bo'linma;</p> <p>7.5) amalga oshirish muddati;</p> | <p>approval, such must be presented. If the opinion and/or approval was conditional, it must also be shown how the condition(s) was (were) met. If the condition(s) has (have) not yet been met, how will such be done. Regarding the latter, the proposal must also contain appropriate resolution draft;</p> <p>6) shall be sufficient to enable informed decision making, and therefore shall describe the following, when relevant:</p> <p>6.1) main purpose/reason of the proposal (e.g., regulatory requirements, decisions of another board or committee, an issue affecting the Bank or the entire local group, etc.);</p> <p>6.2) background of the proposal and the relevant history of the topic;</p> <p>6.3) summary of the analysis completed as a preparation for the proposal;</p> <p>6.4) the proposed solutions - describing the alternatives along with their advantages and disadvantages, and their expected impact on the business activity and achievement of the annual plan;</p> <p>6.5) expected result, suggested organizational and operational changes, necessary decision points, and calculations regarding resources needed for these to be implemented (e.g. headcount, CAPEX, OPEX, and PEREX);</p> <p>6.6) circumstances and other information potentially affecting the decision(s);</p> <p>6.7) presentation of any disagreement remaining after prior consultation, including recommendations and opinions of OTP HQ;</p> <p>6.8) alternatives for the proposal and related decision points;</p> <p>6.9) expected impact and/or result of the implementation;</p> <p>7) shall contain resolution proposals containing the following (when relevant):</p> <p>7.1) specific proposed measures (actions);</p> <p>7.2) resource requirements (FTE, other costs);</p> <p>7.3) responsible person and/or organizational unit for the implementation, and organizational units (directorates) contributing during the execution;</p> <p>7.4) responsible person and/or organizational unit authorized to control the execution;</p> |
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| <p>8) quyidagilardan iborat bo'lgan ilovalarga ega bo'ladi:</p> <p>8.1) manfaatdor tomonlarning tashkiliy bo'linmalari bilan kelishuvni ifodalovchi elektron pochta xabarlari va hujjatlar hamda qo'mitaning talab qilinadigan tasdiqlari;</p> <p>8.2) boshqa tegishli hujjatlar.</p> <p>4.9.1) Hisobotlarda zarurat tug'ilganda 6.9-bandning istalgan bandleri bo'lishi lozim.</p> <p>4.9.2) Takliflar va hisobotlar uchun namuna 2- ilovada keltirilgan.</p> | <p>7.5) deadline of the implementation;</p> <p>8) shall have annexes consisting of:</p> <p>8.1) emails and documents representing the alignment with stakeholder organizational units and required committee approvals;</p> <p>8.2) other relevant documents.</p> <p>4.9.1) The reports should contain any items of Paragraph 6.9. as necessary</p> <p>4.9.2) The template for proposals and reports is set out in Annex 2.</p> |
| <b>4. Yakuniy qoidalar</b>   | <b>4. Final provisions</b>  |
| <p>4.1 Mazkur Tartib qoidalar Kuzatuv kengashi tomonidan tasdiqlangandan so'ng kuchga kiradi.</p> <p>4.2 Ushbu Tartib qoidalarga kiritilgan har qanday o'zgartirishlar, qo'shimchalar yoki bekor qilishlar Kuzatuv kengashining roziligi bilan amalga oshiriladi.</p> <p>4.3 Ushbu hujjatning biznes egasi Korporativ kotibiyatdir.</p>  | <p>4.1. These Rules of procedures shall come in force upon approval of the Supervisory Board.</p> <p>4.2. Any alterations, amendments, additions or cancellation of these rules are subject to approval of the Supervisory Board.</p> <p>4.3. Business owner of this document is the Corporate Secretariat.</p>   |

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***Annex №3 to the Rules of Procedure for the Supervisory Board of JSCMB "Ipoteka-Bank" OTP Group***

