

**PROTOCOL**  
**Meetings of the Counting Commission of the Annual General meeting of**  
**shareholders of JSC «ANOR BANK»**

Tashkent c.

17.05.2021y.

The Annual general meeting of shareholders of «ANOR BANK» JSC was held on the seventeenth of May, 2021 in the Republic of Uzbekistan, Tashkent c., st. Sairam 5-passage, 4 from 11:00 to 13:00 local time.

2 sets of ballots were issued, with a total of 185 000 000 votes or 100% of the total number of bank shares admitted for voting.

When counting votes on the agenda items, it was established: 2 sets of ballots were handed over with a total of 185 000 000 votes.

There are **no** spoiled ballots.

There are **no** ballots that have not been submitted.

The quorum of the meeting is 100% of the outstanding number of voting shares entitled to participate in the Annual general meeting of shareholders.

In accordance with art.60 of the Law “On Joint Stock Companies and protection of shareholders’ rights” the decision of the general meeting of shareholders on the issue put to a vote is adopted by a majority of votes of shareholders – owners of voting shares of the bank participating in the meeting. Also in accordance with art.69 of the above Law, voting at the general meeting of shareholders is carried out according to the principle “one voting share of the bank – one vote”, except for cases of cumulative voting for the election of members of the bank’s supervisory board.

As a result of the counting of votes and analysis of voting ballots, the following results were determined:

**On the first issue of the agenda «On approval of the quantitative and personal composition of the Counting Commission of «ANOR BANK» JSC»**

**Results of voting on the first issue:**

Voting options	Number of votes	% of those who took part in the voting	The number of votes in ballots that were declared invalid
«PER»	100 000 000	100	0
«AGAINST»	0	0	
«ABSTAINED»	0	0	

**SOLUTION:**

1.1. To approve the Counting commission of the Annual general meeting of shareholders of the bank in the number of three members, consisting of:

Ходжаева З.М.

Абдувасикова М.А.

Жумаев М.К.

**On the second issue of the agenda “On approval of the Regulations for holding an extraordinary general meeting of shareholders of «ANOR BANK» JSC”**

**Results of voting on the second issue:**

Voting options	Number of votes	% of those who took part in the voting	The number of votes in ballots that were declared invalid
«PER»	100 000 000	100	0
«AGAINST»	0	0	
«ABSTAINED»	0	0	

**SOLUTION:**

2.1. . To approve the Regulations for the Extraordinary General Meeting of Shareholders of «ANOR BANK» JSC in the following order:

- for speeches of speakers on key issues – up to 10 minutes;
- for additional speeches, remarks and debates – up to 5 minutes;
- break for counting votes – 5 minutes.

**On the third issue of the agenda “On consideration of the report of the Chairman of the Supervisory Board of «ANOR BANK» JSC on the results of activities for 2020”**

**Results of voting on the third issue:**

Voting options	Number of votes	% of those who took part in the voting	The number of votes in ballots that were declared invalid
«PER»	100 000 000	100	0
«AGAINST»	0	0	
«ABSTAINED»	0	0	

**SOLUTION:**

3.1 Take note of the report on the results of the activities of the Supervisory Board of «ANOR BANK» JSC for 2020.

3.2 To approve the decisions taken by the Supervisory Board in 2020, in accordance with appendix №1.

**On the fourth issue of the agenda “On consideration of the report of the Chairman Board of the bank on the results of the financial and economic activities of «ANOR BANK» JSC for 2020”**

**Results of voting on the fourth issue:**

Voting options	Number of votes	% of those who took part in the voting	The number of votes in ballots that were declared invalid
«PER»	100 000 000	100	0
«AGAINST»	0	0	
«ABSTAINED»	0	0	

**SOLUTION:**

4.1. To approve the report of the Chairman Board of the bank on the results of the financial and economic activities of «ANOR BANK» JSC for 2020 (appendix №2)

4.2 To recognize the work of the bank’s Management board in 2020 as satisfactory.

**On the fifth issue of the agenda “On consideration of the report of the Inspector of «ANOR BANK» JSC on the results of the financial and economic activities of the bank for 2020”**

**Results of voting on the fifth issue:**

Voting options	Number of votes	% of those who took part in the voting	The number of votes in ballots that were declared invalid
«PER»	100 000 000	100	0
«AGAINST»	0	0	
«ABSTAINED»	0	0	

**SOLUTION:**

5.1. Take note of the report of the Inspector of «ANOR BANK» JSC on the results of the financial and economic activities of the bank for 2020

**On the sixth issue of the agenda “On approval of the conclusion of the Auditing company LLC “Ernst & Young” on the reliability of the financial statements of «ANOR BANK» JSC at the end of 2020”**

**Results of voting on the sixth issue:**

Voting options	Number of votes	% of those who took part in the voting	The number of votes in ballots that were declared invalid
«PER»	100 000 000	100	0
«AGAINST»	0	0	
«ABSTAINED»	0	0	

