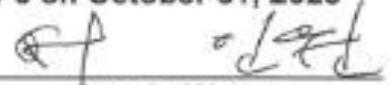


"APPROVED BY"
Decision of
Supervisory Board Meeting
5 on October 31, 2025



Seo, In Won
Chairman of Supervisory Board

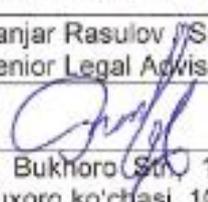
"TASDIQLANGAN"
Bank Kuzatuv kengashining
2025-yil 31-oktabrdagi
5-sonli majlisi
Bayonnomasiga muvofiq



KDB Bank Uzbekistan

CORPORATE GOVERNANCE POLICY
/
KORPORATIV BOSHQARUV SIYOSATI

Tashkent 2025 / Toshkent 2025

I. ABBREVIATIONS / QISQARTMALAR:		
Bank / Bank	"KDB Bank Uzbekistan" JSC / "KDB Bank O'zbekiston" AJ	
CBU / O'zRMB	Central Bank of Uzbekistan / O'zbekiston Respublikasi Markaziy banki	
GMS / AUY	General Meeting of Shareholders / Aksiyadorlarning umumiy yig'ilishi	
SB / KK	Supervisory Board / Kuzatuv kengashi	
Board / Boshqarma	Management Board / Boshqarma	
II. DOCUMENT IDENTIFICATION / HUJJAT IDENTIFIKATSIYASI:		
Document owner / Hujjat egasi:	Legal Department / Yuridik boshqarma	
Document author / Hujjat muallifi:	Sanjar Rasulov / Sanjar Rasulov Senior Legal Adviser / Bosh yurist	
Document author signature / Hujjat muallifi imzosi:		
Business Location / Manzil:	3, Bukhoro Stn, 100047, Tashkent, Legal Department / 3, Buxoro ko'chasi, 100047, Toshkent, Yuridik boshqarma	
Document status / Hujjat maqomi:	Final approved version / Tasdiqlangan nusxa	
Document classification / Hujjat tasnifi:	Company Confidential, Wide internal usage / Bank siri, xizmat doirasida foydalanish uchun	
Document Directory path / Hujjat joylashishi:	KDB Intranet ⇒ Library ⇒ Main Internal Rules	
III. ASSOCIATED INTERNAL POLICIES AND EXTERNAL REGULATIONS / TEGISHLI ICHKI QOIDALAR VA NORMATIV-HUQUQIY HUJJATLAR:		
Law "On Banks and Banking" (new edition) / "Banklar va bank faoliyati to'g'risida"gi Qonun (yangi tahriri);		
Law "On the Central Bank of the Republic Uzbekistan" (new edition) / "O'zbekiston Respublikasi Markaziy banki to'g'risida"gi Qonun (yangi tahriri);		
Decree of the President of the Republic of Uzbekistan dated April 24, 2015 No. UP-4720 "On measures to introduce modern methods of corporate governance in joint-stock companies". / Aksiyadorlik jamiyatlarida zamonaviy korporativ uslublarini joriy etish chora-tadbirlari to'g'risida O'zbekiston Respublikasi Prezidentining Farmoni # PF 4720, sana: 24.04.2015;		
Regulation registered at the Ministry of Justice of the Republic of Uzbekistan with #3254 dd. 30.08.2020 "On corporate governance in commercial banks" / O'zR Adliya vazirligida 2020-yil 30-iyunda 3254-son bilan ro'yxatga olingan "Tijorat banklarida korporativ boshqaruv to'g'risida"gi Nizom.		
IV. REVISION HISTORY OF DOCUMENT VERSION / HUJJATNING TAHRIRI		
Version / Tahrir	Preparation date / Tayyorlangan sana	Summary of Key changes / Asosiy o'zgartirishlar
LD/2.0.-2020	06.03.2020	New Policy / Yangi siyosat
LD/2.1.-2020	09.12.2020	Updated: - associated internal policies and

		<p>external regulations</p> <ul style="list-style-type: none"> - corporate governance system of the Bank - Supervisory Board of the Bank - internal control bodies of the Bank corporate governance - ensuring transparency of banking activity and information disclosure - final provisions
LD/2.2.-2025	31.10.2025	<p>Updated:</p> <ul style="list-style-type: none"> - Full Policy text should be transliterated from Uzbek Kirill into Uzbek Latin alphabet; - clause 4.4 has been updated. <p>Quyidagi o'zgartish kiritildi:</p> <ul style="list-style-type: none"> - Siyosatning matni lotin alifbosiga o'tkazildi; - Siyosatning 4.4-bandiga o'zgartish kiritildi.

Table of Contents

1. General provisions.....	5
1. Umumiy qoidalar	5
2. Corporate governance system of the bank.....	6
2. Bankning korporativ boshqaruv tizimi.....	6
3. General meeting of shareholders of the bank.....	6
3. Bank aksiyadorlarining umumiy yig‘ilishi.....	6
4. Supervisory board of the bank.....	7
4. Bankning kuzatuv kengashi	7
5. Management board	11
5. Bank boshqaruvi	11
6. Internal control bodies of the bank corporate governance.....	13
6. Bank korporativ boshqaruvining ichki nazorat organlari.....	13
7. Ensuring transparency of banking activity and information disclosure	20
7. Bank faoliyati ochiqligini ta’minlash va axborotni oshkor qilish	20
8. Internal rules of the bank defining the corporate governance system	24
8. Korporativ boshqaruv tizimini belgilaydigan bankning ichki qoidalari.....	24
9. Final provisions	24
9. Yakuniy qoidalar	24

1. General provisions

1.1. The present Corporate Governance Policy is designed to improve the effectiveness of corporate governance in the joint-stock company «KDB Bank Uzbekistan».

1.2. This Policy is developed in compliance with the current laws, including the new editions of Laws "On Banks and Banking Activity", "On Joint-Stock Companies and Protection of Shareholders' Rights" and the Charter of JSC «KDB Bank Uzbekistan».

1.3. Basic concepts:

Bank - "KDB Bank Uzbekistan" Joint-Stock Company;

General Meeting of Shareholders of the Bank - the supreme governing body of the Bank, which takes decision on the main issues of the Banking activity in accordance with the Law of the Republic of Uzbekistan "On Joint Stock Companies and Protection of Shareholders' Rights" and the Charter of the Bank;

Supervisory Board of the Bank - governing body carrying out overall management of the Bank's activities, except for issues related to the competence of the General Meeting of Shareholders by the current legislation and the Charter of the Bank;

Management Board - collegial executive body of the Bank, which carries out operational management of its daily activities;

Officials of the Bank - members of the Supervisory Board and the Management Board;

Bank employees - citizens of the Republic of Uzbekistan, who entered into labor relations with the Bank (concluded labor contract), as well as foreign citizens and stateless persons.

1. Umumiy qoidalar

1.1. Ushbu Korporativ boshqaruv siyosati «KDB Bank O'zbekiston» aksiyadorlik jamiyatida korporativ boshqaruvning samaradorligini oshirish maqsadida ishlab chiqilgan.

1.2. Mazkur Siyosat amaldagi qonun hujjatlari, jumladan yangi tahrirdagi "Banklar va Bank faoliyati to'g'risida"gi, "Aksiyadorlik jamiyatlari va aksiyadorlarning huquqlarini himoya qilish to'g'risida"gi Qonunlari hamda "KDB Bank O'zbekiston" AJ Ustaviga muvofiq ishlab chiqilgan.