| <b>"IOTEKA-BANK" ATIB OTP GURUHI BANK KUZATUV KENGASHI A'ZOLARIGA MUKOFOTNI TO'LASH TO'G'RISIDAGI TARTIB QOIDALARI.</b>  | <b>RULES OF PROCEDURE ON REMUNERATION PAYMENTS TO THE MEMBERS OF THE SUPERVISORY BOARD OF JSCMB IOTEKA BANK OTP GROUP.</b>  |
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| <b>1. Umumiy Qoidalar</b>  | <b>1. General Provisions</b>  |
| <p>1.1 Mazkur Qoidalarning maqsadi "Ipoteka-bank" ATIB OTP guruhi" (keyingi o'rinlarda Bank deb yuritiladi) Kuzatuv kengashi a'zolariga mukofotni to'lash va harajatlarini qoplash tartibi va limitlarini tartibga solishdan iborat.</p> <p>1.2 O'zbekiston Respublikasining "Aksiyadorlik jamiyatlari va aksiyadorlarning huquqlarini himoya qilish to'g'risida"gi № 370 va "Banklar va bank faoliyati to'g'risida"gi 580-sonli qonunlari hamda O'zbekiston Respublikasi Markaziy bankingning "Tijorat banklarini korporativ boshqarish to'g'risida"gi 3254-sonli Nizomi, "Ipoteka-bank" ATIB OTP guruhi ustavi va "Ipoteka-bank" ATIB OTP guruhi Kuzatuv kengashining Nizomi.</p> <p>1.3 Qoidalar Kuzatuv kengashi a'zolari, Boshqaruv Raisi, Bosh Moliya direktori hamda HR va buxgalteriya direksiyalari rahbarlari, Korporativ kotibi rahbariyat tomonidan tayinlangan va boshqa tegishli xodimlarga nisbatan qo'llaniladi.</p> <p>1.4 Mukofot va/yoki xarajatlar uchun kompensatsiya bank tomonidan Kuzatuv kengashi a'zolarining shaxsiy bank hisobvaraqlariga to'lanadi. Kuzatuv kengashi a'zolariga to'lanadigan mukofot va xarajatlarni qoplashning taxminiy yillik miqdori Bankning yillik byudjetiga kiritiladi.</p> | <p>1.1 The purpose of these Rules is to regulate the procedure and limits for payment of the remuneration and compensation for expenses of the members of the Supervisory Board of the JSCMB Ipoteka Bank OTP Group (hereinafter – the Bank).</p> <p>1.2. The relevant documents to the Rules are Laws of the Republic of Uzbekistan "On Joint-Stock Companies and Protection of Shareholders Rights" #370 and "On Banks and Banking Activity" #580, and Regulation of the Central Bank of the Republic of Uzbekistan "On Corporate Governance of Commercial Banks" #3254, the Charter of JSCMB Ipoteka Bank OTP Group and Terms of Reference for the Supervisory Board of JSCMB Ipoteka Bank OTP Group.</p> <p>1.3 The Rules apply to the members of the Supervisory Board, CEO, CFO and heads of HR and accounting directorates, Corporate Secretary and other relevant employees assigned by the management.</p> <p>1.4 Remuneration and/or compensation for expenses shall be paid by the Bank to the personal bank accounts of the Supervisory Board members. Projected annual amounts of remuneration and compensation for expenses payable to the Supervisory Board members shall be included in the Bank's Annual Budget.</p> |
| <b>2. Mukofotni to'lash</b>  | <b>2. Remuneration Payment</b>  |

