

**REGISTERED**  
Central Bank of the Republic of  
Uzbekistan  
July 22, 2025

Registration number 81/3

First Deputy Chairman of the Central  
Bank of the Republic of Uzbekistan

signed  
**N.N. Saydullaev**  
Official Emblem Seal

**AMENDMENTS AND ADDITIONS  
TO THE CHARTER OF THE  
“ORIENT FINANCE”  
PRIVATE JOINT-STOCK  
COMMERCIAL BANK**

**“APPROVED”**  
by Minutes-Decision  
of the Supervisory Board  
No. 1/2025 dated June 19, 2025

Chairman of the Supervisory Board

signed  
**B.B. Parpiev**

Official Round Seal

**Tashkent - 2025**



## AMENDMENTS

and additions to the Charter of the Private Joint-Stock Commercial Bank "Orient Finance" (new version), approved by the minutes-decision of the General Meeting of Shareholders dated June 12, 2023 No. 1/2023 and registered with the Central Bank on July 14, 2023 under No. 81

**1. Clause 6.6 of the Bank's Charter shall be amended to read as follows:**

"6.6. The number of additional shares that may be issued by the Bank to increase the authorized capital shall be ordinary shares with a par value of 1,250 (one thousand two hundred fifty) sum, a total value of 3,000,000,000,000 (three trillion) sum, and a total of 2,400,000,000 (two billion four hundred million) shares in the name of the owner.

**2. Clause 9.1 of the Bank's Charter shall be supplemented with the following subclause (heading):**

"- conclusion of a corporate agreement between shareholders on the exercise of their rights in the manner established by the Civil Code of the Republic of Uzbekistan."

**3. Clause 10.8 of the Bank's Charter shall be amended to read as follows:**

"10.8. The decision on the payment of dividends on shares of each type, the dividend amount, and the form and procedure for its payment shall be made by the General Meeting of Shareholders based on the recommendation of the Bank's Supervisory Board and the financial statements, subject to the availability of an auditor's report on the accuracy of the financial statements.

The dividend amount may not exceed the amount recommended by the Bank's Supervisory Board.

The start and end dates of dividend payment, the term and procedure for their payment shall be determined by a resolution of the General Meeting of Shareholders of the Bank. The dividend payment term may not be later than 60 (sixty) days from the day following the day of such decision.

Notification of the decision to pay dividends and other material information must be sent and received within 15 days from the date of adoption of this decision, communicated to shareholders via short messages (SMS messages) to mobile phones and (or) e-mail (if there is a mobile phone number and e-mail address in the register of shareholders)

**4. Clause 13.2 of the Bank's Charter shall be amended to read as follows:**

"13.2. The annual general meeting of shareholders of the Bank shall be held within 6 (six) months of the end of the financial year, by June 30 (thirtieth)."

**5. Clause 14.3, paragraph 26 of the Bank's Charter shall be amended to read as follows:**

"26) the creation of working groups under the Supervisory Board on relevant issues, including the identification and resolution of conflict situations, consisting of members of the Supervisory Board, members of the executive body, Bank employees, and invited experts (specialists in the relevant field, professors from specialized higher education institutions, etc.);"

**6. Paragraph 14.14 of the Bank's Charter shall be amended to read as follows:**

"14.14 Members of the Bank's Supervisory Board may be paid remuneration during their term of office, and may also be reimbursed for expenses related to their duties as members of the Supervisory Board.

When determining the amount of remuneration and payments to members of the Supervisory Board, the financial results, efficiency, and profitability of the Bank's operations,



compliance with prudential standards, and effective risk management, as well as the results of an independent assessment of the corporate governance system, shall be taken into account."

**7. Paragraph 15.11 of the Bank's Charter shall be amended to read as follows:**

"1) All matters to be considered at the General Meeting of Shareholders and the meeting of the Supervisory Board of the Bank shall be first considered at a meeting of the Management Board (meetings of other collegial bodies chaired by the Chairman of the Management Board), and relevant documents and draft resolutions thereon shall be prepared and submitted. Organizes the implementation of decisions of the General Meeting of Shareholders and the meeting of the Supervisory Board of the Bank."