1.3. Asosiy tushunchalar:

Bank – "KDB Bank O'zbekiston" aksiyadorlik jamiyati;

Bank aksiyadorlarining umumiy yig'ilishi – O'zbekiston Respublikasining "Aksiyadorlik jamiyatlari va aksiyadorlarning huquqlarini himoya qilish to'g'risida"gi Qonuni va Bank ustaviga muvofiq Bank faoliyatining asosiy masalalari bo'yicha qarorlar qabul qiladigan Bankning yuqori boshqaruv organidir;

Bank kuzatuv kengashi - Bank faoliyatiga umumiy rahbarlikni amalga oshiruvchi boshqaruv organi, amaldagi qonun va Bank ustavi bilan aksiyadorlar umumiy yig'ilishining vakolat doirasiga kiritilgan masalalarni hal etish bundan mustasno;

Bank boshqaruvi – Bankning kollegial ijro organi bo'lib, uning kundalik faoliyatiga operativ boshqaruvni amalga oshiradi;

Bankning mansabdor shaxslari – Bankning kuzatuv kengashi va boshqaruvi a'zolari;

Bank xodimlari - Bank bilan mehnat munosabatlariga kirishgan (mehnat shartnomasi tuzgan) O'zbekiston Respublikasi fuqarolari, shuningdek chet el fuqarolari va fuqaroligi bo'lmagan shaxslar.

2. Corporate governance system of the bank

2.1. The system of corporate governance in the Bank includes the Bank management bodies and the Bank's internal audit and internal control bodies.

2.2. The management bodies of the Bank are:

- General Meeting of Shareholders;
- Supervisory Board;
- Management Board.

2.3. The system of internal control bodies of the Bank includes:

- Revision Commission;
- Audit Committee;
- Internal Audit Service (Audit Department).

2.4. The Central Bank agrees on the candidacies of persons nominated for members of the Supervisory Board, Management Board and for the positions of key personnel of the Bank, before they take office.

3. General meeting of shareholders of the bank

3.1. General Meeting of Shareholders is the supreme governing body of the Bank.

3.2. The Bank shall hold an annual General Meeting of Shareholders (Annual General Meeting of Shareholders).

3.3. The General Meeting of Shareholders shall be held within the time limits set by the Charter of the Bank, but no later than six months after the end of the fiscal year.

3.4. The General Meeting of Shareholders shall be held by the Chairman of the Supervisory Board of the Bank, and in case of his/her absence for a valid reason – by one of the members of the Supervisory Board.

3.5. The competence of the General Meeting of Shareholders is defined by the Law of the Republic of Uzbekistan “On Joint

2. Bankning korporativ boshqaruv tizimi

2.1. Bankda korporativ boshqaruv tizimi Bank boshqaruv organlari hamda Bank ichki audit va ichki nazorat organlarini o'z ichiga oladi.

2.2. Bank boshqaruv organlari quyidagilardan iborat:

- aksiyadorlarining umumiy yig'ilishi;
- kuzatuv kengashi;
- boshqaruv.

2.3. Bank ichki nazorat organlari tizimiga quyidagilar kiradi:

- taftish komissiyasi;
- auditorlik qo'mitasi;
- ichki audit xizmati (Audit boshqarmasi).

2.4. Markaziy bank kuzatuv kengashining va boshqaruvning a'zolariga hamda muhim ahamiyatga ega xodimlar lavozimlariga ko'rsatilayotgan nomzodlarni ularning lavozimga kirishishidan oldin kelishib oladi.

3. Bank aksiyadorlarining umumiy yig'ilishi

3.1. Aksiyadorlarning umumiy yig'ilishi Bankning yuqori boshqaruv organi hisoblanadi.

3.2. Bank har yili Aksiyadorlarning umumiy yig'ilishini (aksiyadorlarning yillik umumiy yig'ilishini) o'tkazishi shart.

3.3. Aksiyadorlarning yillik umumiy yig'ilishi Bank ustavida belgilangan muddatlarda, ammo moliya yili tugaganidan keyin olti oydan kechiktirmay o'tkaziladi.

3.4. Aksiyadorlarning umumiy yig'ilishini Bank kuzatuv kengashining raisi, u uzrli sabablarga ko'ra bo'lmagan taqdirda esa, jamiyat kuzatuv kengashining a'zolaridan biri olib boradi.

3.5. Aksiyadorlar umumiy yig'ilishining vakolat doirasi O'zbekiston Respublikasining “Aksiyadorlik jamiyatlari va aksiyadorlarning huquqlarini himoya

Stock Companies and Protection of Shareholders' Rights" and is fixed by the Regulation on the General Meeting of Shareholders of JSC "KDB Bank Uzbekistan" and the Charter of the Bank.

3.6. Supervision over the decision of the General Meeting of Shareholders is carried out by the Supervisory Board, unless otherwise specified in the decision.

3.7. Decisions of the General Meeting of Shareholders are binding on all shareholders, regardless of whether or not they have attended the General Meeting of Shareholders.

3.8. Shareholders of the Bank are responsible for compliance of their decisions with the current legislation.

4. Supervisory board of the bank

4.1. The Supervisory Board is a collegial body of the Bank and provides overall management of the Bank, enforcement of decisions of the General Meeting of Shareholders and determines the strategy and direction of development of the Bank, except matters within the exclusive competency of the General Meeting of Shareholders as per legislation and the Charter of the Bank.

4.2. The competence of the Supervisory Board of the Bank is defined by the Laws of the Republic of Uzbekistan "On Joint-Stock Companies and Protection of Shareholders Rights" and "On Banks and Banking Activity" and is fixed by the Regulation on the Supervisory Board of the JSC "KDB Bank Uzbekistan" and the Charter of the Bank.

4.3. The Supervisory Board shall consist of five (5) members who shall have expertise in the area of Banking. The majority of the members of the Supervisory Board should

qilish to'g'risida"gi Qonuni bilan belgilanadi hamda "KDB Bank O'zbekiston" AJ aksiyadorlarining umumiy yig'ilishi to'g'risidagi Nizom va Bankning Ustavida mustahkamlab qo'yiladi.

3.6. Aksiyadorlar umumiy yig'ilishining qarori ijrosi ustidan nazorat Bank kuzatuv kengashi tomonidan amalga oshiriladi, agar qarorning o'zida boshqacha tartib belgilanmagan bo'lsa.

3.7. Aksiyadorlarning umumiy yig'ilishi qarorlari barcha aksiyadorlar tomonidan ijro etilishi shart, ularning aksiyadorlar umumiy yig'ilishida ishtirok etgan yoki etmaganligidan qat'iy nazar.

3.8. Bank aksiyadorlari o'zlari qabul qilgan qarorlarning amaldagi qonun hujjatlariga muvofiqligi bo'yicha javobgardirlar.

4. Bankning kuzatuv kengashi

4.1. Bank kuzatuv kengashi kollegial boshqaruv organi bo'lib, Bankning faoliyatiga umumiy rahbarlikni amalga oshiradi, aksiyadorlar umumiy yig'ilishining qarorlari bajarilishini ta'minlaydi, Bank faoliyatining strategiyasi va rivojlanishning asosiy yo'nalishlarini belgilaydi, qonun hujjatlari va Ustavda faqat aksiyadorlarning umumiy yig'ilishi vakolatiga kiritilgan masalalar bundan mustasno.

4.2. Bank kuzatuv kengashining vakolat doirasi O'zbekiston Respublikasining "Aksiyadorlik jamiyatlari va aksiyadorlarning huquqlarini himoya qilish to'g'risida"gi va "Banklar va Bank faoliyati to'g'risida"gi Qonunlari bilan belgilanadi hamda "KDB Bank O'zbekiston" AJ kuzatuv kengashi to'g'risidagi Nizom hamda Bankning Ustavida mustahkamlab qo'yiladi.

4.3. Bank kuzatuv kengashi Bank faoliyati sohasida malaka va tajribaga ega bo'lgan besh (5) nafar a'zodan tashkil topadi. Bank kuzatuv kengashi a'zolarining ko'pchiligi Bankka aloqador

not be persons related to the Bank, except for their membership in the Supervisory Board.

4.4. Members of the Supervisory Board are appointed by the General Meeting of Shareholders in the manner prescribed by legislation and the Charter of the Bank for a period of three years.