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| <p>2.1 Bank tomonidan to'lanadigan mukofotning chegaralari va davriyligi Bank va Kuzatuv kengashi a'zolari o'rtasida tuziladigan alohida shartnomalarda belgilanadi.</p> <p>2.2 Mukofot to'lash bo'yicha hisobot davri bank aksiyadorlarining yillik umumiy yig'ilishi o'tkaziladigan kundan keyingi oydan boshlanadigan va bank aksiyadorlarning yillik umumiy yig'ilishi o'tkazilgan oyning oxirgi kunida tugaydigan korporativ yil hisoblanadi.</p> <p>2.3 Kuzatuv kengashi har qanday a'zosining vakolatlari muddatidan oldin tugatilgan taqdirda, mukofot ushbu a'zo o'z vazifalarini bajargan to'liq oylarning haqiqiy sonidan kelib chiqqan holda to'lanadi.</p> <p>2.4 Korporativ kotibiyat Kuzatuv kengashi a'zolariga hisobot davri uchun mukofot to'lash to'g'risidagi ichki eslatmani o'z vaqtida taqdim etish uchun javobgardir. Korporativ kotibiyat hisobot davrida Kuzatuv kengashining har bir a'zosi ishtirok etgan Kuzatuv kengashi majlislarining foizini ko'rsatadi. Vaqt jadvali hisobot davridan keyingi oyning 10 ish kunidan kechiktirilmaydi.</p> <p>2.5 Kuzatuv kengashi a'zosiga hisobot davri uchun to'lanadigan mukofot miqdori, agar u ushbu davrdagi yig'ilishlar umumiy sonining 50% dan kamida qatnashgan bo'lsa, mutanosib ravishda kamaytiriladi, kasallik holati yoki boshqa asosli sabablar bundan mustasno.</p> <p>2.6 Bosh Moliya direktori (CFO) mukofot to'lovlarini o'z vaqtida tasdiqlash uchun javobgardir. Tugash muddati: Korporativ kotibiyatdan ichki eslatma olingan kundan boshlab 5 ish kunidan kechiktirmay.</p> <p>2.7 HR direksiyasi ushbu hujjatga ilovada ko'rsatilganidek, tegishli to'lov topshiriqnomasining bajarilishi uchun Buxgalteriya direksiyasiga to'g'ri va o'z vaqtida taqdim etilishi uchun javobgardir. Amal qilish muddati - Moliya direktorining yozma roziligini olgandan keyin 5 ish kunidan kechiktirmay.</p> <p>2.8 Buxgalteriya direksiyasi Operatsion direksiyasi bilan birgalikda to'lov topshiriqnomasi olingan kundan boshlab 5 ish kuni ichida to'lov topshirig'ini bajaradi.</p> <p>2.9 Kuzatuv kengashiga mukofot to'lash to'g'risidagi ma'lumotlar O'zbekiston qonunchiligiga muvofiq</p> | <p>2.1 The limits and frequency of remuneration payments executed by the Bank are set up in the individual agreements concluded between the Bank and members of the Supervisory Board.</p> <p>2.2 The accounting period remuneration payment is a corporate year which starts from the month following the date of the annual General Shareholders Meeting of the Bank and ends on the last day of the month in which the annual General Shareholders Meeting was convened.</p> <p>2.3 In case of early termination of power of any member of the Supervisory Board, the remuneration shall be paid on the basis of the actual number of full months during which this member fulfilled his/her duties.</p> <p>2.4 The Corporate Secretariat is responsible for the timely submission of an internal note regarding remuneration payment to the Supervisory Board members for a reporting period. The Corporate Secretariat shall indicate the percentage of the Supervisory Board meetings attended by each Supervisory Board member during the reporting period. The timeline is not later than 10th business day of a month following the reporting period.</p> <p>2.5 A remuneration amount payable to a Supervisory Board member for a reporting period shall be reduced proportionally in case if he/she attended less than 50% of the total number of meetings for this period, except for cases of his/her illness or any other valid reason.</p> <p>2.6 The Chief Finance Officer (CFO) is responsible for timely approval for the remuneration payment. The timeline is not later than 5 business days after receipt of the internal note from the Corporate Secretariat.</p> <p>2.7 The HR Directorate is responsible for accurate and timely submission of a relevant payment order to the Accounting Directorate for execution, as given in Annex to this document. The timeline is not later than 5 business days after receipt of the CFO's written approval.</p> <p>2.8 The Accounting Directorate jointly with the Operations Directorate shall execute the payment order within 5 business days after receipt of the payment order.</p> |
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| <p>oshkor etilishi shart.</p>  | <p>2.9 The information about the remuneration of the Supervisory Board is subject to disclosure as per Uzbekistan law.</p>  |
| <b>3. Xarajatlarni qoplash</b>   | <b>3. Compensation for expenses</b>   |
| <p>3.1 Bank Kuzatuv kengashi a'zolariga o'z vazifalarini bajarish bilan bog'liq xarajatlarni qoplaydi.</p> <p>3.2 Bunday mukofotni to'lash shartlari va tartibi Bank va Kuzatuv kengashi a'zolari o'rtasida tuziladigan alohida shartnomalar bilan belgilanadi.</p> <p>3.3 Kuzatuv kengash a'zosining safar xarajatlari u doimiy yashaydigan mamlakatdan tashqarida o'tkaziladigan Kuzatuvchi kengash va/yoki uning qo'mitasining navbatdagi yoki navbatdan tashqari yig'ilishida qatnashgan taqdirda qoplanadi va quyidagilarni o'z ichiga oladi:</p> <ol style="list-style-type: none"> <li>1) transport;</li> <li>2) joylashtirish;</li> <li>3) kunlik ta'minot;</li> <li>4) O'zbekiston Respublikasida aloqa (mobil aloqadan tashqari);</li> <li>5) O'zbekiston Respublikasida ofis xizmati (skanerlash, fotonusxa ko'chirish, faksimil aloqa, poligrafiya va boshqalar);</li> <li>6) kuryerlik va pochta aloqasi.</li> </ol> <p>3.4. Yashash xarajatlarini qoplash haqiqiy xarajatlar bo'yicha amalga oshiriladi, biroq tasdiqlovchi hujjatlar olinganda nomerni bronlashtirish qiymatini qo'shgan holda nomerning tannarxidan oshmasligi kerak.</p> <p>Kunlik ta'minot Bank Boshqaruvi raisining xizmat safari xarajatlarini qoplash bo'yicha Bankning ichki hujjati bilan belgilanadi.</p> <p>Yo'l xarajatlarini qoplash Bank tomonidan tasdiqlovchi hujjatlar olingandan so'ng haqiqiy xarajatlar bo'yicha amalga oshiriladi.</p> <p>Bunday mablag'lar Kuzatuv kengashi a'zosining tasdiqlovchi hujjatlari olingan kundan boshlab 20 ish kuni mobaynida uning bankdagi shaxsiy</p> | <p>3.1 The Bank shall reimburse the expenses of the Members of the Supervisory Board related to the fulfilment of their duties.</p> <p>3.2 The terms and conditions of such compensation are set out in the individual agreements concluded between the Bank and members of the Supervisory Board.</p> <p>3.3 Travel expenses of a member of the Supervisory Board shall be reimbursed in case of his/her attendance at a regular or extraordinary meeting of the Supervisory Board and/or its committee held outside the country of his/her permanent residence, and include the following:</p> <ol style="list-style-type: none"> <li>1) transport.</li> <li>2) accommodation.</li> <li>3) daily allowance.</li> <li>4) communication (except for mobile communication) in the Republic of Uzbekistan;</li> <li>5) office service (scanning, photocopying, faxing, printing, etc.) in the Republic of Uzbekistan;</li> <li>6) courier and postal service.</li> </ol> <p>3.4. Reimbursement of accommodation expenses shall be made according to actual costs, but not more than the cost of a suite room, including the cost of booking, upon receipt of supporting documents.</p> <p>A daily allowance rate is set by the Bank's internal document regarding the reimbursement of travel expenses of the Chairman of the Management Board of the Bank.</p> <p>Reimbursement of travel expenses shall be made by the Bank at actual costs upon receipt of supporting documents.</p> |

