

“APPROVED”

“REGISTERED”

JSCMB "Ipoteka-Bank"

**National Agency of perspective projects of the
Republic of Uzbekistan**

Member of the Supervisory Board

R. Mahkamov

V. Pak

By the decision of the extraordinary
general meeting of shareholders of
JSCMB "Ipoteka-Bank" dated "10"
November 2023 No. 45

"12" December 2023 No. P0775-21

**DECISION ON ADDITIONAL ISSUE OF SHARES OF
JOINT STOCK COMMERCIAL MORTGAGE BANK “IPOTEKA-BANK”**

The identification number has been assigned to:	R	U	1	2	1	P	0	7	7	5	R	9
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844 633 300 000 (eight hundred forty-four billion six hundred thirty-three million three hundred thousand) pieces with a par value of 1 (one) soum with a total value of 844 633 300 000 (eight hundred forty-four billion six hundred thirty-three million three hundred) thousand) soums ordinary registered shares in uncertificated form.

Shares are placed by closed subscription method.

This issue of shares is the twenty first issue.

**Approved by: the decision of the extraordinary general meeting of shareholders of
JSCMB "Ipoteka-Bank" dated "10" November 2023 No. 45**

**Location of the issuer, postal address, telephone numbers and e-mail address - 100000, Republic of
Uzbekistan, Tashkent city, Mirzo-Ulugbek district, Shahrizabz street, 30.**

Phone: (+99878) 150 11 22, (+99878) 150 98 19.

Email address: info@ipotekabank.uz

Chairman of the board

Inomjonov E. I.

Chief Accountant:

Normetov E. Z.

Date: " ____ " _____ 2023

1. Type of shares (ordinary or preferred) with indication of the owner's name in this issue: **Ordinary.**
2. The form of issue of these shares - **Uncertificated.**
3. Nominal value of shares of this issue (UZS): **1 (one) UZS.**
4. Number of shares of this issue (pieces): **844 633 300 000 (eight hundred forty-four billion six hundred thirty-three million three hundred thousand).**
5. The total volume of this issue (UZS): **844 633 300 000 (eight hundred forty-four billion six hundred thirty-three million three hundred thousand) UZS.**
6. Shareholders - owners of common shares of JSCMB "Ipoteka-Bank" (hereinafter referred to as the "Bank") have the rights to:
 - **Entry in the register of shareholders of the bank;**
 - **obtaining an extract from his deposit account;**
 - **receiving part of the company's profit in the form of dividends;**
 - **receive part of the property in accordance with their share in the event of liquidation of the bank;**
 - **participation in the management of the bank by voting at general meetings of shareholders;**
 - **receive complete and reliable information on the results of the financial and economic activities of the issuer in accordance with the charter of the bank;**
 - **free disposal of received dividends;**
 - **defend their rights in the authorized state body for the regulation of the securities market, as well as in court;**
 - **demand compensation for the damage caused to him in the prescribed manner;**
 - **joining associations and other non-governmental non-profit organizations in order to represent and protect their interests;**
 - **insurance of risks associated with the possibility of causing damage and (or) loss of part of the profit when acquiring securities.**

Shareholders have other rights provided for by law and the Charter of the bank.

7. Any restrictions in the company's charter and/or the resolution on the issue with respect to the acquisition of shares in this issue:

There are no restrictions in the bank's charter regarding the acquisition of shares in this issue.

In accordance with the decision on the issuance of shares in this issue, the shares in this issue will be placed in OTP Bank Nyrt.

