

APPROVED

by the decision of the General Meeting of
Shareholders of the PJSCB ORIENT FINANS
Minutes No. 1 dated May 31, 2017

Chairman of the General Meeting of Shareholders
S.D. Polatov /signature/

**REGULATION ON THE GENERAL MEETING OF SHAREHOLDERS OF
THE PRIVATE JOINT-STOCK COMMERCIAL BANK ORIENT FINANS
(new addition)**

Agreed with:

Chairman of the Board of Directors
B.B. Parpiev /signature/

Director of the Department of
Treasury and Financial Analysis
G.N. Sanayev /signature/

First Deputy Chairman of
the Board of Directors
T. F. Djunaydullayev /signature/

Director of the Credit Department
Z.Z. Ruziyev /signature/

Deputy Chairman of the Board of
Directors Sh.Sh. Tuyboyev /signature/

Director of the Legal Service
Department
B.M. Usmanov /signature/

Chief Accountant
D.T. Rakhimov /signature/

1. GENERAL RULES

1.1. This Regulation has been developed in accordance with the Laws of the Republic of Uzbekistan 'On Joint-Stock Companies and Protection of Shareholders' Rights', 'On Banks and Banking Activities', 'On Private Banking and Financial Institutions and Guarantees of Their Activities', Regulation 'On Corporate Governance in Commercial Banks' (Reg. No. 943 dated July 5, 2000), and other regulatory documents, as well as the Charter of the Private Joint-Stock Commercial Bank Orient Finans (hereinafter - the 'Bank').

1.2. This Regulation shall determine the status of the General Meeting of Shareholders of the Bank (hereinafter - the 'General Meeting'), the procedure for its convening and holding, and the procedure for making decisions.

1.3. The general meeting of the Bank's governing and control bodies shall focus on ensuring timely and full observance of the rights and interests of shareholders in relation to the issues included in the agenda of the General Meeting of Shareholders. By developing and approving the rules (procedure for holding) of the General Meeting, the interests and rights of shareholders shall be respected with equal application to shareholders.

1.4. The General Meeting shall be the supreme governing body of the Bank. The General Meeting shall consider the main issues of the Bank's activities, make decisions and be the main way for its shareholders to participate in the management of the Bank.

1.5. The General Meeting may be an annual or extraordinary one. The Bank shall annually convene the General Meeting (the Annual General Meeting of Shareholders).

1.6. The Annual General Meeting shall be held annually at the end of the fiscal year within the period of May 1 to May 31. At the Annual General Meeting, the issues regarding the election of members of the Supervisory Board and the Audit Commission of the Bank, the extension of the term of the employment contract with the Chairman and members of the Board of Directors, as well as the issue of reorganization or termination of the employment contract with the Chairman and members of the Board of Directors, the annual report of the Bank, that of the Bank's Board of Directors, reports on measures taken, and other documents on the strategic development of the Bank shall be considered.

1.7. Extraordinary general meetings, with the exception of the Annual General Meeting, shall be extraordinary ones.

1.8. The date, place and proceedings of the General Meeting, the form for notifying shareholders of the meeting, the list of materials (information) to be

provided to shareholders in preparation for holding the General Meeting, shall be determined by the Bank's Board of Directors.

2. TERMS OF REFERENCE OF THE GENERAL MEETING AND THE PROCEDURE FOR MAKING DECISIONS

2.1. The General Meeting shall be entitled to do the following:

- 1) Introduce changes and amendments to the Bank's Charter or approve the Bank's Charter restated;
- 2) Reorganize the Bank;
- 3) Cease the Bank's activities, appoint the winding-up commissions and approve the interim and final liquidation balance sheets;
- 4) Determine the quantitative composition of the Supervisory Board of the Bank, elect members thereof, and early terminate their powers. Also, it is entitled to pay remuneration and compensation to members of the Supervisory Board of the Bank;
- 5) Determine the maximum number of authorized shares;
- 6) Increase or decrease the Charter Capital of the Bank;
- 7) Receive the Bank's own shares subject to applicable legal requirements;
- 8) Approve the organizational structure of the Bank and Regulation on the Governing Bodies of the Bank;
- 9) Elect members of the Audit Commission (Auditor) of the Bank and early terminate their powers, as well as approve the Regulation on the Audit Commission and the amount of remuneration and compensation to members of the Audit Commission;
- 10) Approve the annual report of the Bank, as well as the Bank's strategy with certain terms of long-term development based on the Bank's primary areas and objectives;
- 11) Distribute profits and losses of the Bank;
- 12) Hear the reports of the Bank's Board of Directors and Audit Commission on compliance with the requirements of the Bank's Board of Directors and Audit Commission on issues within its competence, including the requirements of the Bank's regulatory documents on management;
- 13) Approve the rules and procedure of the General Meeting of Shareholders;
- 14) Make the decision on non-use of the pre-emptive right of a shareholder to purchase shares and securities convertible into shares;
- 15) Justify and consolidate the Bank's shares;
- 16) Make decisions on major transactions and those with guarantors where provided for by law;

