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"O'zsanoatqurilishbank" ATB
Aksiyadorlari umumiy
yig'ilishining
2025-yil " 10 " aprel dagi
01/2025 — son bayoniga
2 — ILOVA

"O'zsanoatqurilishbank" ATB
Kuzatuv kengashining
2024-yil "27" dekabr dagi
2024/38 — son qaroriga
1 — ILOVA

"O'zsanoatqurilishbank" ATB
Boshqaruvining
2024-yil "2" dekabr dagi
700 — son qaroriga
ILOVA

"O'zsanoatqurilishbank" ATB Boshqaruvi to'g'risidagi
NIZOM
(Yangi tahrir)

1-bob. Umumiy qoidalar

1. Mazkur Nizom O'zbekiston Respublikasining "Aksiyadorlik jamiyatlari va aksiyadorlarning huquqlarini himoya qilish to'g'risida"gi, "Banklar va bank faoliyati to'g'risida"gi qonunlari, Bank faoliyatiga ruxsat berish tartibi va shartlari to'g'risidagi nizom (ro'yxat raqami 3252, 2020 yil 30 iyun), Tijorat banklarida korporativ boshqaruv to'g'risidagi nizom (ro'yxat raqami 3254, 2020-yil 30-iyun) va boshqa qonunchilik hujjatlari hamda Bank Ustaviga muvofiq ishlab chiqilgan.

2. Ushbu Nizom "O'zsanoatqurilishbank" ATB (keyingi o'rinlarda – Bank) Boshqaruvining maqomini belgilaydi va uning ishini, a'zolarini tayinlash tartibini hamda ularning huquq va majburiyatlarini tartibga soladi.

3. Bank boshqaruvi bankni boshqarishning ijro etuvchi organi bo'lib, u Bank kuzatuv kengashi tomonidan tasdiqlangan faoliyat strategiyasi va uni boshqarish tizimiga muvofiq bankning kundalik faoliyatiga rahbarlik qiladi hamda uning natijalari uchun javobgardir.

4. Bank Boshqaruvi Bankning aksiyadorlar umumiy yig'ilishi va Bank kuzatuv kengashiga hisobdordir.

5. Bank Boshqaruv raisi Bank Boshqaruviga rahbarlik qiladi. Boshqaruv tarkibiga Raisdan tashqari lavozim bo'yicha Bank Boshqaruv raisi o'rinbosarlari, Risk bosh direktori, Moliyaviy direktor, Bankning bosh buxgalteri, Bankning yuridik xizmati rahbari, shuningdek Bosh Bankning asosiy tarkibiy bo'linma (departament va boshqarma)lari boshliqlari kiritilishi mumkin.

2-bob. Bank Boshqaruvini tashkil qilish

6. Bank kuzatuv kengashi Bank Boshqaruvining miqdoriy tarkibini belgilaydi. Bank Boshqaruvi a'zolarining soni 9 (to'qqiz) kishigacha bo'lgan toq sondan iborat miqdorda bo'ladi.

7. Bank Boshqaruvining miqdoriy va shaxsiy tarkibi bo'yicha qarorlar Bank kuzatuv kengashi umumiy tarkibining oddiy ko'pchilik ovoz berish yo'li bilan qabul qilinadi.

8. Bank Boshqaruvi a'zolarining avvalgi tarkibi Bank kuzatuv kengashi tomonidan Boshqaruvning yangi tarkibiga cheklanmagan marotaba tayinlanishlari mumkin. Bunda, Bank Boshqaruv raisi sifatida tayinlangan (qayta tayinlangan) shaxs surunkasiga ikki muddatdan ortiq Bank Boshqaruv raisi bo'lishi mumkin emas.

9. Bank Boshqaruv raisi, uning o'rinbosarlari, Bankning bosh buxgalteri nomzodlari Bank kuzatuv kengashi tomonidan tayinlanadi.

Bank Boshqaruvining boshqa a'zolarini Bankning boshqa tarkibiy bo'linmalari rahbarlari yoki yuqori malakali mutaxassislari tarkibidan Bank Boshqaruv raisining taqdimiga ko'ra Bank kuzatuv kengashi tomonidan tayinlanadi. Nomzodlar qoida bo'yicha, bank-moliya tizimida uch yildan kam bo'lmagan rahbarlik lavozimlarida ish tajribasiga ega bo'lishi kerak.

10. Bank Boshqaruvi a'zoligiga nomzodlarni Bank kuzatuv kengashi tomonidan ko'rib chiqish yakka tartibda nomzod ishtirokida amalga oshiriladi. Bank Boshqaruvi a'zoligiga nomzod Bank Boshqaruvining a'zosi lavozimini egallashga to'sqinlik qilishi mumkin bo'lgan ma'lumotlarni Bank kuzatuv kengashi a'zolariga oshkor qilishi shart.

11. Bank boshqaruvi a'zoligiga nomzodlarning ishchanlik obro'si, tajribasi, bilim va ko'nikmalari, mustaqil mulohaza yuritishi, vaqtining yetarliligi va jamoaviy yaroqliligi, shuningdek professional malakasi O'zbekiston Respublikasi Markaziy banki talablariga mos bo'lishi lozim.

12. Bank Boshqaruvi a'zoligiga quyidagi shaxslar tayinlanmaydi:

oliy ma'lumoti bo'lmagan;

yetarli darajada bank va moliya sohasidagi qonunchilik bilimlariga ega bo'lmagan, shuningdek O'zbekiston Respublikasi Markaziy banki tomonidan qo'yiladigan talablarga muvofiq bo'lmagan;

avval o'zining qasddan sodir etilgan g'arazli jinoyatlar uchun sudlangan;

avval bankrotlikka uchragan yuridik shaxsga rahbar bo'lgan.

13. Bank boshqaruvi raisi Bank Boshqaruvi tarkibiga nomzod ko'rsatar ekan, bu haqda Kengashga bitim tuzish shartlari, boshqarish faoliyatini mukofotlash va nomzodning bitim tuzish bo'yicha arizasi bilan tasdiqlangan roziligi haqida ma'lum qiladi.

Bank Boshqaruvi raisi bilan Bank nomidan mehnat shartnomasini Bank kuzatuv kengashi raisi yoki Bank kuzatuv kengashi vakolat bergan shaxs imzolaydi. Bank Boshqaruvi raisi o'rinbosari va Boshqaruv a'zolari bilan mehnat shartnomasini Bank nomidan Boshqaruv raisi imzolaydi.

Bank Boshqaruvi raisi va Boshqaruv a'zolari bilan shartnoma aksiyadorlar umumiy yig'ilishining qarori asosida 3 (uch) yil muddatga tuziladi. Shartnomaning amal qilish muddatini uzaytirish va (qayta tuzish) yoki uni tugatish (bekor qilish) mumkinligi to'g'risida har yili aksiyadorlar umumiy yig'ilishi tomonidan qaror qabul qilinadi.

Imzolangan shartnomada Bank faoliyati samaradorligini oshirish bo'yicha tayinlanayotgan mansabdor shaxslarning majburiyatlari va ularning aksiyadorlar umumiy yig'ilishi oldidagi hisobotlarining davriyligi ko'zda tutilgan bo'lishi lozim.

14. Bank Boshqaruvi a'zolari lavozim yo'riqnomasida belgilab berilgan vakolatlar, ular bilan tuzilgan mehnat shartnomasi shartlari, aksiyadorlarning umumiy yig'ilishi, Bank kuzatuv kengashi va Boshqaruvi qarorlari hamda Bank Boshqaruv raisining ko'rsatmalari doirasida ish tutadi.

15. Bank Boshqaruvi a'zoligiga nomzodlar o'zlarining nomzodlari ko'rib chiqilayotganda aksiyadorlar umumiy yig'ilishi yoki Bank kuzatuv kengashi majlisida qatnashishlari mumkin.

16. Bank kuzatuv kengashi Bank Boshqaruvi raisi va Boshqaruv a'zolari bilan tuzilgan shartnomani, agar shartnoma tuzishda ular Bank Ustavini qo'pol tarzda buzishga yo'l qo'ygan bo'lsa yoki ularning harakatlari (harakatsizligi) tufayli Bankka zarar yetkazilgan bo'lsa, muddatidan ilgari tugatish (bekor qilish) huquqiga ega.

17. Bank Boshqaruvi a'zosi Bank Ustavi, shuningdek shartnoma shartlarini buzganligi uchun bir vaqtning o'zida shartnoma bekor qilingan holda egallab turgan lavozimidan chaqirib olinishi mumkin. Bank Boshqaruvi a'zosini chaqirib olish va u bilan tuzilgan shartnomani bekor qilish haqidagi qaror ko'pchilik ovoz bilan Bank kuzatuv kengashi tomonidan qabul qilinadi.

18. Bank Boshqaruvining raisi Boshqaruv tarkibiga qo'shimcha nomzodlar kiritish yoki Bank faoliyatidagi o'zgarishlar munosabati bilan uning miqdoriy tarkibini qisqartirish va boshqa holatlar yuzasidan hamda Bank Boshqaruvi tarkibidan ayrim a'zolarni chiqarish bo'yicha takliflar kiritish huquqiga ega.

19. Bank Boshqaruvining a'zosini vazifasidan ozod qilish Bank kuzatuv kengashi tomonidan quyidagi hollarda amalga oshiriladi:

ixtiyoriy ravishda o'z vakolatini topshirganda;

Bank Boshqaruvining a'zosi mazkur Nizomda, u bilan tuzilgan mehnat shartnomasida hamda o'z lavozim yo'riqnomasida bayon qilingan o'z vakolat va majburiyatlarini bajarmaganda;

Markaziy bankning tegishli ko'rsatmasi olinganda;

qasddan sodir etilgan g'arazli jinoyatlari uchun jinoiy javobgarlikka tortilganligi to'g'risida ma'lumot olinganda;

Bank Boshqaruvi a'zosi vazifalarini bajarish to'g'risida Bank bilan bitim tuzish jarayonida ushbu Nizomning 12-bandida ko'rsatilgan ma'lumotlarni yashirganda.

Bunda Bank Boshqaruvi a'zosiga qo'yilayotgan e'tirozlar diqqat bilan va xolis tarzda ko'rib chiqilishi ta'minlanishi lozim.

3-bob. Bank Boshqaruvining vakolatlari, huquq va majburiyatlari

20. Bank Boshqaruvining vakolatlariga Bankning joriy faoliyatiga rahbarlik qilishga doir barcha masalalar kiradi, aksiyadorlar umumiy yig'ilishining vakolatlariga yoki Bank kuzatuv kengashining vakolatlariga kiritilgan masalalar bundan mustasno. Boshqaruv Bank Ustavi asosida harakat qilib aksiyadorlar umumiy yig'ilishi va Bank kuzatuv kengashida qabul qilingan qarorlarning bajarilishini tashkil etadi.

21. Bank Boshqaruvi quyidagi masalalar yuzasidan mustaqil ravishda qaror qabul qilishga vakolatli:

Bankning nizom, tartib, qoida va yo'riqnoma shaklidagi ichki me'yoriy hujjatlarini tasdiqlash va ularga o'zgartirishlar kiritish;

Bosh bankning tarkibiy bo'linmalari (departament, markaz va ofislar) to'g'risidagi nizomlarni tasdiqlash va ularga o'zgartirishlar kiritish;

yangi bank xizmati turlarini ishlab chiqish va amaliyotga tatbiq qilish;

Bankning yillik qurilishlar (yangi bino qurish, mavjud binolarni buzib, qayta qurish, rekonstruksiya qilish, mukammal va joriy ta'mirlash) manzilli ro'yxatni tasdiqlash;

jismoniy va yuridik shaxslarning murojaatlarini bank tizimida ko'rib chiqilishi yakunlari yuzasidan hisobotlarni tasdiqlash;

Bank kuzatuv kengashi tomonidan ruxsat berilgan masalalar yuzasidan xodimlarni rag'batlantirishning aniq mexanizm va tartiblarini amaliyotga joriy qilish;

o'z vakolati doirasida kreditlash operatsiyalarini amalga oshirish, shuningdek kredit liniyalarini jalb qilish;

amaldagi qonunchilik, Markaziy bankning me'yoriy hujjatlari, aksiyadorlarning umumiy yig'ilishi va Bank kuzatuv kengashi tomonidan Boshqaruviga bevosita yuklatilgan vazifalar yuzasidan qarorlar qabul qilish;

bank xizmatlari ofisi, bank xizmatlari markazi, minibank, chakana xizmatlar markazi va shu kabi boshqa bo'linmalarni ochish, tugatish (yopish), ular nomini va joylashgan yerini (pochta manzilini) o'zgartirish;

bank xizmatlari ofisi, bank xizmatlari markazi, minibank, chakana xizmatlar markazi va shu kabi boshqa bo'linmalar to'g'risidagi nizomlarni tasdiqlash;

Bank xodimlarini yil yakunlari bo'yicha mukofotlashni belgilangan fond doirasida amalga oshirish.