4.5. Persons elected to membership of the Supervisory Board of the Bank can be re-elected. Early termination of an elected member of the Supervisory Board shall be approved by a decision of the General Meeting of Shareholders.

4.6. Members of the Management Board of the Bank cannot be elected as a member of the Supervisory Board. It is not allowed to combine the activities of members of the Supervisory Board of the Bank with other activities under an employment contract at the same Bank. Persons who are not shareholders of the Bank may be elected to the Supervisory Board of the Bank in the manner prescribed by law.

4.7. Requirements for candidates to be elected to the Supervisory Board of the Bank shall be determined by the Charter of the Bank or by the decision of the General Meeting of Shareholders.

4.8. Shareholder is entitled to give votes on own shares in favor of one candidate or distribute them among several candidates to the Supervisory Board of the Bank.

4.9. Candidates who gained the highest number of votes shall be considered as elected members of the Supervisory Board.

4.10. Member of the Supervisory Board shall be entitled to:

- personally take part in the meeting of the Supervisory Board, to speak on the agenda discussed at the meeting within the specified time;
- to receive information about the activities

shaxslar bo'lmashligi kerak, bundan ularning kuzatuv kengashidagi a'zoliigi mustasno.

4.4. Bank kuzatuv kengashi a'zolari aksiyadorlarning umumiy yig'ilishi tomonidan qonun va Bank Ustavida belgilangan tartibda uch yil muddatga saylanadi.

4.5. Bank kuzatuv kengashi tarkibiga saylangan shaxslar cheklanmagan tarzda qayta saylanishi mumkin. Kuzatuv kengashining saylangan a'zosining vakolatlarini muddatidan oldin to'xtatish aksiyadorlar umumiy yig'ilishining qaroriga ko'ra amalga oshiriladi.

4.6. Bank boshqaruvi a'zolari Bank kuzatuv kengashiga saylanishi mumkin emas. Bank kuzatuv kengashi a'zolarining faoliyatini ularning ushbu Bankda mehnat shartnomasi (kontrakt) bo'yicha faoliyati bilan qo'shib olib borishiga yo'l qo'yilmaydi. Bank kuzatuv kengashiga qonunda nazarda tutilgan tartibda ushbu Bankning aksiyadorlari hisoblanmagan shaxslar ham saylanishi mumkin.

4.7. Bank kuzatuv kengashi tarkibiga saylash uchun nomzodlarga qo'yiladigan talablar Bank Ustavi yoki aksiyadorlarning umumiy yig'ilishi qarori bilan belgilanadi.

4.8. Aksiyador o'ziga tegishli aksiyalar bo'yicha ovozlarni to'liq bir nomzodga berishga yoki ularni Bank kuzatuv kengashi a'zoliigiga bir necha nomzodlar o'rtasida taqsimlashga haqli.

4.9. Ovozlarining eng ko'p sonini olgan nomzodlar kuzatuv kengashi tarkibiga saylangan deb hisoblanadi.

4.10. Kuzatuv kengashi a'zosi quyidagi huquqlarga ega:

- kuzatuv kengashi majlisida shaxsan qatnashish, yig'ilishda muhokama qilinayotgan masala yuzasidan reglament bilan ajratilgan vaqt doirasida so'zga chiqish;
- kuzatuv kengashi qaroriga ko'ra muayyan davrda

of the Bank;

- other rights stipulated in laws and Bank's Charter.

4.11. Member of the Supervisory Board who has an interest in concluding a transaction by the Bank is obliged to inform the Supervisory Board about his interest prior to conclusion of the transaction. All decisions of the Bank on concluding transaction with interested parties shall be approved by the Supervisory Board. In case of two or more members of the Supervisory Board have interest in transaction, decision on the transaction shall be approved by the General Meeting of Shareholders in established order.

4.12. Members of the Supervisory Board have no right to directly or indirectly receive remuneration to influence on taking certain decisions by the Supervisory Board.

4.13. Members of the Supervisory Board are not entitled to take advantage of the Bank (property or non-property rights, opportunities in the field of economic activity, information on the activities and plans of the Bank) in order to enrich themselves.

4.14. Members of the Supervisory Board are obliged to carry out their duties in good faith and by using best methods taking into consideration interests of the Bank.

4.15. Members of the Supervisory Board of the Bank shall bear responsibility for the Bank in accordance with the legislation and the Charter. In case if they do not participate in voting or voted against the resolution, which causes losses to the Bank, they shall be exempted from responsibility.

4.16. Bank or shareholder (s) who holds not less than one percent of common shares of the Bank have the right to apply to the court against a member of the Supervisory Board

aksiyadorlik jamiyatining faoliyati, uni rivojlantirish rejalari to'g'risida axborot olish;

- qonun hujjatlari va Bank Ustavida belgilangan boshqa huquqlar.

4.11. Kuzatuv kengashining Bank bitim tuzishidan manfaatdor bo'lgan a'zosi o'z manfaatdorligi to'g'risida yozma ravishda Bankni bitim tuzilishi paytiga qadar ma'lum qilishi shart. Bankning manfaatdor shaxslar bilan bitim tuzish to'g'risidagi barcha qarorlari Bank kuzatuv kengashi tomonidan qabul qilinadi. Agar Bank kuzatuv kengashining ikki va undan ortiq a'zosi bitim tuzishdan manfaatdor shaxs bo'lsa, bitim bo'yicha qaror Qonunda belgilangan tartibda va muddatlarda aksiyadorlarning umumiy yig'ilishi tomonidan qabul qilinadi.

4.12. Kuzatuv kengashi a'zolari kuzatuv kengashi tomonidan u yoki bu qarorlarni qabul qilishga ta'sir ko'rsatganlik uchun bevosita yoki bilvosita haq olish huquqiga ega emas.

4.13. Kuzatuv kengashi a'zolari Bank imkoniyatlari (mulkiy va nomulkiy huquqlar, xo'jalik faoliyati sohasidagi imkoniyatlar, Bankning faoliyati va rejalari to'g'risidagi axborot)dan shaxsiy boylik orttirish maqsadida foydalanish huquqiga ega emas.

4.14. Kuzatuv kengashi a'zolari o'zlarining lavozim majburiyatlarini halol, shuningdek Bank manfaatlari yo'lida ular eng yaxshi deb hisoblaydigan usul bilan amalga oshirishga majburdirlar.

4.15. Bank kuzatuv kengashi a'zolari Bank oldida qonun hujjatlariga va Bank Ustaviga muvofiq javob beradilar. Bunda ovoz berishda qatnashmagan yoki Bankka zarar yetkazuvchi qarorga qarshi ovoz bergan kuzatuv kengashi a'zolari javobgarlikdan ozod qilinadi.

4.16. Bank yoki Bankning joylashtirilgan oddiy aksiyalarining kamida bir foiziga ega bo'lgan aksiyador (aksiyadorlar) Bankka yetkazilgan zararlarni qoplash to'g'risida kuzatuv kengashi

for damages caused to the Bank.

4.17. In carrying out its duties and responsibilities, the Supervisory Board shall rely on internal control and risk management systems and exercise effective control over their activities.

4.18. In carrying out its functions, members of the Supervisory Board are required to:

- have knowledge of the organizational structure of the Bank's corporate governance, the functions of the Supervisory Board, its place in corporate governance, an understanding of the risks inherent in Banking, as well as continuous improvement of knowledge and skills in Banking and finance, risk management and corporate governance;
- actively participate in the activities of the Bank, monitor significant changes in its activities and external conditions, as well as take timely measures to protect the interests of the Bank in the long run;
- take the leading role of the Bank in the formation of corporate culture and values;
- to express his / her reasoned opinion on the issues under consideration, regardless of the views of other members of the Supervisory Board, members of the Management Board and Bank employees;
- show responsibility and diligence with a sense of responsibility and loyalty, conscientiously and prudently perform the assigned tasks and obligations in the interests of the Bank and all its shareholders, do not abuse their authority in the interests of themselves or individuals;
- refrain from actions that may lead to a conflict of interest, as well as to immediately notify the council of the occurrence of a conflict of interest and take measures to eliminate it;
- participate in the meetings of the council

a'zosiga nisbatan da'vo bilan sudga murojaat qilishga haqlidir.