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hisobvarag'iga o'tkaziladi.

3.5. Qoplashning umumiy summasi 14 mln so'mdan oshmasligi kerak. Aks holda, rais yoki rais o'rinbosari, Strategiya va Moliya bloki rahbarining oldindan yozma roziligi talab etiladi.

3.6. Kuzatuv kengashi a'zolari uning xarajatlarini qoplash uchun Korporativ kotibiyatga yozma so'rovnomaga yuboradi va barcha tegishli kvitansiyalarni (ya'ni aviachipta, mehmonxonada yashash va boshqalar) ilova qiladi.

Agar xarajatlarning umumiy miqdori Bank va Kuzatuv kengashi a'zosi o'rtasida tuzilgan shartnomada belgilangan kompensatsiya limitidan oshib ketsa, Kuzatuv kengashi a'zosi bunday ortiqcha limitni (elektron pochta orqali yozishmalar) Boshqaruv rasi yoki Moliya direktorining yozma roziligini ham ilova qiladi.

3.7. Korporativ kotibiyat hisobot davridan keyingi oyning 10 ish kunidan kechiktirmay Kuzatuv kengashi a'zosiga qoplash to'g'risida ichki ma'lumotnomani taqdim etadi.

3.8. Bosh Moliya direktori (CFO) Korporativ kotibiyatdan ichki bildirishnomani olingandan keyin 5 ish kunidan kechiktirmay kompensatsiya to'lovini tasdiqlaydi.

3.9. Kadrlar direksiyasi Bosh Moliya direktorning yozma roziligini olgandan keyin 5 ish kunidan kechiktirmay buxgalteriya direksiyasiga ijro etish uchun tegishli to'lov topshiriqnomasini taqdim etadi.

3.10. Buxgalteriya direksiyasi Operatsion direksiya bilan birgalikda to'lov topshiriqnomasini to'lov topshiriqnomasi olingandan keyin 5 ish kuni mobaynida bajaradi.

Such reimbursement shall be transferred to a Supervisory Board member's personal bank account within 20 business days from the day of the receipt of his/her supporting documents.

3.5. The total amount of reimbursement shall not exceed UZS 14 million. Otherwise, a prior written consent of the Chairman or Deputy Chairman, Head of Strategy and Finance Block, is required.

3.6. For reimbursement of his/her expenses the members of the Supervisory Board shall submit to the Corporate Secretariat a written request and attach all relevant receipts (i.e. air-ticket, hotel accommodation, etc.).

In case if the total amount of the expenses exceeds the compensation limit determined in the agreement concluded between the Bank and Supervisory Board member, the latter shall also attach a CEO or CFO's written approval for such overlimit (email correspondence).

3.7. The Corporate Secretariat shall submit an internal note regarding reimbursement to the Supervisory Board member not later than 10th business day of a month following the reporting period.

3.8. The Chief Finance Officer (CFO) shall approve the compensation payment not later than 5 business days after receipt of the internal note from the Corporate Secretariat.

3.9. The HR Directorate shall submit a relevant payment order to the Accounting Directorate for execution not later than 5 business days after receipt of the CFO's written approval.