- 17) Upon the recommendation of the Supervisory Board of the Bank, decide to pay dividends and determine the amount of and the procedure for the payment for each category and type of shares;
 - 18) Approve the Regulation on the Procedure for Internal Control and Conflicts of Interests in accordance with the Corporate Governance Code of the Republic of Uzbekistan;
 - 19) Make the decision on an annual compliance review of the Bank's business plan and development strategy with the involvement of independent professional consulting organizations;
 - 20) Determine the agreements entered into by the Bank and related to the current business activities for the independent implementation of major transactions and operations with guarantors of the Bank's Board of Directors;
 - 21) Establish a preventive measure against officials of the Bank for failure to comply with the recommendations of the Corporate Governance Code or disclosure of information prohibited from being disclosed under the Corporate Governance Code;
 - 22) Solve other issues stipulated by the current legislation, the Charter, and other internal regulatory acts of the Bank.
- 2.2.** Issues within the competence of the General Meeting shall not be transferred to the decision of the Bank's Board of Directors, except for the following ones:
- Changes and additions to the Charter Capital of the Bank, as well as an increase in the Charter Capital of the Bank and a decrease in the number of the Bank's authorized shares;
 - Placing and fixing the price of shares (issue of securities in the stock market and the organized over-the-counter market);
 - Making decisions on issuing corporate bonds, including convertible shares;
 - Making the decision on issuing securities;
 - Making the decision on the redemption of corporate bonds of the Bank;
 - Forming the Bank's Board of Directors, appointing the Chairman of the Bank's Board of Directors, early termination of his powers;
 - Determining the amount of remuneration and compensation to be paid to the Bank's Board of Directors;
 - Approving short-term (annual) and medium-term (up to 5 years) business plans on the basis of a long-term strategy approved by the General Meeting.
- 2.3.** Shareholders owning ordinary shares of the Bank shall be entitled to vote on issues submitted to the General Meeting of Shareholders.

2.4. Voting at the General Meeting of Shareholders shall be carried out according to the principle of statutory voting and cumulative voting when electing members of the Bank's Board of Directors. The General Meeting of Shareholders is not entitled to make decisions on issues not included in the agenda or make changes to the agenda.

2.5. The General Meeting shall be conducted by the Chairman of the Bank's Board of Directors, and in the case of his absence, it shall be held by one of the members of the Bank's Board of Directors. If it has been permitted by the Chairman, the Meeting may be audio-recorded and videotaped, and broadcast on the Internet.

2.6. Decisions on the issues provided for in Clause 2.1. and sub-clauses 1), 2), 4), 3), 4), 5), 6), 7), 10), 14), 15), 16) and 17) hereof shall be adopted on the basis of the proposal of the Supervisory Board of the Bank.

2.7. Decisions of the General Meeting, unless otherwise provided for by the Charter and other regulatory acts, shall be adopted by a majority (simple majority) of votes of shareholders owning the voting shares of the Bank.

2.8. Decision of the General Meeting on the issues specified in sub-clauses 1), 2), 3), 5) 12) and 16) of Clause 2.1 hereof shall contain the majority (three-quarters) of the votes cast by the General Meeting as owners of voting shares.

2.9. If a shareholder(s) did not participate in the General Meeting for a good reason or voted against such a decision, he/she has the right to appeal the decision adopted by the General Meeting.

3. RIGHT TO PARTICIPATE IN THE GENERAL MEETING. REGISTRATION OF SHAREHOLDERS AND THEIR REPRESENTATIVES

3.1. Participation in the General Meeting of Shareholders, receipt of dividends and the use of other rights stipulated by law, shall be carried out on the basis of the register of shareholders.

3.2. The right to participate in the General Meeting shall be granted to shareholders registered in the register of shareholders of the Bank, formed by the Central Securities Depository, three (3) business days prior to the date of the General Meeting.

3.3. The list of shareholders that are present at the General Meeting shall be drawn up and signed by the counting commission. The list of shareholders should contain information about the name of each shareholder, their address (location), number and type of shares in it.

3.4. Shareholders included in the list of shareholders, eligible to participate in the General Meeting, their representatives, members of the Bank's Supervisory Board

and the Board of Directors, members of the Audit Commission (candidates to the Supervisory Board and the Audit Commission of the Bank), a representative of the external audit organization and the head of the Internal Audit Service may participate in the General Meeting.

3.5. The right to participate in the General Meeting shall belong to a shareholder personally or through his/her representative. A shareholder may at any time replace his/her representative at the General Meeting or personally take part in the meeting. The nominee shareholder may participate in the General Meeting on the basis of a power of attorney issued by the Shareholder of the Bank and registered in the prescribed manner.

3.6. The representative of a shareholder shall participate in the General Meeting by a power of attorney. The power of attorney shall contain information about the authorized person (given name, surname or name, place of residence or location, passport details).

3.7. A power of attorney issued on behalf of an individual must be notarized. A power of attorney issued on behalf of a corporate shareholder must be signed by its director and certified by the seal of the legal entity (if any). A shareholder of the legal entity that is a shareholder of the Bank may act at the General Meeting on behalf of the legal entity without a power of attorney.