Shuningdek, quyidagi bitimlarni tuzish to'g'risida qaror qabul qilish:

Mazkur nizomning 22-bandi 8-xatboshisida keltirilgan masalalardan tashqari barcha mulklarni qonunchilikda belgilangan vakolat doirasida bevosita yoki bilvosita begonalashtirish bilan bog'liq bitimlar yoki o'zaro bog'liq bir qancha bitimlarni tuzish;

Amaldagi qonunchilik va Bank Ustaviga muvofiq afillangan shaxslar bilan bitim tuzish masalalarini dastlabki tarzda ko'rib chiqish va Bank kuzatuv kengashiga tasdiqlash uchun kiritish.

Bunday bitimlarni tuzish to'g'risida Bank qarorlarini qabul qilish bo'yicha Bank Kengashiga kiritilgan tavsiyalar Bank Boshqaruvining affillanmagan a'zolarining ko'pchilik ovozi bilan qabul qilinadi. Bunday tavsiyalarsiz bitim tuzish to'g'risidagi takliflar Bank Kengashiga ko'rib chiqish uchun kiritilmaydi.

bank faoliyatida foydalanilmayotgan ko'chmas mulk va boshqa mol-mulkni Markaziy bankning me'yoriy hujjatlarida belgilangan tartibda bank faoliyatini amalga oshirishda foydalaniladigan mulklar toifasiga o'tkazish;

Bank Boshqaruvi belgilangan chegaralardan oshib ketgan bitimlar bo'yicha ijobiy qarorlar qabul qilib, so'ngra ularni Bank kuzatuv kengashi muhokamasiga kiritiladi. Agar Bank Boshqaruvi ijobiy qaror qabul qilmasa bitimni ko'rib chiqish masalasi Bank kuzatuv kengashiga kiritilmaydi.

22. Bank Boshqaruvi quyidagi masalalarni dastlabki tarzda ko'rib chiqib, ularni Bank kuzatuv kengashiga va (yoki) aksiyadorlar umumiy yig'ilishiga tasdiqlash yoki kelishib olish uchun kiritadi:

Amaldagi qonunchilik va Bankning kredit siyosatida belgilangan vakolatlar doirasida Bank kuzatuv kengashi yoki aksiyadorlarning umumiy yig‘ilishi vakolatiga kiritilgan kreditlash, aktiv va passivlarni boshqarish, investitsiyalarni amalga oshirish bilan bog‘liq bitimlarni imzolash;

Bankning kredit va boshqa siyosatlari loyihalarini;

Bank Ustavi fondini ko‘paytirish yoki kamaytirish;

Bank Ustaviga o‘zgartirish va qo‘shimchalar kiritish to‘g‘risida takliflar;

e’lon qilingan aksiyalarning eng yuqori miqdorini belgilash;

Bankni qayta tashkil etish loyihalari;

Bank tomonidan mol-mulkni (sotib) olish yoki uni boshqa shaxsga berish (sotish, begonalashtirish) yoxud mol-mulkni boshqa shaxsga berish ehtimoli bilan bog‘liq bitim (shu jumladan qarz, kredit, garov, kafillik) yoki o‘zaro bog‘langan bir nechta bitim tuzish, agar boshqa shaxsga berilayotgan mol-mulkning yoki olinayotgan mol-mulkning balans qiymati bunday bitimlarni tuzish to‘g‘risidagi qaror qabul qilinayotgan sanada bank sof aktivlari miqdorining o‘n besh foizidan ortig‘ini tashkil etsa, kundalik xo‘jalik faoliyatini yuritish jarayonida tuziladigan bitimlar hamda aksiyalarni va boshqa qimmatli qog‘ozlarni joylashtirish bilan bog‘liq bo‘lgan bitimlar bundan mustasno.

Bankning yillik hisobotlari, buxgalteriya balanslari, foyda va zararlar haqida hisobotlar, foydani taqsimlash va zararni qoplash tartibi;

aksiyalar bo‘yicha yillik va oraliq dividendlarning hajmi va ularni to‘lash;

Bankning joriy faoliyati yakunlari yuzasidan tayyorlanadigan choraklik, olti oylik va yil yakunlari natijalari haqidagi hisobotlarni tasdiqlash;

o‘z aksiyalarini sotib olish (Markaziy bankning dastlabki ruxsatnomasini olgandan so‘ng), aksiyalarga ayirboshlanadigan qimmatli qog‘ozlarni xarid qilishda aksiyadorlarning imtiyozli huquqidan foydalanmaslik haqida qaror qabul qilish bo‘yicha ularni bo‘lish va jamlash (ularni ochiq, imzolash vositasida joylashtirish hollarida), shuningdek bunday qarorning amal qilish muddati haqida;

Bank aksiyadorlarining yillik va navbatdan tashqari umumiy yig‘ilishlarini chaqirish bo‘yicha taklif kiritish;

Bankning obligatsiyalari va boshqa qarz majburiyatlarini chiqarish;

Bank mulkining bozor qiymatini aniqlash (shu jumladan mulkni garovga berishda);

Bankning zaxira va boshqa fondlarini ishlatish;

mijozlar va boshqa banklar zararidan qaytarilishiga umid bo‘lmagan qarzlarni Bank balansi hisobidan chiqarish;

qonunchilik va me’yoriy hujjatlardan kelib chiqqan holda, aksiyadorlarning umumiy yig‘ilishi, Bank kuzatuv kengashi va Bank Boshqaruvi haqidagi Nizomlarga o‘zgartirishlar va qo‘shimchalar loyihasi;

Bank ichki audit haqidagi nizom loyihasi;

Ichki audit xizmati rahbari nomzodi yuzasidan takliflar;

ko‘chmas mulklarni baholash masalalari;

imtiyozli kreditlash maxsus jamg‘armasiga ajratmalar miqdori yuzasidan taklif;

Bankning Qo‘mitalari to‘g‘risidagi nizomlar loyihalari;

Bank filiallarni ochish va tugatish hamda filial to‘g‘risidagi nizomni tasdiqlash;

chet elda shu’ba bankini ochish, filialni tashkil etish, banklarning kapitalida ishtirok etish, shu jumladan chet el banklarini tashkil etishda ishtirok etish;

sho‘ba bank va o‘ziga tobe xo‘jalik jamiyatlarni tashkil etish;

Bankni rivojlantirish biznes-rejasi loyihasi.

Bank kuzatuv kengashi va aksiyadorlarning umumiy yig‘ilishi vakolatiga kiritilgan barcha masalalar, odatda, dastlabki tarzda Bank Boshqaruvi tomonidan ko‘rib chiqilishi va keyinchalik tasdiqlash uchun tegishliligi bo‘yicha Bank kuzatuv kengashiga yoki aksiyadorlarning umumiy yig‘ilishiga kiritilishi kerak, Bank kuzatuv kengashi va aksiyadorlar umumiy yig‘ilishining mutlaq vakolatiga kiritilgan masalalar bundan mustasno.

23. Bank Boshqaruvining majburiyatlari:

Amaldagi qonunchilik va Bankning ta’sis va ichki me’yoriy hujjatlarida belgilangan talablarga rioya qilinishini nazorat qilish;

Bank kuzatuv kengashi tomonidan qabul qilingan barcha siyosatlarning amaliyotga tatbiq qilinishini tashkil qilish;

Bank tizimida kreditlash bilan bog‘liq operatsiyalarning qonunchilik, Hukumat qarorlari, Bankning Kredit siyosati va boshqa ichki me’yoriy hujjatlariga muvofiq olib borilishini nazorat qilish;

Bankning sarmoyasini saqlash va uni bank operatsiyalarining miqyosi va tavakkal darajasiga muvofiqligini ta’minlash maqsadida, Bank Boshqaruvi tomonidan Bank sarmoyalash bo‘yicha quyidagi choralarni kuradi:

sho‘ba va o‘ziga qarashli jamiyatlarni tashkil etish;

O‘zbekiston Respublikasi Markaziy banki tomonidan belgilangan hajmdagi ehtimoliy yo‘qotishlarga qarshi maxsus zaxiralarni tashkil etish;

Markaziy bank belgilagandan yuqori bo‘lmagan bank tavakkali darajasini ta’minlash;

Bank aksiyalarini belgilangan tartibda joylashtirish;

Bankning va umumiy zaxirasini yetarli darajada saqlab turish;

Bankning biznes-rejani amalga oshirishni ta'minlaydi va har chorakda Bank kuzatuv kengashiga uning bajarilishi haqida hisobot berish;

Bankni rivojlantirishning biznes-rejasi zarur o'zgartirish va qo'shimchalar kiritish maqsadida yilda bir bor ko'rib chiqish.

24. Bank Boshqaruvining huquqlari:

O'zbekiston Respublikasi Markaziy bankining litsenziyasida ko'zda tutilgan operatsiyalarni amalga oshirish;

Bank mulkini va uning sarmoyasini boshqarish;

Bosh bankning tarkibiy bo'linmalari, Bank tarmoqlari, bo'lim va vakolatxonalarning tarkibiy bo'linmalarining faoliyatiga rahbarlikni amalga oshirish;

Bosh bankning tarkibiy bo'linmalari, Bank tarmoqlari, bo'limlar va vakolatxonalar xodimlarining g'ayriqonuniy va nohaq harakatlari ustidan aksiyadorlar va mijozlarning shikoyatlari va takliflarini qabul qilib olib, ko'rib chiqish;

butun Bank, Bank tarmoqlari va faoliyat yo'nalishlari bo'yicha moliya-tijorat faoliyati natijalarini ko'rib chiqish;

depozitlarni qabul qilish, aktivlarni joylashtirish kreditlash, hisob-kitoblar, pul muomalasi, kassa xizmatini ko'rsatish, tashqi iqtisodiy faoliyat, banklararo shartnomalarni imzolash masalalari bo'yicha qarorlar qabul qilish;

auditorlik tekshiruvlari, taftishlar hamda Bankning tarkibiy bo'linmalari hisobotlarini ko'rib chiqish va ular bo'yicha qarorlar qabul qilish;

Bank va mijozlarning manfaatlarini hisobga olgan holda aktivlar va passivlar bo'yicha operatsiyalarning foiz stavkalarini tartibga solish;

majburiyatlar, kredit-hisob xizmati ko'rsatish, pul va to'lov hujjatlari va xat-hujjatlarni rasmiylashtirishning umumiy shart va tartibini belgilash;

Markaziy bank va davlat statistika organlari bilan kelishgandan so'ng bank tasarrufidagi muassasalar uchun statistik hisobotni ishlab chiqish va amalga kiritish;

Bank veksellari emissiyasi, aylanishi va so'ndirilishi shartlarini tasdiqlash, ularni Markaziy bankka ro'yxatdan o'tkazish uchun kiritish;

Bank sarmoyasi investitsiya qilingan sho'ba korxonalarda, aksiyadorlik jamiyatlarida, qo'shma korxona va boshqa xo'jalik yurituvchi subyektlarda Bankning vakolatini amalga oshirish va manfaatlarini himoya qilish;

Bank tarmoqlari rahbarlarini tayinlash;

vakolatxonalar, bo'limlar, boshqarmalar, bosh ofis bo'linmalari va Bank tarmoqlari rahbarlarini lavozimiga tayinlash, xodimlarni tanlash, tayyorlash va foydalanish, mansabdor shaxslarni intizomiy javobgarlikka tortish tartibini belgilash;

Bank tarmoqlari tashkiliy tuzilmasini belgilash;

bank va tijorat siri hisoblangan ma'lumotlar ro'yxatini aniqlash;

Bosh bank va bank tarmoqlarining lavozim shtatlar jadvalini tasdiqlash;

homiylik va xayriya yordami mablag'larini Bank kuzatuv kengashi tomonidan tasdiqlangan "Biznes reja" doirasida amalga oshirish;

aksiyadorlar umumiy yig'ilishi va Bank kuzatuv kengashining vakolatiga kirmaydigan Bank faoliyatiga doir boshqa masalalarni ko'rib chiqish va hal qilish.