4.17. O'zining vazifa va majburiyatlarini bajarishda kuzatuv kengashi ichki nazorat hamda tavakkalchiliklarni boshqarish tizimlariga tayanishi va ularning faoliyati ustidan samarali nazoratni amalga oshirishi lozim.

4.18. Kuzatuv kengashi a'zolaridan o'z vazifalarini amalga oshirishlari doirasida quyidagilar talab etiladi:

- Bank korporativ boshqaruvining tashkiliy tuzilmasini, kuzatuv kengashining funksiyalarini bilishi, korporativ boshqaruvdagi o'zining o'rnini anglashi, Bank faoliyatiga xos bo'lgan tavakkalchiliklar haqida tasavvurga ega bo'lishi, shuningdek bank-moliya sohasidagi, tavakkalchiliklarni boshqarish va korporativ boshqaruvni tashkil etish borasidagi bilim va malakasini doimiy ravishda oshirib borishi;
- Bank faoliyatida faol qatnashishi, uning faoliyatidagi va tashqi sharoitlardagi muhim o'zgarishlarni kuzatib borishi, shuningdek uzoq muddatli istiqbolda Bank manfaatlarini himoya qilishga qaratilgan choralarni o'z vaqtida ko'rishi;
- Bankning korporativ madaniyati va qadriyatlarini shakllanishida yetakchi o'rinni tutishi;
- ko'rib chiqilayotgan masalalar yuzasidan kuzatuv kengashining boshqa a'zolari, boshqaruv a'zolari va Bank xodimlarining qarashlaridan qat'i nazar o'zining asoslangan fikrini bildirishi;
- mas'uliyatni his qilgan holda javobgarlikni va jonkuyarlikni namoyon qilishi va sodiqlik bilan xizmat qilishi, Bank va uning barcha aksiyadorlari manfaatlarini ko'zlab, yuklatilgan vazifa va majburiyatlarni vijdonan va oqilona amalga oshirishi, o'zining yoki ayrim shaxslar manfaatlarini yo'lida o'z vakolatlarini suiiste'mol qilmasligi;
- manfaatlar to'qnashuviga olib keluvchi harakatlardan qochishi, shuningdek manfaatlar to'qnashuvi yuzaga kelganligi haqida darhol kuzatuv kengashiga xabar berishi va uni bartaraf etish yuzasidan chora ko'rishi;
- kuzatuv kengashi va uning qo'mitalari majlislarida

and its committees without transferring their powers to a third party;

- observe the confidentiality of information constituting trade, Banking and other secrets protected by law, which became known to him during his membership in the Board.

5. Management board

5.1. The Management Board of the Bank is a collegial executive body and manages the current activities of the Bank.

5.2. The number of members of the Board of the Bank shall be determined by the Charter of the Bank.

5.3. Chairman of the Board is appointed by the decision of the Supervisory Board, then approved by the General Meeting of Shareholders. Members of the Management Board are appointed by the Supervisory Board of the Bank.

5.4. Consideration and approval of candidates for the Management Board shall be made by the Supervisory Board by a simple majority vote.

5.5. The General Meeting of Shareholders shall consider the agenda on approval of the Chairman of the Board elected by the Supervisory Board of the Bank.

5.6. The Chairman of the Board shall possess the necessary qualifications, powers and discipline required for the management of the Banking business and the proper oversight of the most important employees of the Bank.

5.7. The competence of the Board of the Bank is defined by the Laws of the Republic of Uzbekistan "On Joint-Stock Companies and Protection of Shareholders Rights" and "On Banks and Banking Activities" and is fixed by the Regulation on the Management Board of JSC "KDB Bank Uzbekistan" and the Charter of the Bank.

o'z vakolatlarini uchinchi shaxsga o'tkazmagan holda ishtirok etishi;

- kuzatuv kengashiga a'zoligi chog'ida o'ziga ma'lum bo'lib qolgan tijorat, bank siri va qonun bilan qo'riqlanadigan boshqa sirni tashkil etuvchi ma'lumotlarning maxfiyligiga rioya etishi.

5. Bank boshqaruvi

5.1. Bank boshqaruvi kollegial ijro organi bo'lib, Bankning joriy faoliyati ustidan rahbarlikni amalga oshiradi.

5.2. Bank boshqaruvi a'zolarining soni Bank Ustavi bilan aniqlanadi.

5.3. Boshqaruv raisi lavozimga Bank kuzatuv kengashi qarori bilan tayinlanadi, keyinchalik aksiyadorlar umumiy yig'ilishi tomonidan tasdiqlanadi. Boshqaruv a'zolari Bank kuzatuv kengashi tomonidan tayinlanadilar.

5.4. Boshqaruv a'zoligiga nomzodlar ko'rib chiqilishi va tasdiqlanishida kuzatuv kengashi tomonidan oddiy ko'pchilik ovoz berish yo'li bilan qaror qabul qilinadi.

5.5. Aksiyadorlar umumiy yig'ilishida Bank kuzatuv kengashi tomonidan saylangan Bank boshqaruvi raisini tasdiqlash haqidagi masala ko'rib chiqiladi.

5.6. Boshqaruv raisi Bank ishlarini boshqarish uchun zarur malaka, vakolatga ega va tartibli bo'lishi hamda Bankning eng muhim xodimlari faoliyatini tegishli tarzda nazorat qilishi lozim.

5.7. Bank boshqaruvining vakolat doirasi O'zbekiston Respublikasining "Aksiyadorlik jamiyatlari va aksiyadorlarning huquqlarini himoya qilish to'g'risida"gi va "Banklar va bank faoliyati to'g'risida"gi Qonunlari bilan belgilanadi hamda "KDB Bank O'zbekiston" AJ boshqaruvi to'g'risidagi Nizom va Bankning Ustavida mustahkamlab qo'yiladi.

5.8. At the same time, members of the Management Board are trustees of the Supervisory Board of the Bank and the Shareholders of the Bank and must therefore put the interests of the Bank and its Shareholders ahead of their own interests.

5.9. In carrying out its functions, the Management Board is required to:

- implement the tasks set in the Bank's strategic goals, business plan and corporate governance policy;
- establish an effective monitoring system at all levels of the organizational structure for compliance with the policies, procedures and job descriptions approved by the Council and periodically check the effectiveness of this system;
- establish reliable information systems that ensure the proper preparation and timely submission of important information for management decisions;
- ensure timely submission to the Supervisory Board of reports reflecting the current results of financial and other activities, including the business plan and the implementation of the Banking strategy;
- notify the Supervisory Board without delay about worsening or risk of worsening of financial position of the Bank and changes in business plan, strategic objectives, risk management strategy and risk-appetite, violation of risk limits and prudential requirements, errors in internal control, legal or regulatory issues notify the board in a manner;
- ensure an appropriate and transparent organizational structure of the Bank's management, as well as the distribution of powers and responsibilities among the Bank's employees within its competence; control over the activities of Bank employees;

5.8. Shu bilan birga, boshqaruv a'zolari Bank kuzatuv kengashi va Bank aksiyadorlarining ishonchli shaxslari hisoblanadi va shu sabab Bank hamda uning aksiyadorlari manfaatlarini o'z manfaatlaridan ustun qo'yishlari shart hisoblanadi.