**8. Section 17 of the Bank's Charter (Branches and Representative Offices of the Bank, the Procedure for Their Organization) shall be amended to read as follows:**

**"17. SEPARATE DIVISIONS OF THE BANK, THE PROCEDURE FOR THEIR ORGANIZATION**

17.1. The Bank has the right, in the manner established by current legislation and internal regulations, to establish branches, banking service centers, banking service points, representative offices, and other separate divisions in the Republic of Uzbekistan and to grant them powers to the extent and in the manner established by legislation, the Bank's Charter, and other internal regulations.

The Bank shall provide the Bank with property to the separate divisions, and the Bank shall be responsible for the activities of its separate divisions.

17.2. A branch of the Bank is a division of the Bank that carries out all or part of the banking operations on behalf of the Bank and is not an independent legal entity.

Bank branches are opened in accordance with the established procedure by decision of the Board of Directors with written notice to the Central Bank and are closed.

Branches operate based on the Branch Regulations approved by the Supervisory Board and conduct all or part of the Bank's banking operations within the framework of the established business standards and the powers granted to the Bank under the license issued by the Central Bank.

Branches organize their activities based on the principles of business accounting. Branch managers and chief accountants are appointed by the Chairman of the Bank's Management Board. Branch managers act under a power of attorney issued by the Chairman of the Bank's Management Board. The Chairman of the Management Board enters into employment contracts with branch managers and chief accountants on behalf of the Bank.

Branches bear the Bank's name and emblem (logo), as well as a round seal, stamp, and letterhead bearing their name, as well as a balance sheet.

17.3. To ensure prompt customer service, create additional convenience for them, and meet their banking needs, as well as further enhance the Bank's profitability, the Bank establishes and operates: Banking Service Centers and Banking Service Centers that are not independent legal entities may open branches in the Republic of Uzbekistan.

17.3.1. A Bank's Banking Service Center is a separate division of the Bank located outside the Bank's premises, sharing a balance sheet and code with the Bank.

The opening and closing of Bank branches is carried out in accordance with the established procedure by decision of the Supervisory Board with written notification to the Central Bank.

Banking Service Centers operate under a license approved by a resolution of the Bank's Management Board and carry out all or part of the Bank's banking operations within the limits of the Bank's established economic standards and the powers granted to the Bank under the license issued to the Bank by the Central Bank.



17.3.2. A Bank's banking services office is a separate division of the Bank located outside the Bank's premises. It may be established with or without the deposit of cash (by concluding a safekeeping agreement).

The opening and closing of Bank branches is carried out in accordance with the established procedure, by decision of the Management Board, with written notice to the Central Bank.

Banking service departments are opened and closed by decision of the Management Board with written notice to the Central Bank. They operate on the basis of approved regulations and carry out all or part of the Bank's banking operations within the limits established by the Bank's internal regulations.

17.4. The Bank has the right to open representative offices in the Republic of Uzbekistan – separate divisions located outside its location that represent and protect its interests and do not carry out banking activities. A representative office is established and liquidated in accordance with the decision of the Supervisory Board. The Bank's representative office is not an independent legal entity and operates on the basis of the representative office regulations approved by the Supervisory Board.

17.5. With the permission of the Central Bank, the Bank has the right to open subsidiary banks, establish branches and representative offices outside the Republic of Uzbekistan, and participate in the capital of banks, including foreign banks.

17.6. The Bank has the right to participate in the creation of unions, associations, and other associations to coordinate its activities, protect its interests, and implement joint programs.

**Chairman of the Board**

**signed**

**T.F. Djunaydullaev**

**Amendments and additions No. 3 to the Charter of the Private Joint-Stock Commercial Bank "Orient Finance" (new edition), approved by the minutes-resolution of the General Meeting of Shareholders dated June 12, 2023 No. 1/2023 and registered with the Central Bank on July 14, 2023 under No. 81**

**Agreed:**

First Deputy Chairman of the Board

signed

Sh.Sh. Tuyboev

Deputy Chairman of the Board,  
Head of the Executive Office

signed

I.T. Tursunov

Director of Legal Services Department

signed

T.U. Umarov

Director of the Treasury Department

signed

Z.Kh. Payziev

Chief accountant

signed

D.T. Rahimov