25. Bank Boshqaruvining faoliyati aksiyadorlarning umumiy yig'ilishlariga tayyorgarlik ko'rish va o'tkazish jarayonida, Bank Ustav kapitalini o'zgartirish bo'yicha takliflar ishlab chiqishda, qo'shimcha qimmatli qog'ozlar chiqarishda, dividend siyosati bo'yicha, aksiyadorlar bilan o'zaro aloqa jarayonida aksiyadorlarning huquq va manfaatlari himoyasini ta'minlashi zarur.

26. Bank Boshqaruvi qat'iy tartibda Bank kuzatuv kengashi, aksiyadorlarning umumiy yig'ilishida hal etish uchun kiritilgan masalalarni oldindan ko'rib chiqadi va ular bo'yicha tegishli materiallar va qaror loyihalarini tayyorlaydi. Bank kuzatuv kengashi majlisida va aksiyadorlarning umumiy yig'ilishida Bank Boshqaruvi raisi yoki vakil qilingan Bank Boshqaruvi a'zosi Bank Boshqaruvining nuqtai nazari haqida ma'ruza qiladi.

27. Bank Boshqaruvi quyidagilarni saqlashi zarur:

Bank Ustavi va unga kiritilgan, belgilangan tartibda ro'yxatdan o'tkazilgan o'zgartirish va qo'shimchalar, Bankni tashkil etish to'g'risidagi qaror, davlat tomonidan ro'yxatdan o'tganlik to'g'risidagi guvohnoma, bank operatsiyalarini amalga oshirishga litsenziyalar;

Bank balansidagi mol-mulkka bo'lgan huquqni tasdiqlovchi hujjatlar;

aksiyadorlarning umumiy yig'ilishi, Bank kuzatuv kengashi va Bank Boshqaruvi tasdiqlaydigan hujjatlar;

Bank tarmoqlari va vakolatxona to'g'risidagi nizom;

yillik moliyaviy hisobot;

aksiyalar emissiyasi risolasi;

buxgalteriya hisobi hujjatlari;

tegishli organlarga taqdim etiladigan moliyaviy hisobot hujjatlari;

aksiyadorlarning umumiy yig'ilishi, Bank kuzatuv kengashi, Bank Boshqaruvi majlislarining bayonnomalari;

aksiyalar soni va turi ko'rsatilgan holda Bankka aloqador (affillangan) shaxslarning ro'yxatlari;

auditor, davlat nazoratining davlatga tegishli organlari xulosasi;

qonunchilikda, Bank Ustavida Bank Boshqaruvi organlarining qarorlarida kuzda tutilgan boshqa hujjatlar.

4-bob. Bank Boshqaruvi a'zosining huquq va majburiyatlari

28. Bank Boshqaruvi a'zolari quyidagi huquqlarga ega:

Bank Boshqaruvi majlisida shaxsan ishtirok etish, muhokama etilayotgan masala bo'yicha reglamentda ajratilgan vaqt doirasida so'zga chiqish, o'z karashlarini himoya qilish;

muayyan davr mobaynida Bank tuzilmalari faoliyatining natijalari to'g'risida to'liq va ishonarli axborotlar olish;

Bank Boshqaruvida ko'rib chiqish uchun Bank Boshqaruvi vakolatiga tegishli masalalar bo'yicha takliflar kiritish;

Bank Boshqaruvidagi faoliyati va zimmasiga yuklatilgan vazifalarni bajargani uchun mehnat shartnomasiga muvofiq muayyan mukofot olish;

29. Bank Boshqaruvi a'zolari quyidagilarga majbur:

qonunchilik hujjatlari, Bank Ustavi hamda aksiyadorlarning umumiy yig'ilishi hamda Bank kuzatuv kengashi tomonidan qabul qilingan strategiya va siyosatlarni amalga oshirishga doir qarorlarga rioya etgan holda majburiyatlarini o'z vakolatlari doirasida bajarish;

o'zlarining vazifa va funksiyalarini amalga oshirishi uchun o'z vakolatlari doirasida faoliyat yuritish;

zarur va oshkora ma'lumotni belgilangan muddatlarda olish, ular bilan bog'liq tegishli chora-tadbirlarni ko'rish hamda shaxsiy malaka va tajribaga tayangan holda qarorlar qabul qilish;

manfaatlar to'qnashuvini keltirib chiqarmaslikka oid talablarga rioya etish;

Bank Boshqaruvi organlari, shu jumladan, bank aksiyadorlari umumiy yig'ilishi va Bank kuzatuv kengashiga nisbatan tenglik tamoyiliga rioya etish;

benuqson ishchanlik obro'siga ega bo'lish;

Bank va uning aksiyadorlari manfaatlari yo'lida harakat qilish;

Bank obro'si, uning rivojlanishi va moliyaviy barqarorligining mustahkamlanishini oshirishga yo'naltirilgan tadbirlarni ishlab chiqish va ularni amalga oshirishga erishish;

o'z xizmat mavqeyidan vijdonan, hamda Bank Ustavida yozilgan vazifalarini yaxshi bajarish yo'lida foydalanish;

Bank boshqaruvi, kuzatuv kengashi, auditori e'tiboriga quyidagi ma'lumotlarni yetkazish:

a) mustaqil yoki o'ziga qarashli shaxs (shaxslar) orqali ovoz beruvchi aksiya (ulush, pay)larning 10 % va undan ortiq foiziga egalik qiluvchi yuridik shaxslar to'g'risida;

b) Bank boshqaruvi organlarida o'zlari rahbarlik lavozimlarni egallab turgan yuridik shaxslar to'g'risida;

d) Bankning affillangan shaxsi bilan tuzilishi taxmin qilinadigan yoki ularga ma'lum bitimlarda affillangan shaxs deb e'tirof etilishi mumkin bo'lgan bitimlar to'g'risida.

Bank bilan bitim masalasi hal qilinayotganda bu bitimda o'zining affillangan shaxs deb e'tirof etilishi mumkin bo'lsa, Bank boshqaruvi majlisida va aksiyadorlarning umumiy yig'ilishida mazkur masalani hal etish va ovoz berishda qatnashmaslik

30. Bank Boshqaruvi raisi Bank Boshqaruvining vakolatiga kiruvchi masalalar bo'yicha majburiyat va vakolatlarni Boshqaruv a'zolari o'rtasida taqsimlaydi.

31. Bank boshqaruvi a'zolariga to'lanadigan haq va ularning eng yuqori miqdorlari Umumiy yig'ilish tomonidan belgilanadi.

Bunda, Bank Boshqaruvi a'zolarining ish samaradorligi ko'rsatkichlari (KPI) va ular asosida to'lanadigan haq, shuningdek, ijtimoiy va boshqa to'lovlar Umumiy yig'ilish tomonidan o'rnatilgan eng yuqori miqdordan oshmagan doirada Bank kuzatuv kengashi tomonidan belgilanadi.

5-bob. Bank Boshqaruvi raisining huquq va majburiyatlari

32. Bank Boshqaruvi raisi Bankning oliy mansabdor shaxsi hisoblanib, qonunchilik, Bank Ustavi, mazkur Nizom va Bank kuzatuv kengashining unga bergan vakolatlariga muvofiq, Bankning butun faoliyatiga rahbarlik qiladi. Bank Boshqaruvi raisi Bank kuzatuv kengashining faoliyatida maslahat ovozi bilan ishtirok etadi.

33. Bank Boshqaruvining raisi quyidagi huquqlarga ega:

Bank nomidan hujjatlarni imzolash;

Bank nomidan ishonchnomasiz harakat qilish, hisob varaqlarni ochish, bitimlarni amalga oshirish, shartnomalarni imzolash, ishonchnomalar berish, O'zbekiston Respublikasi hududida va undan tashqarida davlat, huquqni muhofaza qilish, jamoat organlari, banklar, korxonalar, tashkilotlar va muassasalar bilan amalga oshiriladigan munosabatlarda Bank nomidan ish ko'rish;

Bankning barcha xodimlari bajarishi zarur bo'lgan Bank faoliyatiga oid masalalar bo'yicha buyruq va farmoyishlar chiqarish;

Bank kuzatuv kengashi tayinlagan shaxs — Bank Boshqaruvi raisining o'rinbosari, Bank Boshqaruvi a'zosi, bosh buxgalter, Bank tarmoq rahbari bilan Bank nomidan mehnat shartnomasi tuzish;

o'rinbosarlari o'rtasida vazifa va vakolatlarni taqsimlash;

o'z vakolatiga kiruvchi ayrim masalalarni hal etishni o'zining o'rinbosarlariga, Bank Boshqaruvi a'zolariga, tarkibiy bo'linmalar rahbarlariga topshirish;

Bankning shtat jadvalini tasdiqlash, xodimlarning lavozim maoshlarini belgilash;

Bank xodimlarining lavozim maoshlariga rag'batlantirish to'lovlari va qo'shimchalar belgilash;

xodimlarni ishga tayinlash va bo'shatish, ular bilan mehnat shartnomalarini imzolash;

Bank xodimlarini rag'batlantirish masalalarini hal etish, intizomiy jazolarni qo'llash.

34. Bank Boshqaruvi raisining burchlari:

amaldagi qonunchilikka, Markaziy bank tomonidan belgilangan qoida, yo'riqnomalar va boshqa me'yoriy hujjatlarga rioya qilgan holda Bankning joriy faoliyatiga rahbarlik qilish;

aksiyadorlarning umumiy yig'ilishi, Bank kuzatuv kengashi va Boshqaruvi qarorlarining ijrosini tashkil etish;

Bank kuzatuv kengashi va aksiyadorlarning umumiy yig'ilishiga Bank faoliyati to'g'risida hisobotlarni taqdim etish;

Bank tomonidan qabul qilingan shartnoma majburiyatlarining bajarilishini ta'minlash;

Bankni rivojlanishi uchun zarur bo'lgan miqdorda foyda olish, ijtimoiy masalalarni hal etish va aksiyalar bo'yicha dividendlar to'lash;

Bankni rivojlantirish dasturlari va biznes-rejalarini ishlab chiqishga rahbarlik qilish, ularning ijrosini tashkil etish va nazorat qilish;

Bank faoliyatida qonun hujjatlari talablariga rioya qilinishini ta'minlash;

Bankning buxgalteriya hisobi va hisobotining yetarli va ishonchli holatini va ishonchliligini tashkil etish va ta'minlash, Markaziy bank va tegishli organlarga yillik hisobot va boshqa moliyaviy hisobotlarni o'z vaqtida taqdim etilishini nazorat qilish;

aksiyadorlarga va ommaviy axborot vositalariga e'lon qilishlari uchun Bank faoliyati haqidagi moliya hisobotlarini taqdim etish;

Bank kuzatuv kengashi, auditor talabiga binoan Bankning moliya-xo'jalik faoliyati to'g'risidagi hujjatlarni taqdim etish;

davlat statistika hisobotini tegishli organlarga to'la va o'z vaqtida taqdim etilishini ta'minlash;

Bank va mijozlarining bank yoki tijorat sirini o'zida mujassamlashtirgan axborotlarini Bank xodimlari tomonidan sir saqlash;

Bankni malakali xodimlar bilan ta'minlash, ularning bilimlari, malakalari, tajriba va qobiliyatlaridan unumli foydalanish choralarini ko'rish;

mehnat va texnologiya intizomini saqlab turish;

Bank xodimlarining ijtimoiy kafolati va mehnatni muhofaza etish talablariga rioya qilish;

Bank Boshqaruvi vakillarining jamoa muzokaralarida ishtirok etishini ta'minlash. Jamoa shartnomasi va bitimlarini tuzishda ish beruvchi sifatida ishtirok etish. Jamoa shartnomasidagi majburiyatlarni bajarish;

aksiyadorlar umumiy yig'ilishi va Bank kuzatuv kengashiga ishlarning holati va Bank faoliyati to'g'risidagi ma'ruzalarni belgilangan muddatlarda taqdim etish;

aksiyadorlarning amaldagi qonunchilikda ko'zda tutilgan tartibda ma'lumotlarni olishlari, aksiyadorlarning umumiy yig'ilishlarida ishtirok etish, dividendlarni hisoblash va tulash bo'yicha ularning huquqlariga rioya etish.