5.9. Boshqaruvdan o'z vazifalarini amalga oshirish doirasida quyidagilar talab etiladi:

- Bankning strategik maqsadlari, biznes-rejasi va korporativ boshqaruvga oid siyosatida belgilangan vazifalarni amalga oshirish;
- tashkiliy tuzilmaning barcha darajalarida kuzatuv kengashi tomonidan tasdiqlangan siyosatlarga, tartib va lavozim yo'riqnomasiga rioya etishi yuzasidan samarali monitoring tizimini o'rnatish va davriy ravishda ushbu tizim samaradorligini tekshirish;
- boshqaruv qarorlarini qabul qilish uchun muhim axborotning tegishli tarzda tayyorlanishi va o'z vaqtida taqdim etilishini ta'minlovchi ishonchli axborot tizimlarini o'rnatish;
- biznes-reja ko'rsatkichlari va Bank strategiyasi bajarilishini baholash imkonini beruvchi, o'z ichida moliyaviy va boshqa faoliyatning amaldagi natijalarini aks ettirgan hisobotlarning o'z vaqtida kuzatuv kengashiga taqdim etilishini ta'minlash;
- Bankning moliyaviy ahvoli yomonlashuvi yoki bunday holat yuz berishi xavfi hamda biznes-reja, strategik maqsadlar, tavakkalchiliklarni boshqarish strategiyasi va risk-appetitdagi o'zgarishlar, tavakkalchilik chegaralari (limiti) va prudensial talablar buzilishi, ichki nazoratdagi xatoliklar, yuridik yoki tartibga solish bilan bog'liq muammolar yuzasidan kechiktirilmagan tarzda kuzatuv kengashiga xabar berish;
- Bankni boshqarishning tegishli va ochiq tashkiliy tuzilmasini, shuningdek o'z vakolatlari doirasida Bank xodimlari o'rtasida vakolatlar va majburiyatlar taqsimlanishini ta'minlash;
- Bank xodimlari faoliyati ustidan nazoratni amalga oshirish;
- xodimlarni, jumladan boshqaruv a'zolari, agar

- development of procedures for recruitment and dismissal of employees, including members of the Management Board, unless otherwise provided by the Bank's charter, their replacement (rotation) and promotion, training, retention of qualified personnel, to take measures against them in case of violation of their obligations and rules of ethics;

- fulfill other obligations established by the Bank's charter and legislation.

5.10. Members of the Management Board are obliged to act in good faith and prudently in the interests of the Bank, and they must comply with the following fiduciary obligations:

- to fulfill its obligations within its competence in compliance with the legislation, the Bank's charter and the decisions of the General Meeting of Shareholders of the Bank and the implementation of strategies and policies adopted by the Supervisory Board;

- to act within the limits of their powers for the implementation of their tasks and functions;

- to receive necessary and transparent information in a timely manner, to take appropriate measures and make decisions based on personal skills and experience;

- to comply with the requirements to avoid conflicts of interest;

- to adhere to the principle of equality in relation to the General Meeting of Shareholders and the Supervisory Board;

- to have an impeccable business reputation.

6. Internal control bodies of the bank corporate governance

6.1. Internal control bodies of the Bank Corporate Governance consist of Revision Commission, Audit Committee and Internal

Bank Ustavida o'zgacha qoida nazarda tutilmagan bo'lsa, muhim ahamiyatga ega xodimlarni ishga qabul qilish va bo'shatish, ularning o'zgartirilishi (rotatsiyasi) va lavozim bo'yicha ko'tarilish, malakasini oshirish, malakali xodimlarni saqlab qolish tartibini ishlab chiqish, shuningdek xodimlar o'z majburiyatlari, odob-ahloq qoidalarini buzgan hollarda ularga nisbatan choralar ko'rish;

- Bank Ustavi va qonun hujjatlarida belgilangan boshqa majburiyatlarni bajarish

5.10. Boshqaruv a'zolari Bank manfaatlari yo'lida vijdonan va oqilona harakat qilishga majbur bo'lib, ular quyidagi fidutsiar majburiyatlarga rioya etishlari lozim:

- qonun hujjatlari, Bank Ustavi hamda Bank aksiyadorlari umumiy yig'ilishi hamda 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 kuzatuv kengashiga nisbatan tenglik tamoyiliga rioya etish;

- benuqson ishchanlik obro'siga ega bo'lish.

6. Bank korporativ boshqaruvining ichki nazorat organlari

6.1. Bank korporativ boshqaruvining ichki nazorat organlariga taftish komissiyasi, auditorlik qo'mitasi va ichki audit xizmati (audit boshqarmasi) kiradi.

Audit service (Audit department).

6.2. The Revision Commission shall be elected by the General Meeting of Shareholders for one year to supervise the financial and economic activities of the Bank and its branches in accordance with the Charter of the Bank.

6.3. Bank **Revision Commission** carries out its activities in accordance with the legislation, the Regulation on the Revision Commission of the JSC "KDB Bank Uzbekistan" and the Charter of the Bank.

6.4. The composition of the Revision Commission may not be less than three (3) members. The Revision Commission is elected for one year. The same person may not be elected to the Revision Commission more than three times in a row.

6.5. Members of the Supervisory Board and Management Board, as well as employees of the Internal Audit Service may not be members of the Bank's Revision Commission at the same time.

6.6. Audit of financial and economic activities of the Bank for one year period or other period shall be carried on the basis of decision of the Supervisory Board at the initiative of the Revision Commission, the General Meeting of Shareholders or at the request of the shareholder(s) holding at least 5% of voting shares of the Bank at any time.

6.7. Revision commission can carry out the following activities:

- checking the financial and economical documents, comparing the property inventory with primary/source accounting documents;
- checking the legality of contracts and transactions concluded on behalf of the Bank, settlements with contractors;
- analysis of the accounting and statistical reports on compliance with existing laws

6.2. Bank va uning filiallarining moliya-xo'jalik faoliyatini nazorat qilish uchun Bank Ustaviga muvofiq aksiyadorlarning umumiy yig'ilishi tomonidan bir yil muddatga taftish komissiyasi saylanadi.

6.3. Bank **taftish komissiyasi** o'z faoliyatini amaldagi qonun hujjatlari, "KDB Bank O'zbekiston" AJ Taftish komissiyasi to'g'risidagi Nizom va Bank Ustavi asosida amalga oshiradi.

6.4. Taftish komissiyasining tarkibi uch (3) kishidan kam bilishi mumkin emas. Taftish komissiyasi bir yil muddatga saylanadi. Ayni bir shaxs taftish komissiyasi tarkibiga ketma-ket uch martadan ortiq saylanishi mumkin emas.

6.5. Bank kuzatuv kengashining hamda boshqaruvining a'zolari, shuningdek ichki audit xizmati xodimlari bir vaqtning o'zida Bank taftish komissiyasining a'zolari bo'lishi mumkin emas.

6.6. Bankning moliya-xo'jalik faoliyatini tekshirish bir yillik faoliyat yakunlari bo'yicha, shuningdek istalgan vaqtda taftish komissiyasining tashabbusiga binoan, aksiyadorlar umumiy yig'ilishining yoki Bank ovoz beruvchi aksiyalarining kamida besh foiziga egalik qiluvchi aksiyadorning (aksiyadorlarning) talabiga ko'ra, Bank kuzatuv kengashining qaroriga binoan amalga oshiriladi.

6.7. Bank taftish komissiyasi quyidagi vazifalarni amalga oshiradi:

- Bankning moliyaviy-xo'jalik faoliyati hujjatlarini tekshirish, mol-mulkni inventarizatsiya qilish bo'yicha ma'lumotlarni buxgalteriya hisobining dastlabki hujjatlari bilan taqqoslash;
- Bank tomonidan tuzilgan shartnomalar va bitimlar, kontragentlar bilan bo'ladigan hisob-kitoblarning qonuniyligini tekshirish;
- buxgalterlik va statistik hisobotlarning mavjud me'yoriy hujjatlar bilan muvofiqligini tahlil qilish;

and regulations;

- checking on compliance with the rules and regulations on Banking activities;
- analysis of the Bank's financial condition;
- making recommendations to the Supervisory Board on improvement of economic condition of the Bank;
- taking control over the timely and proper execution of the payments to the budget, taxes and other obligatory payments;
- checking the correctness of dividend calculation and its payment;
- checking the correctness of the balance sheet of the Bank, reports to be submitted to the CBU and government authorities;
- checking the correctness of the decisions taken by the Supervisory Board and Management Board in compliance with legislation, the Bank's Charter and the decisions of the General Meeting of Shareholders.