According to the Law of the Republic of Uzbekistan "On Banks and Banking Activities", the following restrictions are established:

The state may be the founder and shareholder of the bank represented by the Ministry of Finance of the Republic of Uzbekistan, as well as other government organizations based on decisions of the President of the Republic of Uzbekistan. Enterprises and organizations in which more than fifty percent of the authorized capital (authorized capital) belongs to the state cannot be founders and shareholders of the bank, unless otherwise provided by law;

The total share of non-residents - individuals and legal entities that are not international financial institutions, foreign banks and other credit organizations must not exceed fifty percent of the bank's authorized capital;

The founders and shareholders of the bank cannot be registered legal entities and individuals residing in a state or territory that provides preferential tax treatment and (or) does not provide for the disclosure of the identity of the ultimate beneficial owner and the provision of information when conducting financial transactions (except for legal and individuals who purchased bank shares on foreign stock markets);

Individuals and legal entities or persons acting jointly, including non-residents, are required to obtain prior permission from the Central Bank before acquiring, directly or

indirectly, a share in the authorized capital of the bank, which, as a result of one or more transactions, will amount to:

- five percent or more, but not more than twenty percent;
- twenty or more percent, but not more than fifty percent;
- fifty percent or more.

8. The size of the authorized capital of the company (UZS):
2 989 584 338 941 (two trillion nine hundred eighty nine billion five hundred eighty four million three hundred thirty eight thousand nine hundred forty one) UZS.

9. Number of previously placed shares (shown by type):

The number of outstanding shares of the Bank is 2 989 584 338 941 of which:

- **ordinary shares – 2 981 532 338 941 pieces;**
- **preferred shares – 8 052 000 000 pieces.**

10. Number of previously issued bonds (distribution by types and forms):

The bank placed 500 (five hundred) pieces of registered interest-bearing corporate bonds: of which, the I (first) issue of bank bonds was registered with the Center for Coordination and Development of the Securities Market on March 19, 2010 No. P0845:

A) Series and form of issued bonds: **Registered interest-bearing corporate bonds in uncertificated form;**

B) Number of issued bonds: **500 pieces;**

C) Nominal value of one bond of the issue: **10 000 000 UZS;**

D) Total volume of issue (at nominal value): **5 000 000 000 UZS.**

This issue was canceled based on the decision of the Center for Coordination and Development of the Securities Market No. 15-07/079 dated May 15, 2015 in connection with the redemption of bonds.

The bank placed 500 (five hundred) pieces of registered interest-bearing corporate bonds: of which the II (second) issue of bank bonds was registered with the Center for Coordination and Development of the Securities Market on December 6, 2012 No. P0845-2:

A) Series and form of issued bonds: **Registered interest-bearing corporate bonds in uncertificated form;**

B) Number of issued bonds: **500 pieces;**

C) Nominal value of one bond of the issue: **10 000 000 UZS;**

D) Total volume of issue (at nominal value): **5 000 000 000 UZS.**

This issue was canceled based on the decision of the Center for Coordination and Development of the Securities Market No. 15-07/005 dated January 25, 2018 in connection with the redemption of bonds

11. Conditions and procedure for placement of shares of this issue.

11.1. Method of placement of shares of this issue (open or closed subscription):

Shares of this issue are placed with the OTP Bank Nyrt by private subscription using the pre-emptive right of acquisition of the Bank's shareholders.

11.2. Term of placement of shares of this issue:

Shares of this issue are placed within 60 (sixty) days from the date of their state registration.

The start date of the placement of shares is the first day after the expiration of the preemptive right of shareholders to purchase shares being issued, having published information on the state registration of the decision on an additional issue of shares and notification of the preemptive right to purchase shares of shareholders in accordance with the law. If the start date for the placement of shares falls on a weekend, then the placement of shares begins on the next first business day.

The end date of the placement of shares is the date of placement of the last share of this issue, but the end date of the placement of shares cannot exceed 60 (sixty) days from the date of state registration of these shares.

11.3. The procedure for placing shares of this issue:

Shares of this issue are placed on the unorganized over-the-counter securities market by concluding direct civil transactions in the manner prescribed by law.

There is no provision for the involvement of underwriters during the placement of shares.

Issued shares are not placed to persons who do not have a pre-emptive right until the expiration of the pre-emptive right to acquire shareholders.

The remaining shares are placed with the OTP Bank Nyrt. after the expiration of the preemptive right to acquire shareholders.

11.4. Full corporate name, location, postal address, telephone number, including the organizational and legal form of the central securities depository and investment intermediary that records rights to securities:

Information about the central registrar:

Full corporate name – “Central Securities Depository”.