35. Bank Boshqaruvi raisi Bankka yuklatilgan vazifalarning bajarilishi, O'zbekiston Respublikasi qonunlarining, O'zbekiston Respublikasi Prezidenti farmonlari, qarorlari va farmoyishlari, Hukumatning qaror va farmoyishlarining, Bankning shartnomalar bo'yicha qabul qilgan majburiyatlarining bajarilishi yuzasidan shaxsan javobgardir.

Bank Boshqaruvi raisining huquq va majburiyatlari u bilan tuzilgan shartnomada ko'rsatilgan.

36. Bank Boshqaruvi raisi o'z joyida bo'lmagan hollarda uning birinchi o'rinbosari, u ham bo'lmagan taqdirda Bank Boshqaruvi raisi o'rinbosarlaridan biri buyruq asosida Bank Boshqaruvining raisi vazifasini vaqtincha bajaradi.

37. Yangi saylangan (tayinlangan) Bank Boshqaruvi raisi Bank kuzatuv kengashi raisi ishtirokida topshirish-qabul qilish dalolatnomasi asosida muhr, burchak muhr, xos ish qog'ozlari, xona va seyflarning kalitlari, hamda Bankning boshqa mol-mulki va hujjatlarini o'zidan avvalgi raisdan qabul qilib oladi. Avvalgi Bank Boshqaruvi raisi bo'lmagan holatlarda qabul qilish — topshirish dalolatnomasi rais vazifasini vaqtincha bajaruvchi ishtirokida tuziladi.

Dalolatnomada Bankning moliyaviy holati aks ettiriladi va albatta quyidagi hujjatlar mavjudligi ko'rsatib o'tiladi:

a) O'zbekiston Respublikasi Markaziy bankining vakolatli mansabdor shaxsi imzo chekkan, Markaziy bank muhri bilan tasdiqlangan, Bankning ro'yxatdan o'tganligi to'g'risida sar-varaqda belgi qo'yilgan Bank Ustavi;

b) Bankni tashkil etish to‘g‘risidagi ta’sis shartnomasi nusxasi;

d) ta’sis yig‘ilishi bayonnomasi;

e) Bank kuzatuv kengashi raisi tomonidan imzolangan aksiyadorlar ro‘yxati;

f) Bankni ro‘yxatdan o‘tkazish va unga litsenziya berish to‘g‘risidagi Markaziy bank Boshqaruvining qarori;

g) bank operatsiyalarini o‘tkazish uchun berilgan litsenziyaning asl nusxasi.

Yuqorida qayd etilgan hujjatlar Bankning yuridik hujjatlar to‘plamini tashkil etadi va doimo Bankning yuridik xizmatida saqlanadi.

6-bob. Bank Boshqaruvining reglamenti

38. Bank Boshqaruvi majlislari ish rejasiga muvofiq o‘tkaziladi. Boshqaruv majlislari Bank Boshqaruv raisi yoki Boshqaruvning kamida 3 a’zosining talabiga binoan chaqiriladi. Zaruriyat tug‘ilganda, Bank Boshqaruvi raisi navbatdan tashqari majlis chaqirishi mumkin.

39. Majlislarni Bank Boshqaruv raisi, u bo‘lmagan taqdirda uning o‘rinbosarlaridan biri boshqaradi.

Boshqaruv majlislari, odatda, yopiq holda o‘tkaziladi-Majlis ishtirokchilarining davrasini Bank Boshqaruvi raisi belgilaydi.

Bank Boshqaruvi uning majlisida Boshqaruv a’zolarining kamida uchdan ikki qismi ishtirok etgan taqdirda qaror qabul qilishga haqli. Qaror ko‘pchilik ovozi bilan qabul qilinadi. Ovozlar teng bo‘lganda, Bank Boshqaruv raisining ovozi hal qiluvchi hisoblanadi.

Boshqaruv majlisida uning a’zolari masofadan turib ham qatnashishi mumkin.

Bank Boshqaruvi muhokamasiga kiritiladigan masalalar (qaror loyihasi) EHA dasturi orqali ham kiritilishi mumkin. Bunda, qaror loyihasi va unga biriktirilgan ilovalar tegishli tarkibiy bo‘linma rahbarlari bilan kelishiladi va Bank Boshqaruvi a’zolari hamda Bank Boshqaruvi raisi tomonidan ERI orqali imzolanadi.

Bank Boshqaruvi a’zosi qabul qilingan qarordan norozi bo‘lsa, bu haqda Bank kuzatuv kengashiga ma’lum qilishga haqli.

40. Bank Boshqaruvi faoliyatining rejali bo‘lishini ta’minlash maqsadida Bank tuzilmalarining rahbarlari Boshqaruv majlisida ko‘rib chiqilishi talab etiladigan masalalarni oldindan taqdim etishlari shart. Takliflarda masalaning mohiyati, materialni tayyorlash uchun mas’ul shaxs, ko‘rib chiqish muddati ko‘rsatiladi.

Boshqaruv ish rejasi Bank Boshqaruvi tomonidan belgilangan muddatlarda tasdiqlanadi.

41. Bank Boshqaruvi majlisining kun tartibi Bank Boshqaruvi kotibi tomonidan tuziladi. Masalani kun tartibiga kiritish uchun quyidagilar asos bo‘ladi:

Bank Boshqaruvining ish rejasi;

Bank Boshqaruvi raisining topshiriqlari;

Bank Boshqaruvi a’zolarining tashabbuskor takliflari;

Ichki audit xizmati rahbarining takliflari;

Bank tashqi auditorining takliflari;

Bank Boshqaruvining navbatdagi majlisi kun tartibiga o‘zgartirish yoki qo‘shimchalar kiritish, rejadagi masalalarni ko‘rib chiqish muddatlarining o‘zgartirilishi yoki ularning ko‘rib chiqishdan olinishiga faqat Bank Boshqaruvi raisining ruxsati bilan yo‘l quyiladi;

Bank boshqaruvi vakolatiga kiradigan boshqa masalalar.

42. Bank Boshqaruvi ko‘rib chiqishi uchun masalani tayyorlashga mas’ul mansabdor shaxs qaror loyihasi, ma’lumotnoma va unga zarur boshqa materiallarni kamida 1 kungacha muddatda Bank Boshqaruvi kotibiga topshirishi shart. Bank Boshqaruvi muhokamasiga takliflar iqtisodiy va huquqiy asosga ega va tegishli xizmatlar bilan kelishilgan bo‘lishi kerak.

Bank Boshqaruvi qarorining loyihasi mazkur ish joyidagi ishlar holatining bahosi, kelgusi va joriy vazifalar, ularni hal etish yo‘llari, ijro muddatlari, aniq bo‘lishi, ijrochilarni o‘z ichiga olishi zarur. Xajmi bo‘yicha qaror loyihasi 5 sahifadan oshmasligi lozim. Loyihaga masalani tayyorlagan tuzilma rahbari va zaruriyatga qarab, boshqa manfaatdor shaxslar bilan kelishilgan holda xizmat yozishmasi orqali kotibga taqdim etadi.

Muhokamadagi masala bo‘yicha ishlar holatining tahlilini o‘z ichiga olgan ma’lumotnoma hajm jihatdan 4 sahifadan oshmasligi shart, u masalani tayyorlagan tuzilma rahbari tomonidan imzolanadi.

Bank Boshqaruvi kotibi, Bank Boshqaruvi a’zolarini kun tartibiga muvofiq, materiallar bilan, qoidaga ko‘ra, majlisgacha kamida 1 kun avval ta’minlaydi.

43. Bank boshqaruvi qarori loyihasi EHA dasturi orqali elektron shaklda yaratiladi.

Qarordan norozi bo‘lgan Bank boshqaruvi a’zosi unga o‘zining alohida fikrini ilova qilishi mumkin.

44. Bank Boshqaruvi qarorlari loyihalarini majlisda qilingan taklif va mulohazalarni hisobga olib, ishlash uchun raislik qiluvchi masalani ko‘rib chiqishga kiritgan tegishli tuzilmalarga topshiriqlar beradi va ularni qayta ishlash muddatlarini belgilaydi. Agar mazkur muddatlar maxsus belgilanmagan taqdirda, loyihalarni qayta ishlash majlisdan keyingi ikki kun davomida amalga oshiriladi. Bank Boshqaruvi a'zolarida qaror loyihasi bo'yicha turli karashlar va mulohazalar bo'lmasa, u ma'ruza va muhokama etilmasdan qabul qilinishi mumkin.

45. Bank boshqaruvi qarori rasmiylashtirilgandan so'ng (ilovalari bilan) EHA dasturida saqlanadi. Bank boshqaruvi qarori doimiy saqlanadigan hujjat hisoblanadi. Bank boshqaruvi kotibi Bank boshqaruvi qarorini saqlash va hisobini yuritish uchun mas'ul shaxs hisoblanadi.

Bank Boshqaruvi qarori rasmiylashtirilgandan so'ng, EHA dasturi orqali Bank Boshqaruvi a'zolari va qaror qismida belgilangan vazifalar bo'yicha tegishli tarkibiy bo'linma rahbarlariga yuboriladi.

46. Bank Boshqaruvi qarori loyihasini tayyorlagan tarkibiy bo'linmada uning ijrosi yuzasidan nazorat (agar qarorning o'zida boshqa holat ko'zda tutilmagan bo'lsa) belgilanadi. Har chorakda kamida bir marta, mas'ul tarkibiy bo'linma rahbarlari tomonidan Bank Boshqaruvi kotibiga qaror ijrosi yuzasidan axborot taqdim etadi hamda kotibi ushbu materiallarni umumlashtirib, natijasi yuzasidan Bank Boshqaruvi a'zolariga taqdim etadi. Bank Boshqaruvi a'zolari tegishli qarorlarni nazoratdan olish yoki ularni o'z kuchini yo'qotgan deb hisoblash to'g'risida takliflar kiritiladi.

Zarur hollarda Bank Boshqaruvi qarorini ijro etish muddati Bank Boshqaruvi raisining ruxsati bilan muddati uzaytirilishi mumkin.

47. Bank Boshqaruvi qarorlarining bajarilish qismida ijro intizomining holati to'g'risida axborot yig'ish va umumlashtirish Bank Boshqaruvi kotibiga yuklatiladi. Qarorda belgilangan topshiriqlarni ijro etish muddati tugagach, ammo chorakda kamida bir marta, tarkibiy bo'linma rahbarlari Bank Boshqaruvi kotibiga keyinchalik Bank Boshqaruvi raisiga yetkazish uchun qabul qilingan qarorlar ijrosi to'g'risida axborot taqdim etadilar. Zarur hollarda Bank Boshqaruvi tegishli qarorlarni nazoratdan olish yoki ularni o'z kuchini yo'qotgan deb hisoblash to'g'risida takliflar kiritiladi.

48. Bank Boshqaruvi qaroridan ko'chirmalar quyidagilarga beriladi:

Bank kuzatuv kengashi raisi va a'zolariga ularning so'roviga binoan majburiy tartibda;

Bankning boshqa mansabdor shaxslari va auditor so'roviga binoan faqat Bank Boshqaruvi raisining ruxsati bilan;

amaldagi qonunchilikda nazarda tutilgan hollarda boshqa shaxs va organlarga (shu jumladan davlat organlariga).

49. Bank Boshqaruvi kotibi Boshqaruv Raisining yoki uning vakolatli o'rinbosari tomonidan mas'ul tuzilmaviy bo'lim tarkibidan tasdiqlanadi.

Bank Boshqaruvi majlislari ochiq yoki masofaviy tarzda o'tkaziladi.

Bank Boshqaruvi majlislari o'tkazish Reglamenti Boshqaruv tomonidan belgilangan Tartibga muvofiq ishlab chiqiladi.