3.10. The Accounting Directorate jointly with the Operations Directorate shall execute the payment

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|   | order within 5 business days after receipt of the payment order.   |
| <b>4. Yakuniy qoidalar</b>  | <b>4. Final provisions</b>   |
| <p>4.1 Ushbu Qoidalar aksiyadorlar umumiy yig'ilishi tomonidan tasdiqlangandan so'ng kuchga kiradi.</p> <p>4.2 Ushbu qoidalarga har qanday o'zgartirishlar, qo'shimchalar yoki bekor qilish aksiyadorlar umumiy yig'ilishi tomonidan tasdiqlanishi lozim.</p> <p>4.3 Ushbu hujjatning biznes egasi Korporativ Kotibiyatdir.</p> | <p>4.1 These Rules shall come into force upon approval of the General Shareholders Meeting.</p> <p>4.2 Any alterations, amendments, additions or cancellation of these rules are subject to approval of the General Shareholders Meeting.</p> <p>4.3 Business owner of this document is Corporate Secretariat.</p> |

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***Annex №4 to the Rules of Procedure for the Supervisory Board of JSCMB "Ipoteka-Bank" OTP Group***

| <b>"Ipoteka-bank" ATIB OTP Guruhi Kuzatuv kengashi majlislarida ko'rib chiqiladigan masalalarning minimal ro'yxati.</b>     | <b>The Minimum list of issues to be reviewed at the Supervisory Board Meetings of JSCMB Ipoteka Bank OTP Group.</b> |
|---|---|
| <b>Vakolatlar matritsasi</b>  | <b>Matrix of Authorities</b>  |
| <b>I. Aksiyadorlarning umumiy yig'ilishi</b>  | <b>I. General Shareholders Meeting</b>  |
| Bankning o'rta va uzoq muddatli rivojlanish strategiyasini tasdiqlash   | Approve Bank's medium and long-term development strategy  |
| Rivojlanish strategiyasining amalga oshirish holatini tahlil qilish   | Analyze development strategy implementation status  |
| Bankning yillik moliyaviy hisobotini tahlil qilish  | Analyze Bank's annual financial report  |
| Kuzatuv kengashi raisining hisobotini tahlil qilish   | Analyze Statement of SB Chair   |
| Boshqaruv raisining hisobotini tahlil qilish  | Analyze Statement of MB Chair   |
| Korporativ ijtimoiy mas'uliyat (CSR) hisobotini tahlil qilish   | Analyze CSR Report  |
| Korporativ boshqaruv siyosati va tartib-taomillarini tasdiqlash   | Approve CG Policy and procedures  |
| Bank ustavini tasdiqlash  | Approve Bank's Charter  |
| Bankni qayta tashkil etish yoki tugatishni tasdiqlash   | Approve reorganization or liquidation   |
| Bank nomini o'zgartirishni tasdiqlash   | Approve a change of the Bank's name   |
| Kuzatuv kengashi tarkibi va a'zolarini tasdiqlash   | Approve SB composition and membership   |
| Boshqaruv tarkibi va a'zolarini tasdiqlash  | Approve MB composition and membership   |
| E'lon qilingan aksiyalarning maksimal hajmini belgilash   | Determine max size of announced shares  |
| Ustav kapitalidagi har qanday o'zgarishlarni tasdiqlash   | Approve any changes in authorized capital   |
| Xodimlar aksiyalarini tasdiqlash  | Approve employees' shares   |
| Yirik hamkorliklar, qo'shma korxonalar, foydani taqsimlash bo'yicha bitimlar hamda intellektual mulk huquqlarini tasdiqlash | Approve major partnerships, joint ventures, profit sharing agreements, intellectual property rights                 |
| G'aznachilik aksiyalarini tasdiqlash  | Approve treasury stock  |
| Bankning tashkiliy tuzilmasini tasdiqlash   | Approve Bank's org structure  |
| Boshqaruv a'zolari uchun mukofot va kompensatsiya miqdorlarini tasdiqlash   | Approve remuneration & compensation amounts for MB  |
| Bank foydasi yoki zararini taqsimlash   | Distribution of Bank's profits or losses  |
| Derivativ qimmatli qog'ozlarni chiqarish  | Derivative securities issuance  |

