

Registered
Central Bank of the Republic of Uzbekistan November 16, 2020
№ 69-1
First Deputy Chairman of the Central Bank of the Republic of
Uzbekistan

/sealed/ /signed/

_____ *B. E. Zakhidov*

ALTERATIONS AND ADDITIONS TO THE CHARTER OF JOINT-STOCK COMMERCIAL BANK OF KAPITALBANK (A NEW EDITION)

APPROVED by the
Annual General Meeting of Shareholders of Kapitalbank
on the 30th of September, 2020
Protocol № 2/2020.

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Chairman of the meeting: M.A. Abdusamadov.

Regarding the application of alterations and additions to a number of legislative enactments of the Republic of Uzbekistan, the following alterations and additions have been made to the new version of the Charter of the Joint-Stock Commercial Bank of "Kapitalbank":

1. The 4th Paragraph of 22nd clause shall be altered as following:

“The shares that are announced by the bank will be offered at a cost that is not lower than the par value. The cost of placement of shares (including the issue of securities on the stock market and organized over-the-counter market) while deciding on the placement of shares, including among shareholders, is identified by the Supervisory Board of the Bank on trading floors. The prices of the organizers of the securities are determined based on the situation. In such case, the cost of placement should not be less than the price that is specified in the decision concerning their release.”

2. Ninth Paragraph of 33.1-sub-clause shall be altered as following:

“To request or spurn to purchase all / part of the shares that are possessed by the bank in the manner that is prescribed by law. In such case, the purchase / refusal from all / part of the shares possessed by the bank is discharged in the manner that is specified in the prospectus for the issue of the shares, unless provided by the present legislation”;

3. 38th Clause shall be altered as following:

"38. The bank has the obligation to pay the declared dividends on each type of the shares. Dividends are distributed among shareholders in proportion to the amount and kind of shares they hold.

Dividends are paid from the net profit / retained earnings of the bank for the previous years. On condition the bank does not have enough income / operates at a loss, dividends on preferred shares can be paid from the reserve fund of the bank / the special funds of the bank.

The decision concerning the payment of dividends should indicate the dates of the beginning and ending of the payment of dividends.

Preferred dividends are firstly paid when dividends are paid.

The amount of the annual dividends for each preferred share is 836 (eight hundred thirty-six soums). Declared on preferred shares, but not paid / not paid in full in the amount that is specified in these Articles of Association, the remaining dividends will be accumulated and paid later."

4. 63.11-subclause shall be altered as following:

"63.11. Formation of the committees and subdivisions under the Supervisory Board of the Bank as well as approval of regulations governing the composition of these committees together with their activities, the appointment and dismissal of employees of subdivisions under the Supervisory Board, the corporate adviser of the Bank. Approval of the regulations of their activities as well as hearing their reports”;

5. 63.20-subclause shall be altered as following:

"63.20. Permission to surmise the transactions with the persons that are associated with the Bank / affiliated with it, apart from the cases when the decision to conclude such an agreement is within the competence of the General Meeting of Shareholders in accordance with the legislation and this Charter. In such case, the decision to surmise a transaction with a guaranteed person of the bank, the value of whose assets is 10 percent / more of the net assets of the bank, is made by an external independent auditing organization, taking into consideration the market value of the property that is accepted after the examination of the terms of the agreement”;

6. Fourth Paragraph of 64th clause shall be altered as following:

“Members of the Supervisory Board of the Bank should promote bold corporate governance of the bank and take into consideration the legitimate interests of the bank, its depositors as well as shareholders in the performance of their powers and obligations ensure superb cooperation with the Central Bank, discharge other obligations that are stipulated by the current legislation, this Charter, the Regulation on the Supervisory Board of the Bank and other internal documents of the bank.

7. The first paragraph of 67th clause shall be stated as following:

"67. The Chairman of the Supervisory Board of the Bank supervises its work, convenes and presides over meetings of the Supervisory Board, makes up minutes of meetings and presides over the General Meeting of Shareholders, surmises contracts of employment on behalf of the Bank while the Bank is also set as liable for the supervision and ensuring of the effectiveness of the Supervisory Board and formation of trust between the members of the Supervisory Board”;

8. 73rd Clause shall be supplemented with the following paragraph:

"Members of the Board of Directors should act in faith and prudently in the interests of the bank and discharge their obligations in accordance with applicable enactments, this Charter as well as other internal documents of the bank."

9. The first paragraph of clause 75 shall be amended as follows:

"75. The Chairman of the Board of Directors is appointed by the decision of the Supervisory Board and should have the indispensable knowledge, skills and scintillating manners to supervise the activities of the bank and exercise the control over the employees of the bank. "

These alterations and additions shall have the legal power from the phase of the state registration by the registering authority in accordance with the relevant decision of the Central Bank of the Republic of Uzbekistan concerning the case of registration.