3.8. A shareholder may file a petition to the counting commission within three days prior to the date of the General Meeting, withdraw the power of attorney of its representative, or issue a new power of attorney to another person in accordance with the same procedure.

3.9. To participate in the General Meeting, shareholders or their representatives shall be registered at the place and time specified in the notice of the General Meeting.

3.10. Registration for participation in the General Meeting shall be carried out against presentation of the passport or other identity document of a shareholder, and their representatives shall have a notarized power of attorney and an identity document.

A shareholder of the Bank, who is the head of a legal entity shall be registered on the basis of a certificate (document of appointment) and an identity document, and another representative shall be registered against presentation of a duly signed power of attorney and an identity document.

3.11. To participate in the General Meeting, a list of shareholders shall be made on the basis of the register compiled by the Central Securities Depository (Annex 1 hereto). The list of registration must be signed by members of the Counting Commission and certified by the seal of the Bank.

3.12. Shareholders (their representatives) shall sign the list of registration during the General Meeting.

Shareholders entitled to participate in the General Meeting shall be given a voting form(s) within their respective voting shares specified in the register (Annex 2 hereto).

3.13. If an attendee of the General Meeting provides a power of attorney representing the interests of one or several shareholders, a voting form(s) shall be issued to the attendee on behalf of the shareholder(s). During registration, against the name of the shareholder represented by the attendee, “issued on ‘ ___ ‘ _____ for ___ voting shares”, as well as the full name of the representative shall be indicated.

3.14. If there is a written request from shareholders who cannot personally participate in the General Meeting, via e-mail (with electronic digital signature), as well as voting equipment or facilities, technical equipment for identifying a shareholder, the General Meeting will be held in the form of videoconferencing.

4. PREPARATION FOR THE ANNUAL GENERAL MEETING

4.1. In order to thoroughly prepare for the Annual General Meeting, the Corporate Consultant of the Bank and the Department of Corporate Relations with Shareholders and Securities, as well as other relevant business units of the Head Office shall:

Receive and summarize proposals on the agenda of the General Meeting, those of shareholders of the Bank on candidates nominated to the composition of the Supervisory Board of the Bank and the Audit Commission;

Consider the distribution of profits and payment of dividends (economic feasibility) of the Bank, prepare proposals for candidates for the composition of the Counting Commission, develop the rules of and the procedure for the General Meeting and drafts of other documents to be considered at the General Meeting;

Prepare draft information and materials and other necessary documents on the reports of the Supervisory Board and the Board of Directors of the Bank, the annual report of the Bank, the implementation of the business plan and financial performance (as compared with previous years);

Prepare proposals on the date, time and place of the General Meeting, the procedure for notification of its holding, the voting form and other issues related to the General Meeting;

After the agenda of the General Meeting, the proposals, materials and documents for nominating candidates to the management and control bodies of

the Bank have been prepared, the above documents shall be submitted to the Bank's Board of Directors for consideration.

4.2. During the preparation for the General Meeting, in cases stipulated by law, the Supervisory Board of the Bank and the persons convening the General Meeting shall determine the following:

The date, time and place of the General Meeting;

The agenda of the General Meeting;

The date of compiling the register of shareholders of the Bank for the General Meeting;

The procedure for notifying shareholders of the General Meeting;

The list of information to be provided to shareholders in preparation for the General Meeting;

The form and text of the voting form.

4.3. The notice of the General Meeting shall be published at least seven (7) days prior to the date of the General Meeting, but no earlier than thirty (30) days prior to the date of the General Meeting on the official website of the Bank and in the media. It will also be sent to shareholders by e-mail (Annex 3 hereto).

4.4. The notice of the General Meeting should contain the following:

The name, location (postal address) and email address of the Bank;

Date, time and place of the General Meeting;

Date of compiling the register of shareholders of the Bank;

Items on the agenda;

The procedure for familiarizing shareholders with the information that must be provided to shareholders in preparation for the General Meeting.

4.5. The information (materials) to be provided to shareholders in preparation for the General Meeting of Shareholders shall include: the annual report of the Bank, the conclusion of the Audit Commission and the audit organization, the conclusion on the extension of the contract signed with the Chairman and members of the Board of Directors (reorganization or termination of the contract), as well as information about candidates to the Supervisory Board and the Audit Commission of the Bank, draft amendments and additions to the Charter and other by-laws of the Bank or the restated Charter of the Bank and other draft by-laws, reports of the Bank's Board of Directors and the Supervisory Board on the development strategy of the Bank.

4.6. Prior to the General Meeting, upon request of the shareholders, the necessary information on the agenda of the meeting, including the stand of the Supervisory Board of the Bank on the agenda of the General Meeting, shall be provided. If a registered shareholder is a nominee shareholder, the notice of the

General Meeting of Shareholders shall be sent to the nominee shareholder. The nominee shareholder is obliged to provide it to his/her customers in the manner prescribed by law or by agreement with the customer.

