

«REGISTERED»

by The Central Bank of
The Republic of Uzbekistan
№ 74-17 dated July 26, 2021

Deputy
Chairman of the Central Bank
B.E. Zakhidov
signature

Official seal:
The Central Bank of the
Republic of Uzbekistan

**CHANGES AND ADDITIONS TO THE CHARTER OF JOINT-STOCK
COMMERCIAL MORTGAGE BANK "IPOTEKA-BANK"**

"APPROVED"

At the annual General Meeting of
Shareholders dated June 29, 2021
JSCIB "Ipoteka-Bank"
(Minutes № 36
dated June 30, 2021)

Chairman of the
Supervisory Board
JSCMB "Ipoteka-Bank"
A. Picker
signature

Round stamp:
The Republic of Uzbekistan
Joint-stock commercial
mortgage bank
"Ipoteka-bank"
Emblem

TASHKENT – 2021

Changes and additions to the Charter of JSCMB “Ipoteka-Bank

1. Clause 7.12 shall be amended as follows: -

“7.12. The bank's shares put into circulation are placed within the framework of the legislation in the manner and under the conditions established in the decision adopted by the body (general meeting of shareholders and / or supervisory board) of the bank's management on the issue of these shares, as well as the decision on the issue of shares and the issue prospectus. ”.

2. Clause 7.13 shall be amended as follows: -

7.13. When the Bank places shares and equity securities convertible into shares, paid for in cash, shareholders - owners of voting shares have a preemptive right to purchase them. A shareholder, including one who voted against or was absent from the general meeting of shareholders, has the preemptive right to purchase shares and equity securities convertible into shares (hereinafter - the preemptive right) in an amount proportional to the number of shares of this type owned by him.

The preemptive right is exercised in the manner prescribed by law. ”.

3. After clause 7.13, add clauses 7.14 and 7.15 and rewrite them as follows: -

“7.14. The list of persons with a pre-emptive right is drawn up on the basis of data from the register of the Bank's shareholders as of the date of the decision to issue securities.

7.15. In case of exercise of the preemptive right, shareholders can purchase only the whole number of shares and equity securities convertible into shares. ”.

4. Clause 11.6 shall be revised as follows: -

“11.6. At the annual general meeting of shareholders, issues are placed on the election of the Bank's Supervisory Board and the Revision Commission, the extension of the term of the agreement concluded with the Chairman of the Bank's Management Board, its possible renegotiation or termination, the Bank's annual report, written reports of the Bank's Management Board and the Bank's Supervisory Board are also considered.

The reports of the Management Board of the Bank and the Supervisory Board of the Bank, as a rule, should contain the main provisions of the Bank's Development Strategy, the level of development of corporate governance, a separate section devoted to the analysis of the state and results of the Bank's activities, an appeal from the Chairman of the Bank's Supervisory Board and the Chairman of the Bank's Management Board, social responsibility for the reporting period. ”.

5. In clause 11.47, subclause 11 shall be stated as follows: -

"11) establishing of an internal audit service, the appointment of its employees, the approval of the annual work plan, as well as the quarterly hearing of its reports;

6. In clause 11.47, subclause 30 shall be stated as follows: -

"30) development of a policy for the prevention and elimination of conflicts of interest, establishment of the procedure for its implementation and control over its implementation;”.

7. Clause 11.47 shall be supplemented with sub-clauses 48, 49, 50 as follows: -

“48) decide on the liability insurance of members of the Bank's Supervisory Board and the Bank's Management Board, as well as establish limits for insurance and insurance company;
49) consideration of the report on the purchases made by the bank at least once a quarter;
50) at least once a quarter, consider the report on the activities of subsidiaries and branches (representative offices) related and not related to the main (statutory) activities of the bank.

8. Clause 11.48 shall be supplemented with sub-clause 11.48¹ as follows: -

“11.48¹. In order to ensure effective regulation and control over important areas of banking activity, standing committees are created under the Supervisory Board of the Bank, consisting of members of the Supervisory Board of the Bank. The powers and responsibilities of these committees are determined in accordance with the provisions approved by the Supervisory Board of the Bank. ”.

Chairman of the Management
Board of JSCMB "Ipoteka-Bank"

signature

E. Inomjonov