7-bob. Kadrlar siyosatini amalga oshirish

50. Bank Boshqaruvi yuqori malakali rahbarlar va xodimlarni jalb qilish va olib qolish strategiyasini ishlab chiqadi, Bank kuzatuv kengashiga ko‘rib chiqish uchun kiritadi va amalga oshiradi.

51. Kadrlar siyosati quyidagilarni o‘z ichiga oladi:

Bankda ishlash uchun mutaxassislarni tanlash tizimi;

xodimlarni mukofotlash, rag‘batlantirish va jazolash tizimi;

xodimlarni o‘qitish va qayta o‘qitish dasturi;

yuqori lavozimlarda bo‘sh o‘rinlar paydo bo‘lgan hollarda vorislik siyosati;

Bankning tarmoqlari va bo‘limlari, boshqarma va bo‘limlari rahbarlarini, mutaxassislar va boshqa xodimlarini ishdan bo‘shatish majburiy bo‘lib qoladigan hollarni aniqlash;

xodimlar faoliyatini baholashning rasmiy jarayoni.

52. Bank Boshqaruvi Bank va uning xodimlari o‘rtasida mehnat munosabatlari yollashning shartnoma tizimi asosida tashkil etilishini ta’minlaydi;

53. Bank Boshqaruvi quyidagilarni ishlab chiqib amalga oshiradi:

Bank tarmoqlari va tarkibiy bo‘linmalari rahbarlari xizmatlari mutaxassislarining ishiga baho berish mezonlari;

odob-axloq kodeksi va manfaatlar to‘qnashuvining oldini olish choralari;

bilimsizligi, nohalolligi, manfaatlar to‘qnashuvi yoki boshqa sabablar oqibatida Bank xodimlari o‘z zimmalariga yuklatilgan vazifalardan chetlashtiriladigan shart-sharoitlar ro‘yxati.

8-bob. Bank Boshqaruvi raisi va a’zolarining javobgarligi

54. Bank Boshqaruvi raisi va a’zolari qonunchilikka va Bank Ustaviga muvofiq qabul qilayotgan qarorlari uchun javobgardirlar.

Ovoz berishda qatnashmagan yoki bankka ziyon yetishga olib kelgan qarorga qarshi ovoz bergan Bank Boshqaruvi raisi va a’zolari javobgarlikdan ozod etiladilar.

55. Agar Bank Boshqaruvi raisi va a’zolari aksiyadorlik jamiyati tomonlaridan biri hisoblangan bitimdan moliyaviy manfaatdor bo‘lgan taqdirda, u qaror qabul qilinguncha o‘zining manfaatdorligi to‘g‘risida xabar berishga majbur va ovozga qo‘yilganda qatnashmaydi.

56. Bank Boshqaruvi raisi va a’zolari mehnat munosabatlarida yo‘lga qo‘yilgan xizmat mavqeyi imkon beruvchi huquqlardan yuridik va jismoniy shaxslar maqsad va 1 manfaatlari yo‘lida foydalanmasliklari kerak.

57. Bank Boshqaruvi raisi va a'zolari Bank Boshqaruviga qarorlar qabul qilishda ta'sir ko'rsatganlari uchun mukofot olishga haqlari yo'q va bank mol-mulkidan shaxsiy manfaat ko'rish maqsadida harakat qilishga yo'l qo'ymasliklari kerak.

58. Bank Boshqaruvi raisi va a'zolari shu lavozimlarda ishlayotgan davrda, faoliyati Bankka mijozlarga xizmat ko'rsatishda qiyinchilik tug'diruvchi boshqa aksiyadorlik jamiyatlarini ta'sis etish va ta'sis etishda ishtirok etish huquqiga ega emaslar.

Bank Boshqaruvi raisi va a'zolari lavozimga tayinlanish jarayonida shu kabi korxonalardagi ishtirokini to'xtatishi va bu haqda Bank kuzatuv kengashiga xabar berishi lozim.

59. Bank boshqaruvi raisi va a'zolari o'z huquqlarini amalga oshirishda va o'z majburiyatlarini bajarishda jamiyatning manfaatlarini ko'zlab ish tutmaganliklari uchun amaldagi qonun hujjatlarida belgilangan tartibda javobgar bo'ladilar.

Agar jamiyatning ijroiya organi tomonidan yirik bitim yoki affillangan shaxslar bilan bitim tuzish tartibi buzilganligi natijasida jamiyatga zarar yetkazilgan bo'lsa va bunda jamiyat direktorining yoki boshqaruv a'zolarining yoxud ishonchli boshqaruvchining aybi qonunchilikda belgilangan tartibda isbotlansa, jamiyatning kreditorlar oldidagi qarzdorligini qoplash uchun uning mol-mulki yetarli bo'lmagan taqdirda jamiyatning majburiyatlari bo'yicha subsidiar javobgar bo'ladi.

9-bob. Yakuniy qoidalar

60. Manfaatlar to'qnashuvini oldini olish maqsadida Bank Boshqaruvi a'zosi xizmat mavqeyini suiiste'mol qilish orqali shaxsiy naf olishga, shuningdek u o'ziga taalluqli bo'lgan ishlarni ko'rib chiqishda yoki o'ziga aloqador shaxslarga taalluqli bo'lgan ishlarni ko'rib chiqishda ishtirok etishga haqli emas.

Kun tartibiga bevosita Bank Boshqaruvi a'zolariga yoki ularga aloqador shaxslarga taalluqli bo'lgan masala kiritilgan taqdirda, ushbu Bank Boshqaruvi a'zosi tegishli hujjat bo'yicha qaror qabul qilinguniga qadar Bank Boshqaruvi raisini xabardor qilishi va o'zini-o'zi rad etishi lozim. Bunda ushbu Bank Boshqaruvi a'zosi ushbu yig'ilishda qatnashishi va ovoz berishi mumkin emas.

Bank Boshqaruvi raisi (a'zosi) o'zining bevosita bo'ysunuvidagi xodimlarni yoki boshqa xodimlarni bevosita yoki bilvosita o'zining shaxsiy manfaatlarini ko'zlovchi harakatlarga (harakatsizlikka) majburlamasligi shart.

Boshqaruv Raisining birinchi o'rinbosari: **A.Ergashev**

№ 173
2024 yil «29» «noyabr»
kelishuvchilar: F.To‘rayev, D.Abdukadirov, A.Orifjonov, Y.Sultanov, S.Sanjarov, B.Saidxonov, A.Xujamuratov, A.Omonov, A.Yoqubjonov, U.Aminova

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"O'zsanoatqurilishbank" ATB
Boshqaruvi to'g'risidagi nizomiga
ILOVA

Bank boshqaruviga kiritiladigan masalalar
RO'YXATI

T/r	Qaror loyihasi	Talab etiladigan hujjat nomi
1	Bankning shtat jadvalini tasdiqlash, xodimlarning lavozim maoshlarini belgilash	1. Bank Boshqaruvi muhokamasiga kiritish uchun mazkur Nizomning 41-bandida belgilangan asoslar 2. Amaldagi va yangi shtat jadvali
2	Bank xodimlarining rag'batlantirish masalalarini hal etish, intizomiy jazo choralari qo'llash va qo'shimchalar belgilash	1. Bank Boshqaruvi muhokamasiga kiritish uchun mazkur Nizomning 41-bandida belgilangan asoslar 2. Bank kollegial organlari qarori
3	Kredit ajratish masalasi	1. Bank kollegial organ qarorlarida Bank Boshqaruvi muhokamasiga kiritish yuzasidan qabul qilingan qaror 2. Risk xulosasi 3. Yuridik xulosa 4. Moliyaviy xulosa
4	Ajratilgan kredit shartlarini qayta ko'rib chiqish	1. Bank Boshqaruvi muhokamasiga kiritish uchun mazkur Nizomning 41-bandida belgilangan asoslar 2. Risk xulosasi 3. Yuridik xulosa 4. Moliyaviy xulosa
5	Yangi shartlardagi bank mahsulotlarini joriy qilish	1. Bank Boshqaruvi muhokamasiga kiritish uchun mazkur Nizomning 41-bandida belgilangan asoslar 2. Bank kollegial organlari qarori 3. Bank mahsuloti pasporti

T/r	Qaror loyihasi	Talab etiladigan hujjat nomi
6	Bank faoliyati to'g'risida hisobotlarni taqdim etish	1. Bank Boshqaruvi muhokamasiga kiritish uchun mazkur Nizomning 41-bandida belgilangan asoslar 2. Bank kollegial organlari qarori 3. Hisobot loyihasi
7	Tarkibiy bo'linma Nizomini tasdiqlash	1. Bank Boshqaruvi muhokamasiga kiritish uchun mazkur Nizomning 41-bandida belgilangan asoslar 2. Amaldagi va yangi nizom
8	Tarkibiy bo'linma Tartibini tasdiqlash	1. Bank Boshqaruvi muhokamasiga kiritish uchun mazkur Nizomning 41-bandida belgilangan asoslar 2. Amaldagi va yangi tartib
9	Bank vakolatli organlari tarkibini o'zgartirish	1. Bank Boshqaruvi muhokamasiga kiritish uchun mazkur Nizomning 41-bandida belgilangan asoslar 2. Amaldagi va yangi tarkib
10	Homiylik	1. Bank Boshqaruvi muhokamasiga kiritish uchun mazkur Nizomning 41-bandida belgilangan asoslar 2. Homiylik masalasida yuqori turuvchi tashkilotlardan kelgan asoslantiruvchi hujjat
11	Boshqalar	1. Bank Boshqaruvi muhokamasiga kiritish uchun mazkur Nizomning 41-bandida belgilangan asoslar 2. Risk xulosasi 3. Yuridik xulosa 4. Moliyaviy xulosa 5. Bank kollegial organlari qarori

APPENDIX No. 2
to the minutes of the General Meeting of Shareholders of JSCB "Uzpromstroybank" dated April 10, 2025,
No. 01/2025

APPENDIX No. 1
to the Resolution of the Supervisory Board of JSCB "Uzpromstroybank" dated December 27, 2024,
No. 2024/38

APPENDIX
to the Resolution of the Management Board of JSCB "Uzpromstroybank" dated December 2, 2024,
No. 700

(Seal of the Bank)

REGULATIONS
on the Management Board of JSCB "Uzbek Industrial and Construction Bank"

(New Edition)

Chapter 1. General Provisions

1. These Regulations have been developed in accordance with the Laws of the Republic of Uzbekistan "On Joint-Stock Companies and Protection of Shareholders' Rights" and "On Banks and Banking Activities", the Regulation on the Procedure and Conditions for Licensing Banking Activities (registration number 3252, June 30, 2020), the Regulation on Corporate Governance in Commercial Banks (registration number 3254, June 30, 2020), and other legislative acts, as well as the Bank's Charter.

2. These Regulations define the status of the Management Board of JSCB "Uzbek Industrial and Construction Bank" (hereinafter referred to as the Bank), and regulate its activities, the appointment procedure for its members, and their rights and obligations.

3. The Bank's Management Board is the executive body of the bank's management, which directs the daily activities of the Bank in accordance with the operational strategy and management system approved by the Bank's Supervisory Board, and is responsible for its results.

4. The Bank's Management Board is accountable to the General Meeting of Shareholders and the Supervisory Board of the Bank.

5. The Chairman of the Bank's Management Board leads the Bank's Management Board. In addition to the Chairman, the Management Board may include, by virtue of their positions, the Deputy Chairmen of the Bank's Management Board, the Chief Risk Officer, the Chief Financial Officer, the Bank's Chief Accountant, the head of the Bank's legal service, as well as the heads of the main structural subdivisions (departments and divisions) of the Head Bank.

Chapter 2. Organization of the Bank's Management Board

6. The Supervisory Board of the Bank shall determine the number of members of the Management Board. The number of members of the Management Board shall be an odd number, not exceeding 9 (nine) persons.

7. Decisions on the number of members and the composition of the Bank's Management Board shall be adopted by a simple majority vote of the total members of the Bank's Supervisory Board.

8. The previous members of the Management Board may be reappointed by the Supervisory Board to the new Management Board an unlimited number of times. However, a person appointed (or reappointed) as Chairman of the Management Board may not serve as Chairman of the Management Board for more than two consecutive terms.