4.7. Shareholders (a shareholder) owning at least one (1) percent of the Bank's voting shares shall, no later than ninety (90) days after the end of the fiscal year, submit issues to the agenda of the Annual General Meeting and proposals on the distribution of net profit. They may also give recommendations on the nomination of candidates to the Supervisory Board and the Audit Commission of the Bank, without exceeding the quantitative composition (Annex 4 hereto).

4.8. Shareholders (a shareholder) may make changes to the list of candidates to the Supervisory Board and the Audit Commission of the Bank, nominated by them, no later than three (3) business days from the publication of the notice of the Annual General Meeting.

4.9. The agenda of the General Meeting shall be included in writing with an indication of the reasons for its imposition, the name(s) of the shareholders (a shareholder) issuing the issue, the number and type of shares.

4.10. When nominating candidates to the Supervisory Board and the Audit Commission of the Bank, including self-nomination, the full name of a candidate, the number and type of shares (if the candidate is a shareholder of the Bank), and the name of the shareholder nominating the candidate to the Supervisory Board and the Audit Commission of the Bank shall be indicated.

4.11. The Supervisory Board of the Bank shall consider the proposals received and decide on the inclusion thereof in the agenda or on the recall of the agenda of the General Meeting within ten (10) days after the expiration of the time limits indicated Clauses 4.7 and 4.8 hereof.

4.12. The issue submitted by the shareholders (shareholder) should be included in the agenda of the General Meeting of Shareholders, and the candidates to the Supervisory Board and the Audit Commission of the Bank shall be included in the list of candidates for election, except for the following cases:

if the shareholders (shareholder) have failed to meet the time limits specified in Clause 4.7 hereof;

if the shareholders (shareholder) do not own the voting shares of the Bank as provided for in Clause 4.7 hereof;

if the information specified in clause 4.9 hereof is incomplete;

if the proposals do not meet the requirements of the current legislation.

4.13. A justified decision of the Supervisory Board of the Bank to refuse to include a candidate in the list of candidates for election on the agenda of the General Meeting or to nominate a candidate to the Supervisory Board and the Audit

Commission of the Bank shall be sent to shareholders (a shareholder) within three (3) business days from the date of the decision.

4.14. The issue on the Supervisory Board of the Bank on the agenda or on the refusal to include a candidate in the list of candidates to the Supervisory Board and the Audit Commission of the Bank may be appealed in court.

5. PREPARATION FOR THE EXTRAORDINARY GENERAL MEETING

5.1. An Extraordinary General Meeting shall be held on the basis of the decision of the Supervisory Board of the Bank on the following grounds:

at the initiative of the Supervisory Board of the Bank;

at the written request of the Audit Commission;

at the written request of the shareholder (shareholders) who owns at least five (5) percent of the voting shares of the Bank (the standard form of the written request is given in Annex 5 hereto).

5.2. The Bank shall, at the written request of the Audit Commission or a shareholder(s) owning at least five (5) percent of the voting shares of the Bank, convene the Extraordinary General Meeting to be held by the Bank's Board of Directors sending a relevant notice no later than thirty (30) days from the date of the request.

5.3. The request to convene the Extraordinary General Meeting should contain the issues to be included in the agenda of the Meeting with indications of their reasons.

5.4. The Supervisory Board of the Bank is not entitled to make changes to the description of the agenda of the Extraordinary General Meeting convened at the request of the shareholder(s) owning at least five (5) percent of the voting shares of the Bank or that of the Audit Commission.

5.5. In the event that a shareholder (shareholders) submits a request to convene an Extraordinary General Meeting, the request shall contain the full name of the shareholder(s) and the type and number of shares.

The request to convene an Extraordinary General Meeting shall be signed by the person(s) requesting the convening of the Extraordinary General Meeting.

5.6. The Supervisory Board or Audit Commission of the Bank shall, within ten (10) days from the date of the request to convene an Extraordinary General Meeting submitted a shareholder (shareholders), owning at least five (5) percent of the voting shares of the Bank, decide whether to convene or refuse to convene the Extraordinary General Meeting.

5.7. The Supervisory Board or Audit Commission of the Bank may refuse to convene an Extraordinary General Meeting by the request of a shareholder

(shareholders), owning at least five (5) percent of the voting shares of the Bank, in the following cases:

if the shareholder(s) requesting the convocation of the Extraordinary General Meeting of Shareholders does(do) not own five (5) percent of the voting shares of the Bank;

none of the items proposed for inclusion in the agenda is within the competence of the General Meeting;

if the proposed agenda item does not comply with the requirements of the law.

5.8. A justified decision of the Supervisory Board of the Bank to convene an Extraordinary General Meeting or refuse to convene the Meeting shall be sent to persons that have requested to convene the Meeting no later than three (3) days from the date of the decision.

5.9. The decision of the Supervisory Board of the Bank to refuse to hold an Extraordinary General Meeting of Shareholders may be appealed in court.

5.10. If the Supervisory Board of the Bank does not decide to convene an Extraordinary General Meeting within the period prescribed by this Regulation or decides to refuse to convene the Extraordinary General Meeting, then it may be convened by the person requesting its convocation. In such cases, the costs associated with the preparation and holding of the General Meeting may be covered by the decision of the General Meeting at the expense of the Bank.