**SOLUTION:**

6.1. To approve the conclusion of the Auditing company LLC “Ernst & Young” on the reliability of the financial statements of «ANOR BANK» JSC at the end of 2020

**On the seventh issue of the agenda “On approval of the annual report, balance sheet and profit and loss statement of «ANOR BANK» JSC at the end of 2020”**

**Results of voting on the seventh issue:**

Voting options	Number of votes	% of those who took part in the voting	The number of votes in ballots that were declared invalid
«PER»	100 000 000	100	0
«AGAINST»	0	0	
«ABSTAINED»	0	0	

**SOLUTION:**

7.1. To approve the annual report, balance sheet and profit and loss statement of «ANOR BANK» JSC at the end of 2020

**On the eighth issue of the agenda “On approval of the distribution of net profit based on the results of the financial and economic activities of «ANOR BANK» JSC for 2020”**

**Results of voting on the eighth issue:**

Voting options	Number of votes	% of those who took part in the voting	The number of votes in ballots that were declared invalid
«PER»	100 000 000	100	0
«AGAINST»	0	0	
«ABSTAINED»	0	0	

**SOLUTION:**

8.1 To approve the following procedure for distribution of net profit:

- 6 086 217,19 UZS for the formation of a general-purpose reserve fond of the bank;
- 115 638 126,67 UZS for the formation of a reserve for assets classified as “standart”

**On the ninth issue of the agenda “On approval of the concluded transactions with affiliated persons of «ANOR BANK» JSC in 2020”**

**Results of voting on the ninth issue:**

Voting options	Number of votes	% of those who took part in the voting	The number of votes in ballots that were declared invalid
«PER»	100 000 000	100	0
«AGAINST»	0	0	
«ABSTAINED»	0	0	

**SOLUTION:**

9.1. To approve transactions with affiliated persons of the bank approved by the Supervisory Board in 2020 according to the appendix.

**On the tenth issue of the agenda “On approval of the audit organization for the 2021 financial year and the determination of the maximum amount of payment for audit services”**

**Results of voting on the tenth issue:**

Voting options	Number of votes	% of those who took part in the voting	The number of votes in ballots that were declared invalid
«PER»	100 000 000	100	0
«AGAINST»	0	0	
«ABSTAINED»	0	0	

**SOLUTION:**

10.1. To approve the Auditing Organization “Ernst & Young” LLC to conduct an independent audit of the financial statements of «ANOR BANK» JSC at the end of 2021 with the maximum amount of payment for audit services in the amount of 65 000 USD at the exchange rate on the day of signing the contract, excluding VAT

**On the eleventh issue of the agenda “On consideration of the report of the founder of the bank on the costs incurred for the establishment of «ANOR BANK» JSC.**

**Results of voting on the eleventh issue:**

Voting options	Number of votes	% of those who took part in the voting	The number of votes in ballots that were declared invalid
«PER»	100 000 000	100	0
«AGAINST»	0	0	
«ABSTAINED»	0	0	

**SOLUTION:**

11.1. To approve the report of the founder K.A.Olimov on the costs incurred to create «ANOR BANK» JSC according to the provided report.

11.2. The Chairman of the Board (Sh.S.Akramov) to carry out all the necessary measures related to reimbursement of expenses to the founder of the bank in compliance with the requirements of the legislation of the Republic of Uzbekistan.

**On the twelfth issue of the agenda “On approval of the Organizational structure of «ANOR BANK» JSC”****Results of voting on the twelfth issue:**

Voting options	Number of votes	% of those who took part in the voting	The number of votes in ballots that were declared invalid
«PER»	100 000 000	100	0
«AGAINST»	0	0	
«ABSTAINED»	0	0	

**SOLUTION:**

12.1. To approve the Organizational structure of «ANOR BANK» JSC according to the appendix.

12.2 For the sake of efficiency, delegate powers to the bank’s Management board to make changes and additions to the organizational structure of the bank, due to production needs.

**On the thirteenth issue of the agenda “On the election of members of the Supervisory Board of «ANOR BANK» JSC”****Cumulative voting results:**

FULL NAME of candidates to the Supervisory Board «ANOR BANK» JSC	Number of votes
Olimov Qahramonjon Anvarovich	100 000 000
Alimov Ikrom Ismoiljonovich	100 000 000
Yakubov To’lqin Abduvohidovich	100 000 000
Nosirov Shoodil Nosirovich	100 000 000
Nurutdinova Madina Jalalitdinovna	100 000 000

**SOLUTION:**

13.1 Elect the Supervisory Board of «ANOR BANK» JSC in the following composition: Olimov Qahramonjon Anvarovich, Alimov Ikrom Ismoiljonovich, Yakubov To’lqin Abduvohidovich, Nosirov Shoodil Nosirovich, Nurutdinova Madina Jalalitdinovna

13.2. Take into account that Nuritdinova Madina Jalalitdinovna will be able to assume the position of a member of the Supervisory board only after agreement with the Central Bank of the Republic of Uzbekistan in accordance with the requirements of the Regulation “On the procedure and conditions for issuing permits for banking activities” (reg. MJ №3252 dated June 30, 2020)

13.3. Determine that, prior to agreement with the Central Bank of the Republic of Uzbekistan, the functions of the Supervisory Board of «ANOR BANK» JSC are performed by the previous composition.