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| Tashqi auditorning konsolidatsiyalashgan moliyaviy hisobotini tasdiqlash                                   | Approve external auditor's consolidated financial report                  |
| Hisob siyosati yoki soliq siyosatidagi har qanday o'zgarishlarni tasdiqlash                                | Approve any changes in accounting principles or tax policies              |
| Kuzatuv kengashi a'zolari uchun mukofot va kompensatsiya miqdorlarini tasdiqlash                           | Approve remuneration & compensation amounts for SB                        |
| Bank aksiyalarini sotib olish bo'yicha ustuvor huquqlar  | Preemptive rights to buy Bank's shares                                    |
| Kuzatuv kengashi hisobotlari (Bank faoliyatining tartibga soluvchi talablariga muvofiqligi)                | SB's reports (compliance with regulatory requirements on Bank's activity) |
| Aksiyadorlarning umumiy yig'ilish Ustavini tasdiqlash  | Approve GM's Charter  |
| Yirik bitimlarni tasdiqlash (Bank sof aktivlarining 50% dan ortig'i va manfaatdor tomonlar bilan bitimlar) | Approve major transactions (over 50% of Bank's net assets and RPT)        |
| Aksiyalarni joylashtirish qiymatini tasdiqlash   | Approve value of shares placement   |
| Mustaqil auditorni tanlash va maksimal to'lov miqdorini belgilash  | Select an independent auditor and max fee                                 |
| Yillik biznes-reja (byudjet)   | Annual business plan (budget)   |
| Asosiy xodimlar to'g'risidagi Nizomni tasdiqlash   | Approve key staff regulation  |
| Dividendlar to'lashni tasdiqlash (zararni taqsimlash)  | Approve dividends payment (loss allocation)                               |
| OTP qarzlari yoki OTP bilan bog'liq har qanday bitim   | OTP borrowings or any OTP related transaction                             |
| Affillangan shaxslar bilan har qanday bitim  | Any affiliated person transaction   |
| Boshqa masalalar   | AOB   |
| <b>Aksiyadorlarning yillik umumiy yig'ilishi:</b>  | <b>AGM:</b>   |
| Bankning yillik hisoboti (Kuzatuv kengashi va Boshqaruv, jumladan Korporativ ijtimoiy mas'uliyat)          | Bank's annual report (SB and MB, including CSR)                           |
| Mustaqil auditor hisobotini tasdiqlash   | Independent auditor's report  |
| Yillik biznes-reja (byudjet)   | Annual business plan (budget)   |
| Kuzatuv kengashi vakolatlarini uzaytirish, nomzodini ko'rsatish va vakolatini tugatish                     | SB's extention, nomination and termination                                |
| Boshqaruvning vakolatlarini uzaytirish, nomzodini ko'rsatish va vakolatini tugatish                        | MB's extention, nomination and termination                                |
| Bankning tashkiliy tuzilmasini tasdiqlash  | Approve Bank's org structure  |
| Boshqaruv uchun mukofot va kompensatsiya miqdorlarini tasdiqlash   | Approve remuneration & compensation amounts for MB                        |
| Bank foydasi yoki zararini taqsimlash  | Distribution of Bank's profits or losses                                  |
| Kuzatuv kengashi uchun mukofot va kompensatsiya miqdorlarini tasdiqlash                                    | Approve remuneration & compensation amounts for SB                        |
| Mustaqil auditorni tanlash va maksimal to'lov miqdorini belgilash  | Select an independent auditor and max fee                                 |

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| Aksiyadorlarning yillik umumiy yig'ilishi Ustavini (Kuzatuv kengashi va Boshqaruv ustavlarini) tasdiqlash  | Approve GM's Charter (SB and MB charters)  |
| Boshqa masalalar   | AOB  |
| <b>II. Kuzatuv kengashi</b>  | <b>II. Supervisory Board</b>   |
| Bank faoliyatining ustuvor yo'nalishlarini belgilash   | Determine priority areas of Bank's activities  |
| Rivojlanish strategiyasi amalga oshirilish holati bo'yicha Boshqaruv hisobotlarini ko'rib chiqish  | Review management's reports on development strategy implementation status              |
| Aksiyadorlar umumiy yig'ilishini (kun tartibi, sana, joy va boshqalar) chaqirish   | Convocation of GSM (agenda, date, location, etc.)                                      |
| Aksiyadorlar umumiy yig'ilishiga Bank Ustav loyihasini tavsiya etish   | Recommend the draft Bank's Charter to the GSM  |
| Boshqaruv rais (CEO) bilan mehnat shartnomasini tuzish   | Employment contract with CEO   |
| Mulkning bozor qiymatini aniqlash  | Determine market value of property   |
| Yillik biznes-rejani oldindan tasdiqlash   | Pre-approve annual business plan   |
| Ichki audit (IA) rahbarini tayinlash va lavozimidan ozod etish (Audit qo'mitasiga vakolat berilgan menejerlar)   | Appointments and dismissals of IA Head (managers delegated to Audit Committee)         |
| Komplaens (Compliance) rahbarlarini tayinlash va lavozimidan ozod etish (Risk qo'mitasiga vakolat berilgan menejerlar)   | Appointments and dismissals of Compliance Heads (managers delegated to Risk Committee) |
| Ichki auditning yillik ish rejasi va byudjetini tasdiqlash (byudjet Kuzatuv kengashi qo'mitasiga topshirilgan)   | Approve IA annual work plan and budget (budget delegated to SB Committee)              |
| Ichki auditning choraklik hisobotlarini ko'rib chiqish   | Review IA quarterly reports  |
| Aksiyadorlar umumiy yig'ilishi topshiriqlarini bajarish  | Fulfill GM's assignments   |
| Korrupsiyaga qarshi kurash (ABC) va jinoiy faoliyatdan olingan daromadlarni legallashtirishga qarshi kurash (AML) siyosatlarini va tartib-taomillarini tasdiqlash                                  | Approve ABC & AML policies and procedures  |
| Korrupsiyaga qarshi kurash (ABC) va jinoiy faoliyatdan olingan daromadlarni legallashtirishga qarshi kurash (AML) siyosatlarini bo'yicha amalga oshirish holati hamda buzilishlarni ko'rib chiqish | Review ABC & AML implementation status & breaches                                      |
| Xodimlarni rag'batlantirish tizimi   | Staff remuneration system  |
| Filiallar va vakolatxonalarni ochish   | Open branches and RO   |
| Sho'ba korxonalar va affillangan kompaniyalarni ochish   | Open subsidiaries and affiliates   |
| Sof aktivlarning 15% dan 50% gacha bo'lgan yirik bitimlar  | Major transactions between 15 and 50% of net assets                                    |
| Korporativ boshqaruv siyosatlarini amalga oshirilishini ta'minlash   | Ensure implementation of CG policies   |