5.11. An Extraordinary General Meeting of Shareholders may be convened in the manner prescribed by applicable law, the Charter of the Bank and this Regulation in the event of:

early termination of the powers of the Supervisory Board of the Bank.

failure to comply with the legislation of the Republic of Uzbekistan, the Charter of the Bank and the decisions of the General Meeting;

damage to the Bank as a result of actions (omissions), damage to shareholders' property rights, including a major deterioration in the Bank's activities, a sharp decline in profitability and profit margins, and an unreasonable reduction in the volume of services;

the presence or absence of bankruptcy criteria or the risk of their occurrence, debt to the state budget, extra-budgetary savings and remuneration of employees.

5.12. In the request to convene an Extraordinary General Meeting, apart from the issue of early termination of the powers of the Supervisory Board of the Bank, a separate proposal on the election of the new composition of Supervisory Board of the Bank should be included in the agenda of the Meeting.

5.13. An Extraordinary General Meeting shall be convened by the Bank's Supervisory Board, Board of Directors, the Corporate Consultant and persons requiring the preparation of the Extraordinary General Meeting in accordance with the law, the Charter of the Bank and this Regulation.

6. QUORUM OF THE GENERAL MEETING

6.1. If at the end of registration for participation in the General Meeting, shareholders (their representatives) who hold more than fifty (50) percent of the voting shares of the Bank are registered, then the General Meeting is duly constituted (has a quorum).

6.2. If the General Meeting is inquorate, the date of a reconvened General Meeting will be announced. When holding the reconvened General Meeting, the agenda shall not be replaced.

6.3. If at the end of registration for participation in a reconvened General Meeting, instead of a meeting that did not take place, shareholders (their representatives) who hold more than forty (40) percent of voting shares of the Bank are registered, then the reconvened General Meeting of Shareholders is duly constituted (has a quorum).

6.4. Participants shall be notified of the reconvened General Meeting within the time and in the manner established by this Regulation.

6.5. If the General Meeting is adjourned for a period of less than twenty (20) days due to the absence of a quorum, the shareholders entitled to participate in the General Meeting shall be determined in accordance with the register of shareholders entitled to participate in the General Meeting.

7. WORKING BODIES OF THE GENERAL MEETING

7.1. The Presidium of the General Meeting, the Secretary (Secretariat) and the Counting Commission shall be its working bodies.

7.2. The Presidium of the General Meeting

The Presidium of the General Meeting shall be elected at the General Meeting. The Chairman of the Supervisory Board of the Bank shall be included into the Presidium by virtue of position. The Presidium may also include members of the Supervisory Board of the Bank, the Chairman and members of the Board of Directors, as well as other invitees.

The Chairman of the General Meeting shall preside at the Presidium of the Meeting, ensure conducting the meeting, and at have all the powers necessary for the full exercise of his functions.

The Chairman of the General Meeting shall manage the work of the Meeting, coordinate the performance of the working bodies, ensure that the meeting is held within the framework of the established rules and procedures, and provide explanations during the conduct of the meeting and the voting process, control the compliance with the procedure during the Meeting. The Chairman of the General Meeting shall sign the minutes and decision of the General Meeting.

7.3. The Counting Commission

To count votes and register shareholders, the General Meeting shall elect the Counting Commission, an independent body of the General Meeting, of at least three (3) people, acting until the next meeting. The personal composition of the Counting Commission, as well as the Regulation thereon shall be approved by the General Meeting on the proposal of the Supervisory Board of the Bank. Members of the Bank's Supervisory Board, Audit Commission, Board of Directors, as well as persons appointed to these positions cannot be included in the Counting Commission.

The term of powers of the Counting Commission shall be calculated from the date of the relevant General Meeting (annual or extraordinary) until the election (or re-election) of the personal composition of the Counting Commission.

When preparing for the General Meeting, on the basis of the 'Regulation on the Counting Commission of the PJSCB Orient Finans', the Counting Commission shall:

- draw up a list of shareholders entitled to participate in the General Meeting;

- issue and send voting forms and other materials of the General Meeting, keep records of issued (sent) voting forms.

The Counting Commission, previously appointed by the General Meeting, shall perform the following functions before the meeting:

- register shareholders (their representatives) to participate in the General Meeting;

- keep records of powers of attorney and the rights granted by them;

- provide participants of the General Meeting with voting forms and other information (materials) of the General Meeting;

- determine the presence of a quorum of the General Meeting and inform the General Meeting about it;

- organize the election of working bodies of the General Meeting.

The Counting Commission newly elected (re-elected) by the General Meeting shall:

clarify issues arising from the shareholders' (their representatives') exercising their right to vote at the General Meeting;

explain the procedure for voting on issues put to vote;

ensure the voting procedure and the shareholders' right to participate in voting;

count the votes, review the voting results and inform the General Meeting on the voting results;

draw up the voting results minutes;

hand over the documents of the General Meeting, including voting forms (sealed), powers of attorney (copies) and other documents, to the archive of the Bank;

issue certificates and extracts from the list to shareholders who have the right to participate in the General Meeting.