9. Candidates for the positions of Chairman of the Management Board, his/her deputies, and the Chief Accountant of the Bank shall be appointed by the Supervisory Board.

Other members of the Management Board shall be appointed by the Supervisory Board upon the recommendation of the Chairman of the Management Board, from among the heads of other structural divisions or highly qualified specialists of the Bank. As a rule, candidates must have at least three years of experience in leadership positions within the banking and financial system.

10. The Supervisory Board's consideration of candidates for membership on the Management Board shall be conducted on an individual basis with the candidate's participation. A candidate for membership on the Management Board must disclose to the members of the Supervisory Board any information that may prevent him/her from holding the position of a Management Board member.

11. Candidates for membership on the Management Board must possess the business reputation, experience, knowledge and skills, independent judgment, sufficient time, and teamwork abilities, as well as professional qualifications that meet the requirements of the Central Bank of the Republic of Uzbekistan.

12. The following persons shall not be appointed as members of the Management Board:

those without a higher education degree;

those who do not possess sufficient knowledge of banking and financial legislation, or who do not comply with the requirements set by the Central Bank of the Republic of Uzbekistan;

those previously convicted for premeditated crimes committed with mercenary motives;

those who have previously managed a legal entity that went bankrupt.

13. When the Chairman of the Management Board nominates a candidate for the Management Board, he/she shall inform the Supervisory Board about the terms of the employment contract, remuneration for management activities, and the candidate's confirmed consent to the contract, supported by an application.

The employment contract with the Chairman of the Management Board shall be signed on behalf of the Bank by the Chairman of the Supervisory Board or a person authorized by the

Supervisory Board. Employment contracts with the Deputy Chairman of the Management Board and other members of the Management Board shall be signed by the Chairman of the Management Board on behalf of the Bank.

An employment contract with the Chairman and members of the Management Board shall be concluded for a term of 3 (three) years based on a decision of the General Meeting of Shareholders. A decision on the possibility of extending (re-concluding) or terminating (canceling) the contract shall be made annually by the General Meeting of Shareholders.

The signed contract must stipulate the obligations of the appointed officials to improve the efficiency of the Bank's activities and the frequency of their reports to the General Meeting of Shareholders.

14. Members of the Management Board shall act within the scope of authority defined in their job descriptions, the terms of the employment contracts concluded with them, the decisions of the General Meeting of Shareholders, the Supervisory Board, and the Management Board, as well as the instructions of the Chairman of the Management Board.

15. Candidates for membership of the Bank's Management Board may be present at the General Meeting of Shareholders or a meeting of the Bank's Supervisory Board when their candidacies are being considered.

16. The Supervisory Board of the Bank has the right to prematurely terminate (cancel) the contract concluded with the Chairman and members of the Management Board if they have committed a gross violation of the Bank's Charter during the formation of the contract, or if their actions (or inaction) have caused damage to the Bank.

17. A member of the Bank's Management Board may be recalled from their position for violating the Bank's Charter, as well as the terms of the contract, with the simultaneous termination of said contract. The decision to recall a member of the Bank's Management Board and terminate the contract with them is adopted by the Bank's Supervisory Board by a majority vote.

18. The Chairman of the Management Board has the right to submit proposals for including additional candidates in the Management Board, for reducing its quantitative composition in connection with changes in the Bank's activities and other circumstances, and for removing certain members from the Management Board.

19. The dismissal of a member of the Bank's Management Board shall be carried out by the Bank's Supervisory Board in the following cases:

upon the voluntary relinquishment of their authority;

if a member of the Bank's Management Board fails to fulfill their powers and obligations as set forth in these Regulations, in the employment contract concluded with them, and in their job description;

upon receipt of a relevant directive from the Central Bank;

upon receipt of information that they have been criminally prosecuted for deliberate, self-serving crimes;

if, during the process of concluding an agreement with the Bank to perform the duties of a Management Board member, they conceal the information specified in clause 12 of these Regulations.

In such cases, it must be ensured that any objections raised against a member of the Management Board are considered carefully and impartially.

Chapter 3. Powers, Rights, and Obligations of the Bank's Management Board

20. The powers of the Bank's Management Board include all matters related to the management of the Bank's current activities, with the exception of matters assigned to the exclusive competence of the General Meeting of Shareholders or the Bank's Supervisory Board. The Management Board, acting on the basis of the Bank's Charter, shall organize the implementation of decisions adopted by the General Meeting of Shareholders and the Bank's Supervisory Board.

21. The Bank's Management Board is authorized to independently make decisions on the following matters:

To approve the Bank's internal regulatory documents in the form of regulations, procedures, rules, and instructions, and to introduce amendments to them;

To approve the regulations on the structural subdivisions (departments, centers, and offices) of the Head Bank and to introduce amendments to them;

To develop and implement new types of banking services;

To approve the Bank's annual targeted list of construction projects (construction of new buildings, demolition and reconstruction of existing buildings, renovation, and capital and current repairs);

To approve reports on the results of the review of appeals from individuals and legal entities within the banking system;

To implement specific mechanisms and procedures for incentivizing employees on matters authorized by the Bank's Supervisory Board;

To carry out lending operations within its competence, as well as to attract credit lines;

To make decisions on tasks directly assigned to the Management Board by current legislation, regulatory acts of the Central Bank, the General Meeting of Shareholders, and the Bank's Supervisory Board;

To open, liquidate (close), and change the name and location (postal address) of banking service offices, banking service centers, mini-banks, retail service centers, and other similar subdivisions;

To approve the regulations on banking service offices, banking service centers, mini-banks, retail service centers, and other similar subdivisions;

To award bonuses to Bank employees based on year-end results within the established fund.

Furthermore, to decide on the conclusion of the following transactions:

To conclude transactions or a series of interconnected transactions related to the direct or indirect alienation of any property within the scope of authority established by legislation, with the exception of the matters specified in the 8th paragraph of clause 22 of these Regulations;

To conduct a preliminary review of matters concerning the conclusion of transactions with affiliated persons in accordance with current legislation and the Bank's Charter, and to submit them to the Bank's Supervisory Board for approval.

Recommendations submitted to the Bank's Council for making decisions on the conclusion of such transactions shall be adopted by a majority vote of the non-affiliated members of the Bank's Management Board. Without such recommendations, proposals to conclude a transaction shall not be submitted to the Bank's Council for consideration.

To transfer real estate and other property not used in banking activities to the category of property used in banking operations, in the manner prescribed by the regulatory documents of the Central Bank;

The Bank's Management Board shall make positive decisions on transactions that exceed the established limits, which are then submitted for consideration by the Bank's Supervisory Board. If the Bank's Management Board does not make a positive decision, the matter of reviewing the transaction shall not be submitted to the Bank's Supervisory Board.

22. The Management Board of the Bank shall preliminarily review the following matters and submit them to the Bank's Supervisory Board and/or the General Meeting of Shareholders for approval or agreement:

Signing transactions related to lending, asset and liability management, and investment that fall within the competence of the Bank's Supervisory Board or the General Meeting of Shareholders, within the powers established by current legislation and the Bank's credit policy;

Drafts of the Bank's credit and other policies;

Increasing or decreasing the Charter Fund of the Bank;

Proposals for amendments and additions to the Bank's Charter;

Determining the maximum number of authorized shares;

Drafts for the reorganization of the Bank;

The conclusion by the Bank of a transaction (including a loan, credit, pledge, guarantee) or several interconnected transactions related to the acquisition of property or its transfer to another person (sale, alienation), or the possibility of transferring property to another person, if the book value of the property being transferred or acquired exceeds fifteen percent of the Bank's net assets as of the date the decision to conclude such transactions is made, with the exception of transactions concluded in the course of daily business activities and transactions related to the placement of shares and other securities.

The Bank's annual reports, balance sheets, profit and loss statements, and the procedure for profit distribution and loss recovery;

The amount of annual and interim dividends on shares and their payment;

Approving quarterly, semi-annual, and year-end reports prepared on the results of the Bank's current activities;

Making a decision on the acquisition of its own shares (after obtaining prior permission from the Central Bank), their split and consolidation, and on the non-use of the shareholders' pre-emptive right to purchase securities convertible into shares (in cases of their public placement by subscription), as well as the validity period of such a decision;

Submitting proposals to convene annual and extraordinary General Meetings of the Bank's shareholders;

Issuing the Bank's bonds and other debt obligations;

Determining the market value of the Bank's property (including when pledging property);

Using the Bank's reserve and other funds;

Writing off from the Bank's balance sheet unrecoverable debts owed by clients and other banks;

Draft amendments and additions to the Regulations on the General Meeting of Shareholders, the Supervisory Board, and the Management Board of the Bank, based on legislative and regulatory acts;

Draft regulation on the Bank's internal audit;

Proposals regarding the candidate for the head of the Internal Audit Service;

Matters of real estate appraisal;

A proposal on the amount of allocations to the Special Fund for Preferential Lending;

Draft regulations on the Bank's Committees;

Opening and liquidating Bank branches and approving the regulation on the branch;

Opening a subsidiary bank abroad, establishing a branch, participating in the capital of banks, including participation in the establishment of foreign banks;

Establishing a subsidiary bank and its subordinate business entities;

A draft business plan for the Bank's development.

All matters falling within the competence of the Bank's Supervisory Board and the General Meeting of Shareholders must, as a rule, be preliminarily reviewed by the Bank's Management Board and subsequently submitted for approval to the Bank's Supervisory Board or the General Meeting of Shareholders, as appropriate, with the exception of matters falling within the exclusive competence of the Bank's Supervisory Board and the General Meeting of Shareholders.

23. Obligations of the Bank's Management Board:

To monitor compliance with the requirements set forth in current legislation and the Bank's charter and internal regulatory documents;

To organize the implementation of all policies adopted by the Bank's Supervisory Board;

To oversee that lending-related operations within the banking system are conducted in accordance with legislation, Government decrees, the Bank's Credit Policy, and other internal regulatory documents;

In order to preserve the Bank's capital and ensure its adequacy for the scale and risk level of banking operations, the Bank's Management Board shall take the following measures regarding the Bank's capital:

establishing subsidiaries and affiliated companies;

forming special reserves against potential losses in the amounts established by the Central Bank of the Republic of Uzbekistan;

maintaining a level of banking risk not exceeding that established by the Central Bank;

placing the Bank's shares in the prescribed manner;

maintaining the Bank's general reserve at a sufficient level;

To ensure the implementation of the Bank's business plan and report quarterly to the Bank's Supervisory Board on its execution;

To review the Bank's business development plan once a year for the purpose of making necessary amendments and additions.

24. Rights of the Bank's Management Board:

To carry out operations stipulated in the license issued by the Central Bank of the Republic of Uzbekistan;

To manage the Bank's property and capital;

To exercise leadership over the activities of the structural subdivisions of the Head Office, Bank branches, departments, and representative offices;

To receive and consider complaints and proposals from shareholders and clients regarding the illegal and unfair actions of employees of the Head Office's structural subdivisions, Bank branches, departments, and representative offices;

To review the results of the financial and commercial activities of the Bank as a whole, its branches, and its lines of business;

To make decisions on matters concerning the acceptance of deposits, placement of assets, lending, settlements, monetary circulation, cash services, foreign economic activity, and the signing of interbank agreements;

To review audits, inspections, and reports of the Bank's structural subdivisions and to make decisions based on them;

To regulate interest rates on asset and liability operations, taking into account the interests of the Bank and its clients;

To establish the general terms and procedures for fulfilling obligations, providing credit and settlement services, and processing monetary and payment documents and correspondence;

To develop and implement statistical reporting for the Bank's subordinate institutions after coordinating with the Central Bank and state statistics bodies;

To approve the terms for the issuance, circulation, and redemption of the Bank's bills of exchange and to submit them to the Central Bank for registration;

To exercise the Bank's authority and protect its interests in subsidiaries, joint-stock companies, joint ventures, and other business entities in which the Bank's capital is invested;

To appoint the heads of Bank branches;

To establish the procedure for appointing the heads of representative offices, departments, directorates, Head Office divisions, and Bank branches; the selection, training, and utilization of personnel; and bringing officials to disciplinary liability;

To determine the organizational structure of Bank branches;

To determine the list of information that constitutes a banking and commercial secret;

To approve the staff lists of the Head Office and Bank branches;

To implement sponsorship and charitable aid funds within the framework of the Business Plan approved by the Bank's Supervisory Board;

To consider and resolve other issues related to the Bank's activities that do not fall within the competence of the General Meeting of Shareholders and the Bank's Supervisory Board.

consideration and resolution of other issues related to the Bank's activities that do not fall within the competence of the General Meeting of Shareholders and the Bank's Supervisory Board.