6.8. The **Audit Committee** of the Bank is responsible for organization of control over reliability, efficiency of the corporate governance system in the Bank, as well as objectivity and completeness of financial reporting.

6.9. The Audit Committee is a collegial body which provides control over of the Bank's internal control system and activities of the Internal Audit Service, acting within the powers granted by the Supervisory Board of the Bank and subordinated directly to the Supervisory Board of the Bank.

6.10. Membership of the Audit Committee is approved by the decision of the Supervisory Board of the Bank. The Committee shall consist of only members of the Supervisory Board and at least three members. Members of the Supervisory Board of the Bank, which are members of the Audit Committee, should not be appointed to other committees of the Board responsible

- Bank faoliyatini tartibga solish bo'yicha o'rnatilgan qoidalar, me'yoriy hujjatlarga rioya qilinishini tekshirish;

- Bankning moliyaviy holatini tahlil qilish;
- Bank iqtisodiy holatini yaxshilash bo'yicha Bank kuzatuv kengashiga tavsiyanomalar ishlab chiqish;
- Bank tomonidan budjetga to'lovlar, soliqlar va boshqa majburiy to'lovlarning to'g'ri va o'z vaqtida amalga oshirilishini tekshirish;
- dividendlarni hisoblash va to'lanishini tekshirish;
- Bank buxgalterlik balansining tayyorlanishi, Markaziy bank va davlat boshqaruv organlariga taqdim etiladigan hisobotlarning to'g'riligini tekshirish;
- Bank kuzatuv kengashi va boshqaruvi qabul qilgan qarorlarning amaldagi qonunchilik, Bank Ustavi va aksiyadorlarning umumiy yig'ilishi qabul qilgan qarorlarga mosligini tekshirish.

6.8. Bankning **auditorlik qo'mitasi** Bankda Korporativ boshqaruv tizimining ishonchiligi, samaradorligi hamda moliyaviy hisobotlarning haqqoniyligi va to'liqligi ustidan nazoratning tashkil etilishi bo'yicha mas'ul hisoblanadi.

6.9. Auditorlik qo'mitasi Bankda tegishli ichki nazorat tizimini tashkil etish va ichki audit xizmati faoliyatini nazorat qilishni ta'minlovchi kollegial organ bo'lib, Bank kuzatuv kengashi tomonidan berilgan vakolatlar doirasida o'z faoliyatini amalga oshiradi va bevosita Bank kuzatuv kengashiga bo'ysunadi.

6.10. Auditorlik qo'mitasi tarkibi Bank kuzatuv kengashi qarori bilan tasdiqlanadi. Qo'mita tarkibiga faqatgina Bank kuzatuv kengashi a'zolari kiritilishi, a'zolari soni esa uch kishidan kam bo'lmasligi lozim.

Auditorlik qo'mitasi tarkibiga kiruvchi Bank kuzatuv kengashi a'zolari Bank faoliyatiga javob beradigan boshqa kuzatuv kengashi qo'mitalari tarkibiga tayinlanmasligi lozim.

for Banking activities.

Audit Committee members should have higher education, qualifications and experience relevant to the goals and objectives of the audit service.

At least one member of the Audit Committee must have at least 5 years of experience in auditing, accounting and financial reporting.

Members of the Management Board or other executives of the Bank cannot be included in the Audit Committee.

6.11. Candidates for Audit Committee members are invited by the Chairman of the Supervisory Board of the Bank.

6.12. The main purpose of the Audit Committee is to establish a system of internal control over Banking activities and to ensure its effective functioning.

The main objectives of the Audit Committee are:

- to participate in the process of development and approval of financial reporting and internal audit policy;
- to control over the submission, completeness, reliability of control, financial and other reports;
- to prepare information for the meetings of the Supervisory Board and submit reports to the Supervisory Board on issues within its competence;
- to control over the Bank's interaction with internal and external auditors;
- to consider the issue of appointment (dismissal) of the head of the internal audit service and submit a proposal to the Supervisory Board;
- to review and submit to the Supervisory Board the quarterly reports of the internal audit service;
- to assess the effectiveness and adequacy of the internal control system and internal audit of the Bank, to review the plan of

Audit qo'mitasining a'zolari oliy ma'lumotga, audit xizmati maqsadlari va vazifalariga mos keluvchi malaka va tajribaga ega bo'lishi lozim.

Audit qo'mitasining kamida bitta a'zosi audit, buxgalteriya hisobi va moliyaviy hisobot bo'yicha kamida 5 yillik tajribaga ega bo'lishi kerak.

Auditorlik qo'mitasi tarkibiga Bank boshqaruvi a'zolari yoki Bankning boshqa rahbar xodimlari kiritilishi mumkin emas.

6.11. Auditorlik qo'mitasi a'zolariga nomzodlar Bank kuzatuv kengashi raisi tomonidan taklif qilinadi.

6.12. Auditorlik qo'mitasining asosiy maqsadi Bank faoliyati yuzasidan ichki nazorat tizimini tashkil etish va ushbu tizimning samarali faoliyat ko'rsatishini ta'minlash hisoblanadi.

Audit qo'mitasining asosiy vazifalari quyidagilardan iborat:

- moliyaviy hisobot va ichki audit siyosatini ishlab chiqish hamda tasdiqlash jarayonida ishtirok etish;
- nazoratga oid, moliyaviy va boshqa hisobotlarning taqdim etilishini, to'liqligini, ishonchliligini nazorat qilish;
- o'z vakolati doirasidagi masalalar yuzasidan Bank kuzatuv kengashi yig'ilishlariga ma'lumotlar tayyorlash va kuzatuv kengashiga hisobotlar taqdim etish;
- Bankning ichki va tashqi auditorlar bilan o'zaro aloqasini nazorat qilib borish;
- ichki audit xizmati rahbarini tayinlash (lavozimidan ozod qilish) masalasini ko'rib chiqib, kuzatuv kengashiga taklif kiritish;
- ichki audit xizmatining choraklik hisobotlarini o'rganib chiqish va Bank kuzatuv kengashiga taqdim etish;
- Bankning ichki nazorat tizimi va ichki auditi faoliyati samaradorligi va monandligini ta'minlash uchun ularni baholash, ichki audit tekshiruvlari rejasi va ularning davriyligini ko'rib chiqish, ichki audit xizmati rahbari o'z vazifa va majburiyatlarini

internal audit and their periodicity, to participate in the assessment of the extent to which head of the internal audit service performs its duties and responsibilities and to express their views;

- to meet with the head of the internal audit service at least once a quarter to discuss issues related to the activities of the internal audit service;

- practical assistance to the Supervisory Board in evaluating the external auditor's proposals, preparation of recommendations to the Supervisory Board in the selection of the external auditor;

- to make proposals to the Supervisory Board on the maximum amount of remuneration for the services of external auditors and the conclusion (termination) of the contract with it;

- practical assistance to the Supervisory Board in developing terms of reference for external auditors;

- to receive internal and external audit reports and control the timely elimination by the Bank's management of inconsistencies and shortcomings in the legislation, policies and internal documents of the Bank, identified in them and other control units;

- to review external audit reports and conclusions and submit them to the Supervisory Board;

- to make recommendations to the Supervisory Board on changing the activities of external auditors in case of unsatisfactory performance;

- to review the transparency of Banking activities and the adequacy and accuracy of data disclosure;

- preparation of a report on its activities;

- to perform other duties assigned by the Supervisory Board.