Organizational and legal form – State enterprise.

Postal address: 100170, Republic of Uzbekistan, Tashkent, Mirzo-Ulugbek district, Mustakillik Ave., 107.

Phone: 267-37-42, WEB: www.deponet.uz, e-mail: info@deponet.uz.

Information about investment intermediaries who record rights to shares:

The full corporate name is “Birinchi Banklararo Depozitariy”.

Organizational and legal form – limited liability company.

Postal address: 100047, Republic of Uzbekistan, Tashkent, Yashnabad district, st. Istikbol,

15.

Phone: 233-06-52, 233-29-07, WEB: www.bbd.uz, e-mail: bbd_1@mail.ru.

11.5. Procedure for exercising the pre-emptive right to acquire shares in this issue:

When placing shares of this issue, shareholders - owners of voting shares have a pre-emptive right to purchase them.

The shareholder has a pre-emptive right to purchase shares of a given issue, in an amount proportional to the number of shares of this type owned by him.

The list of persons having a pre-emptive right to purchase shares of the Bank is compiled on the basis of data from the register of shareholders of the Bank, formed as of November 10, 2023.

If the pre-emptive right is exercised, shareholders can only purchase a whole number of shares.

The Bank will offer its shareholders with pre-emptive rights to purchase shares within 10 (ten) days from the date of state registration of the issue of shares, by publishing a notice in the media.

The text of the notice must contain information about the number of shares to be placed, the price of their placement, the procedure for determining the number of shares that each shareholder has the right to purchase, the validity period and the procedure for exercising this right of shareholders.

A shareholder who has a pre-emptive right has the right to fully or partially exercise his pre-emptive right by sending to the Bank (through the Head Office, branches or offices (centers) of the Bank's banking services) a written application for the acquisition of shares containing the name (title) and place of residence (location) of the shareholder, the number of shares acquired, and the payment document. Such an application must be submitted to the Bank (through the Head Office, branches or offices (centers) of banking services of the Bank) during the validity period of this pre-emptive right.

The pre-emptive right to acquire shares of shareholders is valid for 10 (ten) days from the date of publication of the notice.

The validity period of the pre-emptive right shall terminate if, before its expiration, written statements on the use or refusal to use the pre-emptive right are received from all shareholders of the Bank.

Assignment of the pre-emptive right is not permitted.

11.6. The procedure for determining the price (prices) or placement price of shares of this issue:

Shares of this issue are placed at a nominal value of 1 (one) UZS.

11.7. Terms and procedure for payment for shares:

Payment for shares is carried out by OTP Bank Nyrt in national currency only in cash in accordance with the procedure established by law.

In accordance with the current legislation of the Republic of Uzbekistan, money deposited for shares is accepted and recorded in the relevant Bank accounts.

11.8. The procedure for the return of funds received by the issuer in payment for shares, if the issue of these shares is recognized as failed:

If less than 60% of the shares of this issue are placed, the issue will be considered failed.

If this issue of shares is recognized as invalid, the Bank will publish official information about this fact in the prescribed manner on the Bank's website, on the Unified Corporate Information Portal and on the website of Tashkent Republican Stock Exchange JSC.

The funds paid for the shares will be transferred in full to the bank accounts specified in the shareholder's application within 10 (ten) days from the date in which case this issue is declared invalid.

12. The procedure for disclosing information on the issue (additional issue) of securities by the issuer in accordance with the legislation of the Republic of Uzbekistan:

Disclosure of information on the issue of securities is carried out in accordance with the legislation of the Republic of Uzbekistan.

Information on the state registration of the issue of shares (material facts) and other information provided for by law, within the period established by law after the state registration of the issue of shares, is posted on the Unified Portal of Corporate Information (www.openinfo.uz) and on the official website of the Bank (www.ipotekabank.uz).

The original and a copy of the bank's decision to issue securities can be found at the head office of JSCMB "Ipoteka Bank", located at 30, Shakhrisabz Street, Mirzo-Ulugbek district, Tashkent city, as well as on the bank's website.

13. Other information: **not available.**