25. The activities of the Bank's Management Board must ensure the protection of the rights and interests of shareholders during the preparation and holding of general meetings of shareholders, in the development of proposals to change the Bank's charter capital, in the issuance of additional securities, in matters of dividend policy, and in the process of interaction with shareholders.

26. The Bank's Management Board shall, in a strict procedure, preliminarily review matters submitted for resolution to the Bank's Supervisory Board and the general meeting of shareholders, and shall prepare the relevant materials and draft decisions on them. At meetings of the Bank's Supervisory Board and the general meeting of shareholders, the Chairman of the Bank's Management Board or an authorized member of the Bank's Management Board shall report on the viewpoint of the Bank's Management Board.

27. The Bank's Management Board must maintain the following:

The Bank's Charter and its amendments and additions, registered in the established manner, the decision on the establishment of the Bank, the certificate of state registration, and licenses for conducting banking operations;

Documents confirming the rights to property on the Bank's balance sheet;

Documents approved by the general meeting of shareholders, the Bank's Supervisory Board, and the Bank's Management Board;

Regulations on the Bank's branches and representative offices;

Annual financial statements;

The share issuance prospectus;

Accounting documents;

Financial reporting documents submitted to the relevant authorities;

Minutes of the general meeting of shareholders and meetings of the Bank's Supervisory Board and the Bank's Management Board;

Lists of the Bank's affiliated persons, indicating the number and type of shares;

The conclusions of the auditor and relevant state control bodies;

Other documents stipulated by legislation, the Bank's Charter, and decisions of the Bank's governing bodies.

Chapter 4. Rights and Responsibilities of a Member of the Bank's Management Board

28. Members of the Bank's Management Board have the right to:

Personally participate in meetings of the Bank's Management Board, speak on the matter under discussion within the time allotted by the regulations, and defend their views;

Receive complete and reliable information on the results of the activities of the Bank's structures over a specific period;

Submit proposals on matters within the competence of the Bank's Management Board for its consideration;

Receive specific remuneration in accordance with the employment contract for their activities on the Bank's Management Board and for the performance of the duties assigned to them;

29. Members of the Bank's Management Board are obligated to:

Fulfill their responsibilities within their scope of authority, in compliance with legislative acts, the Bank's Charter, and decisions on the implementation of strategies and policies adopted by the General Meeting of Shareholders and the Bank's Supervisory Board;

Operate within their scope of authority to carry out their tasks and functions;

Obtain necessary and public information within the established timeframes, take appropriate related measures, and make decisions based on personal qualifications and experience;

Comply with requirements to prevent conflicts of interest;

Adhere to the principle of equality in relation to the governing bodies of the Bank, including the General Meeting of Shareholders and the Bank's Supervisory Board;

Possess an impeccable business reputation;

Act in the best interests of the Bank and its shareholders;

Develop and achieve the implementation of measures aimed at enhancing the Bank's reputation, its development, and the strengthening of its financial stability;

Use their official position conscientiously and in a manner that ensures the proper fulfillment of the duties prescribed in the Bank's Charter;

Bring the following information to the attention of the Bank's Management Board, Supervisory Board, and auditor:

a) regarding legal entities that, independently or through their affiliated person (s), own 10% or more of the voting shares (stakes, units);

b) regarding legal entities in which they hold management positions within the Bank's governing bodies;

d) regarding transactions that are expected to be concluded with an affiliated person of the Bank, or in which they may be recognized as an affiliated person in known transactions.

Refrain from participating in the resolution and voting on a matter at a meeting of the Bank's Management Board and the General Meeting of Shareholders when an issue of a transaction with the Bank is being decided, if they could be recognized as an affiliated person in that transaction.

30. The Chairman of the Bank's Management Board distributes responsibilities and authorities among the members of the Management Board regarding matters within its competence.

31. The remuneration payable to members of the Bank's Management Board and its maximum amounts are determined by the General Meeting.

In this regard, the key performance indicators (KPIs) of the members of the Bank's Management Board and the remuneration based on them, as well as social and other payments, are determined by the Bank's Supervisory Board within the limits not exceeding the maximum amount established by the General Meeting.

Chapter 5. Rights and Obligations of the Chairman of the Bank's Management Board

32. The Chairman of the Management Board is the highest-ranking official of the Bank and shall manage all activities of the Bank in accordance with the law, the Bank's Charter, these Regulations, and the authority granted by the Bank's Supervisory Board. The Chairman of the Management Board shall participate in the activities of the Bank's Supervisory Board with a consultative vote.

33. The Chairman of the Bank's Management Board has the following rights:

To sign documents on behalf of the Bank;

To act on behalf of the Bank without a power of attorney, open accounts, execute transactions, sign agreements, issue powers of attorney, and represent the Bank in relations with state, law enforcement, and public bodies, as well as banks, enterprises, organizations, and institutions both within and outside the territory of the Republic of Uzbekistan;

To issue orders and directives on matters related to the Bank's activities, which are mandatory for all Bank employees;

To conclude an employment agreement on behalf of the Bank with individuals appointed by the Bank's Supervisory Board, namely the Deputy Chairman of the Management Board, members of the Management Board, the Chief Accountant, and the heads of the Bank's network;

To distribute duties and powers among deputies;

To delegate the resolution of certain matters within their competence to their deputies, members of the Management Board, and heads of structural units;

To approve the Bank's staffing table and determine the position-based salaries of employees;

To establish incentive payments and supplements to the position-based salaries of Bank employees;

To appoint and dismiss employees, and to sign employment agreements with them;

To resolve issues of incentives for Bank employees applying disciplinary measures.

34. The obligations of the Chairman of the Bank's Management Board are as follows:

To manage the current activities of the Bank in compliance with applicable legislation, as well as the rules, instructions, and other regulatory documents established by the Central Bank;

To organize the execution of decisions made by the General Meeting of Shareholders, the Supervisory Board, and the Management Board;

To submit reports on the Bank's activities to the Supervisory Board and the General Meeting of Shareholders;

To ensure the fulfillment of contractual obligations undertaken by the Bank;

To achieve the level of profit necessary for the Bank's development, to address social issues, and to pay dividends on shares;

To lead the development of the Bank's development programs and business plans, and to organize and oversee their implementation;

To ensure compliance with legal requirements in the Bank's activities;

To organize and ensure the adequacy and reliability of the Bank's accounting and reporting, and to oversee the timely submission of annual reports and other financial statements to the Central Bank and relevant authorities;

To provide financial reports on the Bank's activities to shareholders and the mass media for publication;

To provide documents regarding the financial and economic activities of the Bank upon the request of the Supervisory Board or the auditor;

To ensure the complete and timely submission of state statistical reports to the relevant authorities;

To ensure that Bank employees maintain the confidentiality of information belonging to the Bank and its clients that constitutes a banking or commercial secret;

To take measures to provide the Bank with qualified personnel and to effectively utilize their knowledge, qualifications, experience, and abilities;

To maintain labor and technological discipline;

To comply with the requirements for social guarantees and labor protection for Bank employees;

To ensure the participation of representatives of the Management Board in collective bargaining. To act as the employer in the conclusion of collective agreements and accords. To fulfill the obligations under the collective agreement;

To submit reports on the state of affairs and the activities of the Bank to the General Meeting of Shareholders and the Supervisory Board within the established deadlines;

To respect the rights of shareholders to receive information, participate in general meetings of shareholders, and have dividends calculated and paid in the manner prescribed by applicable law.

35. The Chairman of the Management Board is personally responsible for the fulfillment of tasks assigned to the Bank, the implementation of the laws of the Republic of Uzbekistan, the decrees, resolutions, and orders of the President of the Republic of Uzbekistan, the decisions and orders of the Government, and the fulfillment of the Bank's obligations under its agreements.

The rights and obligations of the Chairman of the Management Board are specified in the agreement concluded with him/her.

36. In the absence of the Chairman of the Management Board, his duties shall be temporarily performed by the First Deputy Chairman, or in his absence, by one of the Deputy Chairmen of the Management Board, based on an executive order.

37. The newly elected (or appointed) Chairman of the Management Board shall receive the official seal, corner stamp, letterheads, keys to the premises and safes, and other property and documents of the Bank from the previous Chairman. This handover shall be conducted in the presence of the Chairman of the Supervisory Board and documented by a Handover and Acceptance Certificate. In cases where the former Chairman of the Management Board is unavailable, the Handover and Acceptance Certificate shall be drawn up with the participation of the acting Chairman.

The certificate shall reflect the financial condition of the Bank and must indicate the existence of the following documents:

a) The Bank's Charter, signed by an authorized official of the Central Bank of the Republic of Uzbekistan, certified with the seal of the Central Bank, and bearing a mark on its title page confirming the Bank's registration;

b) A copy of the constituent agreement for the establishment of the Bank;

d) The minutes of the founding meeting;

e) The register of shareholders, signed by the Chairman of the Bank's Supervisory Board;

f) The resolution of the Board of the Central Bank on the registration of the Bank and the issuance of its license;

g) The original license for conducting banking operations.

The aforementioned documents constitute the Bank's set of legal documents and shall be permanently kept by the Bank's legal department.

Chapter 6. Rules of Procedure of the Bank's Management Board

38. Meetings of the Bank's Management Board shall be held in accordance with the work plan. Meetings of the Management Board shall be convened at the request of the Chairman of the Management Board or at least three (3) members of the Management Board. If necessary, the Chairman of the Bank's Management Board may convene an extraordinary meeting.

39. Meetings shall be chaired by the Chairman of the Bank's Management Board or, in his absence, by one of his deputies.

Management Board meetings are generally held in private. The circle of meeting participants shall be determined by the Chairman of the Bank's Management Board.

The Bank's Management Board is authorized to make a decision provided that at least two-thirds of the Management Board members are present at its meeting. Decisions are adopted by a majority vote. In the event of a tie, the vote of the Chairman of the Bank's Management Board shall be the deciding vote.

Members of the Management Board may also participate in the meeting remotely.

Issues (draft decisions) submitted for consideration by the Bank's Management Board may also be submitted through the EDM (Electronic Document Management) program. In this case, the draft decision and its attachments are to be agreed upon with the heads of the relevant structural divisions and signed via EDS by the members of the Bank's Management Board and the Chairman of the Bank's Management Board.

If a member of the Bank's Management Board disagrees with a decision that has been adopted, they have the right to inform the Bank's Supervisory Board of their dissent.

40. To ensure that the activities of the Bank's Management Board are conducted in a planned manner, the heads of the Bank's structural divisions are required to submit issues that need to be considered at a Management Board meeting in advance. The proposals must specify the essence of the issue, the person responsible for preparing the material, and the deadline for its consideration.

The Management Board's work plan shall be approved by the Bank's Management Board within the established timeframes.

41. The agenda for a meeting of the Bank's Management Board shall be prepared by the Secretary of the Bank's Management Board. The grounds for including an issue on the agenda are as follows:

The work plan of the Bank's Management Board;

Instructions from the Chairman of the Bank's Management Board;

Proposals initiated by members of the Bank's Management Board;

Proposals from the Head of the Internal Audit Service;

Proposals from the Bank's external auditor;

Amendments or additions to the agenda of the next meeting of the Bank's Management Board, changes to the deadlines for considering planned issues, or their removal from consideration are permitted only with the authorization of the Chairman of the Bank's Management Board;

Other matters falling within the competence of the Bank's Management Board.

42. The official responsible for preparing an issue for consideration by the Bank's Management Board must submit the draft decision, reference note, and other necessary materials to the Secretary of the Bank's Management Board at least one (1) day in advance. Proposals submitted for the Bank's Management Board's consideration must have an economic and legal basis and be agreed upon with the relevant departments.