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| Zaxiralar shakllantirilishi va kapital yetarliligi talablarini ta'minlash   | Ensure creation of reserves and capital adequacy capital  |
| Manfaatlar to'qnashuvi (COI) siyosati va uning bajarilishini ta'minlash   | Ensure COI Policy and its implementation status   |
| Biznes-reja ijro etilishini monitoring qilish   | Monitor implementation status of business plan  |
| Ichki audit funksiyasini tashkil etish  | Organize IA function  |
| Hisob siyosatini (tamoyillarini) tasdiqlash   | Approve Accounting policy (principles)  |
| Aksiyadorlar umumiy yig'ilishi, Kuzatuv kengashi va Boshqaruv Ustavlarini ishlab chiqish  | Draft GM, SB and MB Charter   |
| Homiylik va xayriya siyosatlari hamda tartib-taomillarini ishlab chiqish va Aksiyadorlar umumiy yig'ilishiga tasdiqlash uchun taqdim etish, hamda grantlar taqsimotini tasdiqlash | Draft Sponsorship and charity policies and procedures to be approved by GM and approve allocation of grants |
| Kuzatuv kengashi qo'mita Nizomlarini tasdiqlash   | Approve charters of SB Committees   |
| Ichki nazorat, risklarni boshqarish va ichki audit funksiyalarini nazorat qilish  | Control and monitor functions of internal control, risk and internal audit                                  |
| Kuzatuv kengashi va Boshqaruv uchun javobgarlik sug'urtasini ta'minlash   | Ensure liability insurance for SB and MB  |
| Korporativ obligatsiyalarni, jumladan konvertatsiya qilinadigan obligatsiyalarni chiqarish  | Corporate bonds issuance, including convertible bonds   |
| <b>Majburiy choraklik hisobotlar:</b>   | <b>Mandatory quarterly reporting:</b>   |
| Biznes-reja ijro etilishi holatini ko'rib chiqish   | Review business plan implementation status  |
| MXXS (Moliyaviy hisobotning xalqaro standartlari) hisobotini ko'rib chiqish (Markaziy bank talabi)  | Review IFRS report (CBU requirement)  |
| Sho'ba korxonalar va affillangan kompaniyalar faoliyati bo'yicha hisobotni ko'rib chiqish   | Review subsidiaries and affiliates performance report   |
| Xaridlar (procurement) holati bo'yicha hisobotni ko'rib chiqish   | Review procurement status report  |
| Ichki audit (IA) holati bo'yicha hisobotni ko'rib chiqish   | Review IA's status report   |
| Komplaens holati bo'yicha hisobotni, jumladan sanksiyalar bo'yicha komplaensni ko'rib chiqish (Markaziy bank talabi)  | Review Compliance status report, including Sanctions Compliance (CBU requirement)                           |
| Risklar holati bo'yicha hisobotni ko'rib chiqish  | Review Risk status report   |
| Boshqa masalalar  | AOB   |
| <b>Majburiy yillik hisobotlar va tasdiqlashlar:</b>   | <b>Mandatory annual reporting &amp; approvals:</b>  |
| Yillik moliyaviy hisobotni oldindan tasdiqlash  | Pre-approve annual financial statements   |
| Kuzatuv kengashining yillik hisobotini oldindan tasdiqlash  | Pre-approve SB's annual report  |
| Boshqaruvning yillik hisobotini oldindan tasdiqlash   | Pre-approve MB's annual report  |
| Rivojlanish strategiyasini oldindan tasdiqlash  | Pre-approve SD annual report  |
| Yillik biznes-reja (byudjet)ni tasdiqlash   | Approve annual business plan (budget)   |
| Kuzatuv kengashining yillik faoliyat hisobotini oldindan tasdiqlash   | Pre-approve SB's annual performance report  |