Prior to the opening of the General Meeting, the Counting Commission of the Bank shall inform the General Meeting of the results of the registration of shareholders and their representatives and the presence of a quorum.

7.4. The Secretary (Secretariat) of the General Meeting:

The General Meeting shall elect the Secretary (Secretariat) by simple majority of votes on the proposal of the Supervisory Board of the Bank. The Bank's Corporate Consultant may be elected as the Secretary (secretariat) of the General Meeting. The Secretary (Secretariat) of the General Meeting shall ensure that the minutes of the General Meeting are properly drawn up in accordance with the requirements established by the legislation and the internal regulatory acts of the Bank.

The Secretary (Secretariat) of the General Meeting shall:

record the proceedings of the General Meeting in the minutes;

compile a list of speakers based on written applications for participation in the discussion of items on the agenda of the Meeting;

draw up the minutes of the General Meeting.

8. VOTING AT THE GENERAL MEETING

8.1. The following persons have the right to vote at the General Meeting:

Shareholders that own ordinary shares of the Bank - on all items on the agenda;

Shareholders that own preferred shares of the Bank shall be solely responsible for resolving issues related to the reorganization and liquidation of the Bank, as well as for making changes to the Charter of the Bank restricting the rights of shareholders owning preferred shares.

- 8.2.** Members of the Bank's Supervisory Board and Board of Directors, who are not shareholders, have consultative capacity at the General Meeting.
- 8.3.** Voting at the General Meeting shall be held on one-share-one-vote basis. When electing members of the Supervisory Board of the Bank, a shareholder has the right to fully vote for one candidate or distribute his/her votes among several candidates (cumulative voting). The candidates with the most votes shall be elected to the Supervisory Board of the Bank.
- 8.4.** Voting on all issues included in the agenda of the General Meeting shall be carried out using voting forms. A separate voting form shall be used to vote for the approval of the rules and procedure of the Meeting, the number of members and personal composition of the Counting Commission.
- 8.5.** Where a shareholder (his/her representative) left only one of the possible voting options on this issue, the votes cast on this issue shall be taken into account. Filled voting forms that contradict the above requirements shall be considered invalid, and votes on these issues shall not be counted.
- 8.6.** If the voting form covers several issues, or in case of failure to comply with the above requirements on one or several issues, the voting form shall not be considered invalid.
- 8.7.** If a member of the Bank's Supervisory Board, Audit Commission, or Board of Directors is prosecuted or removed from his/her post or the approval of the documents signed by him/her is in question, he or she, as well as the Chairman of and members of the Board of Directors participating as representatives of shareholders, shall not have the right to vote on the issues of extension, reorganization or termination of the employment contract concluded with them.
- 8.8.** A shareholder participating in the General Meeting shall be allowed to make a copy of his/her voting form.
- 8.9.** During the General Meeting, shareholders may draw up a shareholders' agreement to form their stands in voting.
- 8.10.** According to the voting results, the Counting Commission shall draw up the voting results minutes, which shall be signed by the members of the Counting Commission. The Counting Commission shall seal the voting forms. The minutes of the Counting Commission shall be approved by a special decision of the General Meeting, taken into consideration and attached to the minutes of the General Meeting.

9. RULES AND PROCEDURE OF THE GENERAL MEETING

- 9.1.** The General Meeting shall be held on the basis of legislative acts, the Charter of the Bank, this Regulation and the rules and procedure of the General Meeting.

9.2. The rules and procedure of the General Meeting shall be approved at each General Meeting in accordance with the Charter of the Bank and this Regulation.

9.3. The rules of the General Meeting (the proceedings of the Meeting) should include the time of the beginning and end of the Meeting, the time limits for reports on the agenda and breaks, the sequence of the agenda items, the name and position of speakers on the agenda items, voting on the agenda and the procedure for announcing results.

9.4. The General Meeting shall be presided over by the Chairman of the Supervisory Board of the Bank, and in case of his justified absence, it shall be presided over by one of the members of the Supervisory Board of the Bank.

9.5. Based on the permission of the Chairman of the General Meeting, audio and video recordings and broadcast of the General Meeting through the Internet may be made.

9.6. The Chairman of the Supervisory Board of the Bank shall propose to elect the Presidium and the Secretary (Secretariat) of the General Meeting. The composition of the Presidium and the Secretary (Secretariat) shall be elected through voting by show of hands of the shareholders participating in the Meeting.

9.7. The rules and procedure of the General Meeting, approval of the Counting Commission and its personal composition shall take precedence. The results of voting on these issues shall be counted and announced in accordance with the procedure established by the Counting Commission of the previous General Meeting. After that, the General Meeting shall consider and discuss other items on the agenda, followed by voting on them.

9.8. The following requirements shall be applied to the content and form of reports of representatives of the Bank's management and control bodies accountable to the General Meeting.

The reports of the Bank's Supervisory Board, Board of Directors, and Audit Commission should be in written and oral form.

The reports of the Bank's Supervisory Board and Board of Directors should show the measures taken to achieve the Bank's development strategy, implementation of the Business Plan, the main financial and economic indicators of the Bank (revenues, expenses, profits, capital, liquidity, the Bank's assets, in particular, the loan portfolio status, number of customers and other information) compared with previous years.