A draft decision of the Bank's Management Board must include an assessment of the current state of affairs, future and current tasks, methods for their resolution, execution deadlines, and designated executors. The draft decision must not exceed five (5) pages in volume. The draft shall be submitted to the secretary via an official memo by the head of the division that prepared the issue, having been agreed upon with other interested parties as necessary.

The reference note, which contains an analysis of the state of affairs on the issue under discussion, must not exceed 4 (four) pages in volume and shall be signed by the head of the division that prepared the issue.

The Secretary of the Bank's Management Board shall, as a rule, provide the members of the Bank's Management Board with the materials in accordance with the agenda at least one (1) day before the meeting.

43. A draft decision of the Bank's Management Board shall be created in electronic form via the EDM program.

A member of the Bank's Management Board who disagrees with a decision may attach their separate dissenting opinion to it.

44. The chairperson assigns tasks to the relevant departments that submitted an issue for consideration to revise the draft decisions of the Bank's Management Board, taking into account the proposals and comments made at the meeting, and sets deadlines for their revision. If these deadlines are not specifically established, the drafts shall be revised within two days following the meeting. If there are no differing views or comments among the members of the Bank's Management Board regarding the draft decision, it may be adopted without a report or discussion.

45. After being formalized, the decision of the Bank's Management Board (with its appendices) is stored in the EDM program. The decision of the Bank's Management Board is a

document for permanent storage. The Secretary of the Bank's Management Board is the person responsible for the storage and record-keeping of the Bank Management Board's decisions.

After the decision of the Bank's Management Board is formalized, it is sent via the EDM program to the members of the Bank's Management Board and the heads of the relevant structural divisions for the tasks specified in the decision.

46. The structural division that prepared the draft decision of the Bank's Management Board is assigned responsibility for monitoring its execution (unless otherwise stipulated in the decision itself). At least once per quarter, the heads of the responsible structural divisions shall submit information on the decision's implementation to the Secretary of the Bank's Management Board, and the Secretary shall summarize these materials and present the results to the members of the Bank's Management Board. Members of the Bank's Management Board may submit proposals to remove the relevant decisions from monitoring or to consider them null and void.

In necessary cases, the deadline for executing the decision of the Bank's Management Board may be extended by permission of the Chairman of the Bank's Management Board.

47. The collection and synthesis of information on the status of executive discipline regarding the implementation of the Bank Management Board's decisions is entrusted to the Secretary of the Bank's Management Board. Upon expiration of the deadline for executing the tasks specified in the decision, but at least once per quarter, the heads of structural divisions shall submit information on the implementation of the adopted decisions to the Secretary of the Bank's Management Board for subsequent reporting to the Chairman of the Bank's Management Board. In necessary cases, proposals are submitted to the Bank's Management Board to remove the relevant decisions from monitoring or to consider them null and void.

48. Excerpts from the decisions of the Bank's Management Board shall be provided to the following:

The Chairman and members of the Bank's Supervisory Board, mandatorily upon their request;

Other officials of the Bank and the auditor, only with the permission of the Chairman of the Bank's Management Board upon their request;

Other persons and bodies (including government bodies) in cases stipulated by current legislation.

49. The Secretary of the Bank's Management Board is approved by the Chairman of the Management Board or his authorized deputy from the staff of the responsible structural division.

Meetings of the Bank's Management Board are held in person or remotely.

The Regulations for holding meetings of the Bank's Management Board shall be developed in accordance with the Procedure established by the Management Board.

Chapter 7. Implementation of Human Resources Policy

50. The Management Board of the Bank shall develop, submit to the Supervisory Board of the Bank for consideration, and implement a strategy for attracting and retaining highly qualified managers and employees.

51. The human resources policy shall include the following:

A system for selecting specialists to work at the Bank;

A system for remunerating, incentivizing, and disciplining employees;

A training and retraining program for employees;

A succession policy for vacancies that arise in senior positions;

Determination of cases in which the dismissal of heads, specialists, and other employees of the Bank's branches, departments, and other units becomes mandatory;

A formal process for evaluating employee performance.

52. The Management Board of the Bank shall ensure that labor relations between the Bank and its employees are organized on the basis of a contractual employment system.

53. The Management Board of the Bank shall develop and implement the following:

Criteria for evaluating the performance of specialists and the work of the heads of the Bank's branches and structural units;

A code of conduct and measures to prevent conflicts of interest;

A list of conditions under which Bank employees may be suspended from their assigned duties due to incompetence, dishonesty, a conflict of interest, or other reasons.

Chapter 8. Liability of the Chairman and Members of the Bank's Management Board

54. The Chairman and members of the Bank's Management Board are liable for the decisions they make in accordance with legislation and the Bank's Charter.

The Chairman and members of the Bank's Management Board who did not participate in the voting or who voted against a decision that resulted in a loss to the Bank shall be exempt from liability.

55. If the Chairman and members of the Bank's Management Board have a financial interest in a transaction to which the joint-stock company is a party, they are obligated to declare their interest before a decision is made and shall not participate in the vote.

56. The Chairman and members of the Bank's Management Board must not use the rights afforded by their official position in labor relations for the purposes and interests of legal entities and individuals.

57. The Chairman and members of the Bank's Management Board are not entitled to receive remuneration for influencing the decisions made by the Bank's Management Board and must not act in a way that uses the Bank's property for personal gain.

58. During their tenure in these positions, the Chairman and members of the Bank's Management Board are not entitled to establish or participate in the establishment of other joint-stock companies whose activities would create difficulties for the Bank in providing services to its clients.

During the appointment process, the Chairman and members of the Bank's Management Board must cease their participation in such enterprises and inform the Bank's Supervisory Board of this fact.

59. The Chairman and members of the Bank's Management Board shall be held liable in the manner prescribed by current legislation for failing to act in the interests of the company when exercising their rights and performing their duties.

If damage is caused to the company as a result of a violation by the company's executive body of the procedure for concluding a major transaction or a transaction with affiliated persons, and if the fault of the company's director, board members, or trustee is proven in the manner prescribed by law, they shall bear subsidiary liability for the company's obligations in the event that the company's assets are insufficient to cover its debts to creditors.

Chapter 9. Final Provisions

60. To prevent a conflict of interest, a member of the Bank's Management Board is not entitled to seek personal gain by abusing their official position, nor to participate in the consideration of matters concerning them or matters concerning persons affiliated with them.

If an issue directly concerning members of the Bank's Management Board or persons affiliated with them is included on the agenda, the respective member of the Bank's Management Board must inform the Chairman of the Bank's Management Board and recuse themselves before a decision on the relevant document is made. In such a case, this member of the Bank's Management Board may not participate in this meeting or vote.

The Chairman (or a member) of the Bank's Management Board must not compel their direct subordinates or other employees, either directly or indirectly, to take actions (or inaction) that pursue their personal interests.

First Deputy Chairman of the Management Board: **[QR-CODE]** **A. Ergashev**

No. 173

November 29, 2024

Agreed by: F. Turaev, D. Abdukadirov, A. Orifjonov, Y. Sultanov, S. Sanjarov, B. Saidkhonov, A. Khujamuratov, A. Omonov, A. Yakubjonov, U. Aminova

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APPENDIX
to the Regulations on the Management Board
of JSCB "Uzpromstroybank"

LIST
of issues to be submitted to the Bank's Management Board

No.	Draft resolution	Required document name
1.	Approval of the Bank's staffing table and establishment of staff salaries	1. The grounds for submission to the Bank's Management Board for consideration, as established in paragraph 41 of these Regulations 2. The current and new staffing tables
2.	Resolving matters concerning the incentivization of bank employees, applying disciplinary measures, and establishing bonuses	1. The grounds for submission to the Bank's Management Board for consideration, as established in paragraph 41 of these Regulations 2. Decision of the collegial bodies of the bank
3.	Credit allocation	1. Decision of the collegial body to submit for consideration by the Bank's Management Board 2. Risk conclusion 3. Legal conclusion 4. Financial conclusion
4.	Revising the terms of the allocated credit	1. The grounds for submission to the Bank's Management Board for consideration, as established in paragraph 41 of these Regulations 2. Risk conclusion 3. Legal conclusion 4. Financial conclusion
5.	Introducing banking products with new terms	1. The grounds for submission to the Bank's Management Board for consideration, as established in paragraph 41 of these Regulations 2. Decision of the collegial bodies of the bank 3. Banking product passport

No.	Draft resolution	Required document name
6.	Submission of reports on banking activities	1. The grounds for submission to the Bank's Management Board for consideration, as established in paragraph 41 of these Regulations 2. Decision of the collegial bodies of the bank 3. Draft report
7.	Approval of the Regulations of the structural unit	1. The grounds for submission to the Bank's Management Board for consideration, as established in paragraph 41 of these Regulations 2. Current and new regulations
8.	Approval of the Procedure for a structural unit	1. The grounds for submission to the Bank's Management Board for consideration, as established in paragraph 41 of these Regulations 2. Current and new procedure
9.	Changes to the bank's governing bodies	1. The grounds for submission to the Bank's Management Board for consideration, as established in paragraph 41 of these Regulations 2. Current and new roster
10.	Sponsorship	1. The grounds for submission to the Bank's Management Board for consideration, as established in paragraph 41 of these Regulations 2. A supporting document from a superior organization regarding sponsorship.
11.	Others	1. The grounds for submission to the Bank's Management Board for consideration, as established in paragraph 41 of these Regulations 2. Risk conclusion 3. Legal conclusion 4. Financial conclusion 5. Decision of the collegial bodies of the bank

На основании статьи 67 «Закона о нотариате» Республики Узбекистан, нотариус свидетельствует подлинность подписи, не удостоверяет факты, изложенные в документе, а лишь подтверждает, что подпись сделана определенным лицом.

Республика Узбекистан. Город Ташкент.

«29» 04

Две тысячи двадцать шестой год

Я, **Исаева Хосиятхон Гайратхон кизи,** нотариус Чиланзарского района города Ташкента, занимающийся частной практикой “**ISAYEVA XOSIYATXON G’AYRATXON QIZI**”, лицензия TN 0087 выдана Управлением юстиции города Ташкента от 24.04.2020, свидетельствую подлинность подписи известного мне переводчика **Бобокуловой Дилнозы Бахтиёр кизи**. Личность подписавшего (ей) документ установлена, дееспособность проверена, т.е. при личном общении с ним (ней), его (её) дееспособность сомнений не вызвала.

Мною, лицу, обратившемуся за совершением нотариального действия, разъяснено, что при свидетельствовании верности подлинности подписи не подтверждается законность содержания документа, и соответствие изложенных в нём фактов действительности, а лишь подтверждается, что подпись сделана определённым лицом.

Зарегистрировано в реестре АИС «НОТАРИУС» за № *2026021300* 07114

Взыскана государственная пошлина в размере *20 600 с.*

(Двадцать тысяч шестьсот) сум

Нотариус **Исаева Х.Г.**

Прошнуровано пронумеровано и скреплено печатью ___ листа (ов)

Нотариус ___

根据乌兹别克斯坦共和国《公证人法》第 67 条规定，公证人证明签名的真实性，但不证明文件中所述的事实，而仅确认签名是由特定人作出的.

乌兹别克斯坦共和国。塔什干市.

«   »

本人伊薩耶娃·霍西雅特洪·蓋拉特洪（Isayeva Khosiyatkhon Gayratkhon qizi），塔什幹市奇蘭扎爾區公證人，以“ISAYEVA XOSIYATXON G'AYRATXON QIZI”名義私人執業，持有塔什幹司法部於 2020 年 4 月 24 日頒發的 TN 0087 號公證，茲證明本人認識的翻譯員博博庫洛娃·迪爾諾扎·巴赫季約爾（Bobokulova Dilnoza Bakhtiyor qizi）的簽名真實有效。本人已核實簽名人的身分及其法律行為能力；即，在與簽名人進行面談的過程中，其法律行為能力並無疑問。

我，即申請公證的人，解釋說，在證明簽名真實性時，並不確認文件內容的合法性以及文件中所述事實與現實的一致性，而只是確認簽名是由特定的人所簽。

在 AIS“NOTARY”登记册中注册，编号为 2026021300___________

收取了 20 600 苏姆的国家费用。

(一萬八千七百五十總和)

公证人 Isaeva Kh.G