6.13. The Secretary of the Committee shall coordinate the preparation of issues to be

qay darajada amalga oshirayotganligini baholashda ishtirok etish va o'z fikrlarini bildirish;

- har chorakda kamida bir marotaba ichki audit xizmati rahbari bilan uchrashuv o'tkazib, ichki audit xizmati faoliyatiga oid masalalarni muhokama qilish;

- tashqi auditor takliflarini baholashda Bank kuzatuv kengashiga amaliy yordam berish, tashqi auditorni tanlashda kuzatuv kengashiga tavsiyalar tayyorlash;

- tashqi auditorlarning xizmatlariga to'lanadigan haqning eng ko'p miqdori va u bilan shartnoma tuzilishi (bekor qilinishi) to'g'risida Bank kuzatuv kengashiga takliflar kiritish;

- tashqi auditorlar uchun texnik vazifalarni ishlab chiqishda Bank kuzatuv kengashiga amaliy yordam berish;

- ichki va tashqi audit hisobotlarini qabul qilib olish hamda ularda va boshqa nazoratni amalga oshiruvchi bo'linmalar tomonidan aniqlangan qonun hujjatlari, Bankning siyosatlarini va ichki hujjatlariga nomuvofiqliklar va kamchiliklarni Bank boshqaruvi tomonidan o'z vaqtida bartaraf etilishini nazorat qilish;

- tashqi auditorlik hisobot va xulosalarni ko'rib chiqish va ularni Bank kuzatuv kengashiga taqdim etish;

- tashqi auditorlar faoliyati qoniqarsiz deb baholangan taqdirda, ularni o'zgartirish yuzasidan Bank kuzatuv kengashiga tavsiyalar berish;

- Bank faoliyatining shaffofligi va ma'lumotlarning oshkor qilinishi yetarli darajada va aniq ekanligini ko'rib chiqish;

- o'z faoliyati to'g'risida hisobot tayyorlash;

- Bank kuzatuv kengashi tomonidan yuklatilgan boshqa vazifalarni bajarish.

6.13. Auditorlik qo'mitasi yig'ilishida ko'riladigan masalalarni tayyorlash ishlarini muvofiqlashtirish

considered at the Audit Committee meeting.

6.14. The Secretary of the Audit Committee – is the Head of Audit Department.

6.15. The main tasks and activities of the Audit Committee of the Bank are determined by the Regulation "On the Audit Committee", approved by the Supervisory Board of the Bank.

6.16. The Bank **Internal Audit service (Audit department)** shall be accountable to the Audit Committee and Supervisory Board of the Bank. The number and personnel of the Internal Audit Service are established in accordance with the current legislation.

6.17. The following persons shall not be entitled to occupy positions of Internal Audit department:

- have been found guilty of crimes arising from economic activities or crimes against the government, have been fined administratively for the benefit of public services and local governments or for financial, tax and securities market offenses;

- a member of the Board of the Bank;

- participants, executives, members of the Management Board or employees of the other legal entities that compete with the Bank.

6.18. Other requirements for persons who are members of the Internal Audit Service may be established by the Supervisory Board by taking into consideration the requirements of the Central Bank.

6.19. Internal Audit Service carries out analysis and monitoring of internal control of the Bank and its branches and organizes control activities to ensure efficient operation of the Bank by providing objective review, evaluation, recommendations and information on the main results of Banking activities to the Bank's Board and the Management Board.

qo'mita kotibi tomonidan amalga oshiriladi.

6.14. Auditorlik qo'mitasi kotibi bo'lib audit boshqarmasi boshlig'i hisoblanadi.

6.15. Bank auditorlik qo'mitasining asosiy vazifalari va ish faoliyati Bank kuzatuv kengashi tomonidan tasdiqlanadigan "Auditorlik qo'mitasi to'g'risida"gi Nizom bilan belgilanadi.

6.16. Bank **ichki audit xizmati (audit boshqarmasi)** Bank audit qo'mitasi va kuzatuv kengashiga hisobdordir.

Ichki audit xizmati a'zolarining soni va shaxsiy tarkibi amaldagi qonunchilik bilan belgilangan tartibda tashkil etiladi.

6.17. Quyidagi shaxslar ichki audit xizmati xodimi lavozimlarini egallash huquqiga ega emas:

- iqtisodiy faoliyat yoki hukumatga qarshi jinoyat sodir etganligi uchun aybdor deb topilgan, davlat va mahalliy hokimiyat manfaatlariga qarshi yoki moliya, soliq va qimmatli qog'ozlar sohasidagi huquqbuzarliklari uchun jinoiy javobgarlik qo'llanilgan;

- Bank Boshqaruvi a'zosi hisoblangan;

- Bank bilan raqobatdosh bo'lgan boshqa yuridik shaxslarning ishtirokchilari, rahbar xodimlari, Boshqaruv a'zolari yoki ishchilari hisoblangan.

6.18. Ichki audit xizmati tarkibiga kiruvchi shaxslarga nisbatan qo'yiladigan boshqa talablar Bank kuzatuv kengashi tomonidan Markaziy bank talablarini hisobga olgan holda o'rnatilishi mumkin.

6.19. Ichki audit xizmati Bank va uning filiallarida ichki nazorat bo'yicha tahlil va monitoringni amalga oshiradi hamda Bank kuzatuv kengashi va Bank boshqaruviga Bank faoliyatining asosiy natijalari bo'yicha ob'ektiv tahlil, baho, tavsiyalar va ma'lumotlar taqdim etish orqali Bankning samarali faoliyat yuritishini ta'minlash yuzasidan nazorat ishlarini tashkil etadi.

6.20. The main tasks and activities of the Internal Audit Department are defined by the Regulation "On Internal Audit Service", approved by the Supervisory Board of the Bank.

6.21. In order to effectively manage risks of the Bank, the Supervisory Board establishes a Risk Management Committee. The majority of members of the Risk Management Committee shall not be persons related to the Bank, except for their membership in the Supervisory Board. The Chairman of the Risk Management Committee shall not be the Chairman of the Supervisory Board.

6.22. At least one member of the Risk Management Committee must have at least 5 years of experience in risk management in Banking and financial institutions.

6.23. The main tasks of the Risk Management Committee are:

- review of risk management issues and documents on internal control, including the organizational structure of risk management, risk management strategies and policies, conflict prevention policy and ethics, making recommendations to the Supervisory Board on the risk management system;
- control over the development, compliance and timely updating of risk management systems, including risk-appetite and risk management policies, by the management and risk management structure;
- risk assessment developed and implemented by the Bank, including periodic review of stress testing methods;
- determination of the structure and form of information (reports) on risks submitted to the Supervisory Board and deadlines for their submission;
- in case of non-compliance of the Bank's sphere of risks (risk profile) with the

6.20. Ichki audit boshqarmasining asosiy vazifalari va ish faoliyati Bank kuzatuv kengashi tomonidan tasdiqlanadigan "Ichki audit xizmati to'g'risida"gi Nizom bilan belgilanadi.

6.21. Bankda tavakkalchilikni samarali boshqarish maqsadida Bank kuzatuv kengashi tavakkalchiliklarni boshqarish qo'mitasini tashkil etishi mumkin. Qo'mitaning ko'pchilik a'zolari Bankka aloqador shaxslar bo'lmasligi kerak, bundan ularning kuzatuv kengashidagi a'zoliigi mustasno. Tavakkalchiliklarni boshqarish qo'mitasining raisi kuzatuv kengashi raisi bo'lmasligi lozim.

6.22. Tavakkalchiliklarni boshqarish qo'mitasining kamida bitta a'zosi bank-moliya tashkilotlarida tavakkalchiliklarni boshqarish sohasi bo'yicha kamida 5 yillik tajribaga ega bo'lishi kerak.