The conclusions of the Audit Commission should include an assessment of the reliability of the information provided in the Bank's reports and other financial documents, compliance with the accounting and financial reporting

procedures, as well as information about compliance with the law in carrying on financial and economic activities.

The texts of the reports of the Bank's Supervisory Board and Board of Directors and the conclusion of the Audit Commission should be presented to shareholders during the preparation for the General Meeting. Also, the basic rules (content) of reports should be shown in the minutes of the General Meeting.

9.9. As to the current items on the agenda and the one under discussion during the Meeting, the Chairman of the General Meeting shall make a decision on the basis of the right of each participant to speak within the fixed time limit.

9.10. Any participant who wishes to participate in the discussion of the items on the agenda should submit an application to the Secretary (Secretariat) of the General Meeting indicating the item on which he/she wishes to speak.

9.11. During the General Meeting, the amount of remuneration and compensation paid to members of the Bank's Supervisory Board, Board of Directors, and Audit Commission, as well as the distribution of the Bank's profits, in particular, the assessment of the relevance of the dividends to the Bank's dividend policy shall be disclosed.

9.12. At the General Meeting, cooperation on the basis of mutual trust, respect, accountability and control between members of the Bank's Supervisory Board, shareholders of the Bank, members of the Board of Directors and control bodies, as well as equal treatment to all shareholders regardless of their shares, gender, race, religion, nationality, social background, their personal and social status shall be ensured.

9.13. After all the items on the agenda have been discussed, the voting has been completed, and the results of the voting have been declared, the Chairman of the General Meeting shall deliver a concluding address and declare the Meeting closed.

10. MINUTES OF THE GENERAL MEETING

10.1. The minutes of the General Meeting shall be drawn up in two (2) copies within 10 (ten) days after its holding. Both copies shall be signed by the Chairman of the General Meeting and the Secretary of the General Meeting.

10.2. The following shall be indicated in the Minutes of the General Meeting:

The date, time and place of the General Meeting;

The total number of votes held by the holders of voting shares of the Bank;

The number of votes cast by shareholders participating in the General Meeting;

The Chairman (presidium) and the Secretary of the General Meeting, the agenda thereof.

10.3. The minutes of the General Meeting should contain the basic rules of the reports, issues put to the vote, as well as the results of voting and decisions taken by the Meeting. The minutes of the General Meeting shall be a document open for shareholders.

The minutes of the General Meeting shall be registered in the book of minutes of meetings. The book of minutes should be bound, numbered and certified by the seal of the Bank and kept by the Bank's Corporate Consultant.

10.4. After signing the minutes of the General Meeting, the Secretary of the General Meeting and the Counting Commission shall hand over the documents of the General Meeting, including the list of registration of shareholders, powers of attorney, voting results minutes signed by the members of the Counting Commission, sealed voting forms, minutes of the General Meeting, etc. to the archive.

10.5. The decisions taken by the General Meeting and the voting results shall be communicated to the shareholders in the following order:

the voting results will be read out at the General Meeting;

after the General Meeting is closed, the report on the voting results shall be declared in the prescribed manner; and

the Head Office and branches of the Bank shall bring the above decisions and results to the notice of shareholders within thirty (30) days from the date of their receipt.

10.6. The implementation of decisions of the General Meeting shall be ensured by the Supervisory Board of the Bank, the Chairman and members of the Board of Directors of the Bank. The implementation of decisions of the General Meeting shall be supervised by the Supervisory Board of the Bank, unless otherwise specified in the minutes of the Meeting.

10.7. The decisions of the General Meeting shall be binding for all shareholders participating in the General Meeting and not participating in the relevant part.

11. FINAL PROVISIONS

11.1. This Regulation shall enter into force after it has been approved by the General Meeting and, therefore, the Regulation 'On the General Meeting of Shareholders of the Private Joint-Stock Commercial Bank Orient Finans', approved by the decision of the minutes of the General Meeting dated August 21, 2014, shall become invalid.

11.2. Changes and additions hereto shall be made in accordance with the decision of the General Meeting. The provisions hereof shall be regularly reviewed for their compliance with applicable laws, the requirements of the Charter of the Bank, and best corporate governance practices.

11.3. If any provisions hereof contradict the current legislation of the Republic of Uzbekistan and/or the Charter of the Bank, the provisions shall become null and void and be regulated by the current legislation of the Republic of Uzbekistan and/or the Charter of the Bank prior to the introduction of changes and additions hereto.

11.4. The original of this Regulation shall be kept in the Methodology Subdivision of the Bank's Legal Services Department.

Annex 1
to the Regulation on the General Meeting of
Shareholders of the PJSCB Orient Finans

LIST OF REGISTRATION OF SHAREHOLDERS AND THEIR REPRESENTATIVES

for participation in the regular Annual/Extraordinary General Meeting of Shareholders of the Private Joint-Stock Commercial Bank Orient Finans to be held on ‘ ____ ’ _____ 201_.