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| Kuzatuv kengashi qo'mitalarining yillik faoliyat hisobotlarini tasdiqlash                         | Approve SB committees annual performance reports                           |
| Ichki audit faoliyati bo'yicha hisobotni tasdiqlash   | Approve IA's performance report  |
| Komplaens faoliyati bo'yicha hisobotni tasdiqlash   | Approve Compliance performance report                                      |
| Risklarni boshqarish faoliyati bo'yicha hisobotni tasdiqlash                                      | Approve Risk performance report  |
| Yillik risk appetit bayonotini tasdiqlash   | Approve annual risk appetite statement (RAS)                               |
| Korporativ kotib faoliyati bo'yicha hisobotni tasdiqlash  | Approve CS's performance report  |
| Boshqa masalalar  | AOB  |
| <b>Boshqaruv</b>  | <b>Management</b>  |
| Bank faoliyatini tashkil etish va nazorat qilish  | Organize and monitor the Bank's performance                                |
| Aksiyadorlar umumiy yig'ilishi (AUY) va Kuzatuv kengashi (KK) qarorlarini ijro qilish             | Implement GM and SB's decisions  |
| Uzoq muddatli strategiyani ishlab chiqish   | Develop a long-term strategy   |
| Yillik biznes-rejani ishlab chiqish   | Develop an annual business plan  |
| Asosiy samaradorlik ko'rsatkichlarini (miqdoriy va sifat jihatidan) ishlab chiqish                | Develop key performance indicators (quantative and qualitative)            |
| Kuzatuv kengashi va Boshqaruvga taqdim etishdan oldin barcha hujjatlarni oldindan tasdiqlash      | Pre-approve all papers prior to their submission to the SB and MB          |
| Yangi mahsulotlar va xizmatlarni ishlab chiqish va joriy etish                                    | Develop and implement new products & services                              |
| 10 mln AQSh dollaridan ortiq har qanday qarz olish yoki qarzдорlik yuklamasining 5% ga o'zgarishi | Any borrowing exceeding USD 10 mln, or change in gearing by 5%             |
| 1,5 mln AQSh dollaridan ortiq har qanday kapital xarajatlar                                       | Any capital expenditure exceeding USD 1.5 mln                              |
| 500 ming AQSh dollaridan ortiq har qanday sud jarayonlari   | Any legal proceedings exceeding USD 500 thd                                |
| Tasdiqlangan tashkiliy tuzilma doirasida to'liq shtat birliklarini joriy etish yoki bekor qilish  | Introduce or cancel any FTE's positions within the approved org structure  |
| Tasdiqlangan tashkiliy tuzilma doirasida tarkibiy bo'linmalarni joriy etish yoki bekor qilish     | Introduce or cancel any structural units within the approved org structure |
| Ichki hujjatlarni ishlab chiqish va joriy etish   | Develop and implement internal docs  |
| Yillik biznes-reja ijro etilishi holati bo'yicha hisobot berish                                   | Report on annual business plan implementation status                       |
| Komplaens hisobotini taqdim etish   | Compliance reporting   |
| Yillik risk appetit bayonotini loyihasini ishlab chiqish  | Draft annual risk appetite statement (RAS)                                 |
| Bank filiallari va xizmat ko'rsatish markazlarini tashkil etish yoki yopish                       | Establish/shut down Bank's branches and service centers                    |
| Boshqa masalalar  | AOB  |
| <b>Majburiy oylik hisobotlar:</b>   | <b>Mandatory monthly reporting:</b>  |
| Kredit portfeli faoliyati bo'yicha hisobot  | Loan portfolio performance report  |
| Aktiv va passivlarni boshqarish qo'mitasi faoliyati bo'yicha hisobot                              | ALCO performance report  |

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| Risklar faoliyati bo'yicha hisobot   | Risk performance report   |
| Komplaens faoliyati bo'yicha hisobot   | Compliance performance report   |
| Boshqa masalalar   | AOB   |
| <b>Majburiy choraklik hisobotlar va oldindan tasdiqlashlar:</b>  | <b>Mandatory quarterly reporting &amp; pre-approvals:</b>                         |
| Biznes-reja ijro etilishi holatini ko'rib chiqish  | Review business plan implementation status  |
| MXXS (Moliyaviy hisobotning xalqaro standartlari) hisobotini ko'rib chiqish (Markaziy bank talabi)                   | Review IFRS report (CBU requirement)  |
| Sho'ba korxonalar va affillangan kompaniyalar faoliyati bo'yicha hisobotni ko'rib chiqish                            | Review subsidiaries and affiliates performance report                             |
| Xaridlar (procurement) holati bo'yicha hisobotni ko'rib chiqish  | Review procurement status report  |
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| Komplaens holati bo'yicha hisobotni, jumladan sanksiyalar bo'yicha komplaensni ko'rib chiqish (Markaziy bank talabi) | Review Compliance status report, including Sanctions Compliance (CBU requirement) |
| Risk holati bo'yicha hisobotni ko'rib chiqish  | Review Risk status report   |
| Boshqa masalalar   | AOB   |