13.4. Functions of the Chairman of the Supervisory Board Karimbaev Sh.K. terminate from the date of receipt of the letter of approval of the Central Bank of the Republic of Uzbekistan the candidacy of Nurutdinova M.D.

**On the fourteenth issue of the agenda “On the election of the Inspector of «ANOR BANK» JSC”**

**Voting results:**

FULL NAME candidates for bank Inspector	Voting options			% of those who took part in the voting
	«per»	«against»	«abstained»	
Юлдашев Отабек Хасанбоевич	0	0	0	0
Рахманов Отабек Махамдалиевич	100 000 000	0	0	100

**SOLUTION:**

14.1. To elect Otabek Makhmadalievich Rakhmanov as the Inspector of «ANOR BANK» JSC

**On the fifteenth issue of the agenda “On approval of the decision of the Supervisory board on the extension of the labor contract with the Chairman of the Management board of «ANOR BANK» JSC”**

**Results of voting on the fifteenth issue:**

Voting options	Number of votes	% of those who took part in the voting	The number of votes in ballots that were declared invalid
«PER»	100 000 000	100	0
«AGAINST»	0	0	
«ABSTAINED»	0	0	

**SOLUTION:**

15.1. To approve the decision of the Supervisory board to extend the employment contract with the Chairman of the Management board of «ANOR BANK» JSC Sherzod Salimovich Akramov.

**On the sixteenth issue of the agenda “On increasing the authorized capital «ANOR BANK» JSC through an additional issue of ordinary registered uncertified shares”**

**Results of voting on the sixteenth issue:**

Voting options	Number of votes	% of those who took part in the voting	The number of votes in ballots that were declared invalid
«PER»	100 000 000	100	0
«AGAINST»	0	0	
«ABSTAINED»	0	0	

**SOLUTION:**

16.1. Increase the authorized capital of «ANOR BANK» JSC by additional issue of ordinary registered uncertified shares in the amount of 85 000 000 (eighty-five million) totaling 85 000 000 000 (eighty-five billion) UZS, with a par value of 1 000(one thousand) UZS for every share.

16.2. Approve the main parameters of the additional issue:

- shares of this issue are placed by private placement to the shareholder Olimov Qahramonjon Anvarovich;

- the price of placement of one share of the additional issue shall be determined in the amount of 1 000 (one thousand) UZS

- the placement of shares will be carried out on the over-the-counter unorganized market by concluding civil transactions in the manner prescribed by law with the provision of shareholders with the preemptive right to acquire shares recorded in the register of shareholders formed as of the date of the decision May 17, 2021. Part of the shares remaining after the application of the preemptive right will be sold to the shareholder Olimov Qahramonjon Anvarovich;

- the validity period of the preemptive right is 10 calendar days from the date of publication in the media of the notification to shareholders about the possibility of exercising the preemptive right to acquire the placed shares of this issue in accordance with the requirements of the Legislation of the Republic of Uzbekistan.

- payment for the shares of this issue is carried out in cash in the national currency of the Republic of Uzbekistan. Payment not in cash is not provided;

- in case of placement of securities of this issue less than 100%, the issue is considered invalid.

**On the seventeenth issue of the agenda “On the transfer of powers to the bank’s Supervisory board for making a decision to increase the authorized capital of the bank and approval of the Decision on the additional issue of ordinary registered uncertified shares of «ANOR BANK» JSC.**

**Results of voting on the seventeenth issue:**

Voting options	Number of votes	% of those who took part in the voting	The number of votes in ballots that were declared invalid
«PER»	100 000 000	100	0
«AGAINST»	0	0	
«ABSTAINED»	0	0	

**SOLUTION:**

17.1. Transfer powers to the Supervisory board of «ANOR BANK» JSC on approval of the Decision on the additional issue of ordinary registered uncertified shares of «ANOR BANK» JSC in the amount of 85 000 000 (eighty-five million) pieces for a total amount of 85 000 000 000 (eighty-five billion) UZS, par worth 1 000 (one thousand) UZS for each share by closed subscription by private placement to the bank’s shareholder Qahramonjon Anvarovich Olimov.

*Note:*

*This protocol of the counting commission of the Annual General Meeting of Shareholders of «ANOR BANK» JSC was drawn up and signed on May 17, 2021, without corrections, numbered and stitched on 6 (six) sheets, in Russian, in 2 copies.*

**Chairman of the Commission** \_\_\_\_\_

**Xojaeva Z.M.**

**Members of the counting commission** \_\_\_\_\_

**Abduvosiqova M.A.**

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**Jumaev M.K.**