The list of shareholders is compiled on the basis of the register of shareholders of the Bank drawn up by the Central Registrar according to the list of shareholders dated ‘ ____ ’ _____ 201_.

Number of voting shares: _____ pcs. (_____ soum).

| ## | Number of Registered Shareholders | Name of shareholder | Number of voting shares | % of voting shares | Signature of shareholder | To be filled in in the presence of shareholder | | |
|----|-----------------------------------|---------------------|-------------------------|--------------------|--------------------------|--|--------------------------------------|-----------------------------|
| | | | | | | Full name of representative of shareholder | Date and number of power of attorney | Signature of representative |
| 1 | | | | | | | | |
| 2 | | | | | | | | |
| 3 | | | | | | | | |

The total number of all registered shareholders (their representatives) to participate in the General Meeting: _____

The presence of a quorum (percentage of the total number of voting shares) _____%.

Signatures of members of the Counting Commission:

Annex 2
to the Regulation on the General Meeting of
Shareholders of the PJSCB Orient Finans

VOTING FORM No. _____

to vote at the regular Annual/Extraordinary General Meeting of Shareholders of
the Private Joint-Stock Commercial Bank Orient Finans

Number of voting shares: _____ pcs.

Place of the General Meeting: _____

Date and time of the General Meeting: ' ____ ' _____ 201_ ; time: _____

Shareholder _____

Name/Full name

Full name of the representative of the shareholder _____

Date and number of Power of Attorney: ' ____ ' _____ 201_ ; No. _____

| ## | Agenda items | Description of each item put to vote | Voting options * | | |
|-----|--------------|--------------------------------------|---|---------|---------|
| | | | (strike out whatever is not applicable) | | |
| 1 | | | For | Against | Abstain |
| 2 | | | For | Against | Abstain |
| ... | | | For | Against | Abstain |

Cumulative voting issue:

In cumulative voting, the number of votes of each shareholder shall be multiplied by the number of candidates to be elected to the Supervisory Board of the Bank, and a shareholder has the right to cast all his/her votes for one candidate or distribute them among two or more candidates.

Number of shares in cumulative voting: _____

| ## | Candidates | Place of employment | Number of shares owned by shareholder adopted as candidate | Type of shares | For (indicate the number of votes) |
|----|------------|---------------------|--|----------------|------------------------------------|
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |

Signature of shareholder or his/her representative

(voting form shall be signed by shareholder or his/her representative)

* Leave only one of the voting options.

NOTICE
OF REGULAR ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF THE PJSCB ORIENT FINANS

DEAR SHAREHOLDERS,

The Regular Annual/Extraordinary General Meeting of Shareholders of the PJSCB Orient Finans will be held on ‘_____’ _____ 201__ at _____ (address of venue) and (Bank’s email address _____).

Time of shareholder registration: _____;

Time of the beginning of the General Meeting of Shareholders:
_____;

Date of compiling the register of shareholders of the Bank entitled to participate in the General Meeting: _____

AGENDA OF THE MEETING:

1.....

2.....

3.....

Shareholders may participate in the Meeting in person or through their representatives with identity documents in the prescribed manner (representatives of an individual shall have notarized IDs, representatives of a legal entity shall have powers of attorney issued by the organization).

When preparing for the General Meeting, shareholders shall be allowed to familiarize themselves with the information (materials) to be provided to them and discussed at the meeting at the PJSCB Orient Finans (Head Office) at _____ from the date of this notice from _____ to _____ (time to be specified) on the day of the Meeting.

Telephone for information: _____

SUPERVISORY BOARD OF THE PJSCB ORIENT FINANS

PJSCB ORIENT FINANS

PROPOSAL

to Put an Issue on the Agenda of the General Meeting of Shareholders

Shareholder of the PJSCB Orient Finans _____ proposes
to put the following issues on the agenda of the General Meeting of Shareholders.

Total number of shares: _____ pcs, including voting shares _____ pcs (At least
__% of the total number of voting shares of the PJSCB Orient Finans), the number of preferred
shares _____ pcs.

The issue to be included in the agenda of the General Meeting of Shareholders and the
reasons for its raise:

Candidates to the Supervisory Board of the Bank (full name, place of work, position held,
number and type of shares owned):

Candidates to the Audit Commission of the Bank (full name, place of work, position held,
number and type of shares owned):

Full name of shareholder

(Director of Joint-Stock Company)

L.S.

(date, signature)

PJSCB ORIENT FINANS

REQUEST

of Convening an Extraordinary General Meeting of Shareholders

Shareholder of the PJSCB Orient Finans _____ requests to
convene an extraordinary meeting of shareholders of the Bank.

The total number of shares: _____ pcs, including voting shares _____ pcs (At least
__% of the total number of voting shares of the PJSCB Orient Finans), the number of preferred
shares _____ pcs.

Content of the request (Reason for convening an extraordinary meeting of shareholders):

The issue on the agenda of the General Meeting of Shareholders and the reasons for its
raise:

Candidates to the Supervisory Board of the Bank (full name, place of work, position held,
number and type of shares owned):

Full name of shareholder

(Director of Joint-Stock Company)

L.S.

(date, signature)