6.23. Tavakkalchiliklarni boshqarish qo'mitasining asosiy vazifalari quyidagilardan iborat:

- tavakkalchiliklarni boshqarish masalalari va ichki nazoratga doir hujjatlar, shu jumladan tavakkalchiliklarni boshqarishning tashkiliy tuzilmasi, tavakkalchiliklarni boshqarish strategiyasi va siyosati, manfaatlar to'qnashuvining oldini olish siyosati va odob-axloq qoidalarini ko'rib chiqish, kuzatuv kengashiga tavakkalchiliklarni boshqarish tizimiga oid tavsiyalarni kiritish;
- boshqaruv va tavakkalchiliklarni boshqarish bo'yicha tarkibiy tuzilma tomonidan tavakkalchiliklarni boshqarish tizimi, shu jumladan risk-appetit va tavakkalchiliklarni boshqarish siyosatining ishlab chiqilishi, ularga rioya etilishi va ularning o'z vaqtida yangilab borilishi ustidan nazorat qilish;
- Bank tomonidan ishlab chiqilgan va amalga oshirilayotgan tavakkalchiliklarni baholash, shu jumladan stress-test qilish uslublarini davriy ravishda ko'rib chiqish;
- kuzatuv kengashiga taqdim etiladigan tavakkalchiliklarga oid ma'lumotlarning (hisobotlarning) tuzilishi, shakli hamda ularni

approved risk-appetite or expected to deviate from the norm, to make proposals to the council on decision-making on risk reduction and timely measures on them; study the compliance of the Bank's reward system with the Bank's risk-appetite;

- receive at least once a quarter reports on current and potential risks in the Bank, provided by the structural unit of risk management, and to carry out work to reduce risks;
- assess the independence of the staff responsible for risk management from management and other risk-taking units;
- participate in or comment on the performance appraisal of risk management;
- preparation of quarterly reports on its activities;
- perform other duties assigned by the Supervisory Board.

taqdim etish muddatlarini belgilash;

- Bankning tavakkalchiliklar sohasi (risk-profil) tasdiqlangan risk-appetitga mos emasligi yoki me'yordan chiqib ketishi kutilayotgan holatlarda, tavakkalchiliklarning kamaytirilishi va ular yuzasidan o'z vaqtida choralar ko'rilishi bo'yicha qarorlar qabul qilish to'g'risida kuzatuv kengashiga takliflar berish;
- Bankning mukofotlash tizimi Bankning risk-appetitiga muvofiqligini o'rganib borish;
- tavakkalchiliklarni boshqarish bo'yicha tarkibiy bo'linma tomonidan taqdim etiladigan Bankda yuzaga kelgan va yuzaga kelishi mumkin bo'lgan tavakkalchiliklar bo'yicha hisobotlarni kamida har chorakda bir marta qabul qilib borish va tavakkalchiliklarni kamaytirish bo'yicha ishlarni amalga oshirish;
- tavakkalchiliklarni boshqarish bo'yicha mas'ul bo'lgan xodimlarning boshqaruv va tavakkalchiliklarni qabul qiluvchi boshqa tarkibiy bo'linmalardan mustaqilligini baholab borish;
- tavakkalchiliklarni boshqarish bo'yicha tarkibiy bo'linma rahbarlari faoliyatini baholash jarayonida qatnashish yoki fikr bildirish;
- o'z faoliyati to'g'risida choraklik hisobotlarni tayyorlash;
- kuzatuv kengashi tomonidan yuklatilgan boshqa vazifalarni bajarish.

7. Ensuring transparency of banking activity and information disclosure

7.1. The Bank ensures transparency of activities and effective information interaction with shareholders, investors and other interested parties by:

- ensure the publication of information subject to mandatory disclosure on the Bank's website and in other sources provided by law, with translation into English, Russian and other languages, convenient for shareholders and other interested parties, including foreign

7. Bank faoliyati ochiqligini ta'minlash va axborotni oshkor qilish

7.1. Bank faoliyatining ochiqligi, shuningdek aksiyadorlar, investorlar va boshqa manfaatdor tomonlar bilan o'zaro samarali hamkorlikni quyidagicha ta'minlaydi:

- Bank veb-saytida va qonun hujjatlarida nazarda tutilgan boshqa manbalarda oshkor etilishi shart bo'lgan, aksiyadorlar va boshqa manfaatdor tomonlar, shu jumladan chet el investorlari uchun qulay bo'lgan ingliz, rus va boshqa tillarga tarjima qilingan holda e'lon qilinishini ta'minlash;
- taklif etilayotgan sof foydani taqsimlash asosini,

investors;

- publish the rationale for the proposed distribution of net profit, the amount of dividends, assess their compliance with that adopted in the dividend policy, as well as, if necessary, clarify and economic justify the volumes of the direction of a certain part of the net profit for the Bank's development needs.

7.2. The main principles of information disclosure are regularity, efficiency, accessibility, completeness, equality, balance, security of information resources.

7.3. The Bank discloses information subject to mandatory disclosure in the amounts, terms and methods specified by the laws or by-laws of the Republic of Uzbekistan

7.4. Mandatory disclosure of information is carried out:

- on the Single Portal of Corporate Information (official website of the authorized state body for regulating the securities market), (openinfo.uz);
- on the official website of the stock exchange (uzse.uz);
- on the Bank's corporate website (kdb.uz);
- in mass media.

7.5. Documents containing information subject to mandatory disclosure on the official website of the authorized state body for regulating the securities market or stock exchange are:

- securities issue prospectus (in case of public offering of securities);
- annual report of the Bank, including those prepared in accordance with International Financial Reporting Standards;
- report on the results of the first quarter, first half of the year and nine months;
- a statement of a substantial (material) fact in the activities of the Bank.

7.6. The following information is subject to mandatory disclosure in the media:

dividendlar miqdorini e'lon qilish, ularning dividend siyosatida qabul qilinganiga muvofiqligini aniqlash, shuningdek zarurat tug'ilganda, aniq foyda Bankning ehtiyojlari uchun yo'naltirish hajmlarini tushuntirish va iqtisodiy asoslash.

7.2. Axborotni oshkor etishning asosiy prinsiplari – bu muntazamlik, tezkorlik, foydalanish imkoniyati, to'liqlik, tenglik, muvozanat, axborot resurslarining xavfsizligi.

7.3. Bank majburiy ravishda oshkor etilishi lozim bo'lgan ma'lumotni O'zbekiston Respublikasi qonunlari yoki qonunosti hujjatlarida belgilangan hajmlarda, muddatlarda va usullarda oshkor qiladi.

7.4. Ma'lumotlarning majburiy oshkor etilishi:

- korporativ axborot yagona portalida (qimmatli qog'ozlar bozorini tartibga solish bo'yicha vakolatli davlat organining rasmiy veb-sayti) (openinfo.uz);
- fond birjasining rasmiy veb-saytida (uzse.uz);
- Bankning korporativ veb-saytida (kdb.uz);
- ommaviy axborot vositalarida.

7.5. Qimmatli qog'ozlar bozorini yoki fond birjasining tartibga solish bo'yicha vakolatli davlat organining rasmiy veb-saytida majburiy ravishda oshkor etilishi shart bo'lgan ma'lumotlar mavjud bo'lgan hujjatlar:

- qimmatli qog'ozlar emissiya risolasi (qimmatli qog'ozlarni ommaviy joylashtirishda);
- Bankning yillik hisoboti, shu jumladan xalqaro moliyaviy hisobot standartlariga muvofiq tayyorlangan;
- birinchi chorak, birinchi yarim yil va to'qqiz oy yakunlari bo'yicha hisobot;
- Bank faoliyatidagi muhim faktni tasdiqlash.

7.6. Quyidagi ma'lumotlar majburiy ravishda ommaviy axborot vositalarida oshkor etilishi shart:

- strategic goals and corporate values of the Bank;
- information on the history of the Bank, including changes in the organization, reorganization, renaming, activities, specific features or direction of the Bank;
- information on the state registration of the Bank, information on the license to conduct Banking activities (serial number, date of issue, list of Banking operations), as well as the Central Bank of the Republic of Uzbekistan to suspend, restore and revoke the license to conduct Banking activities;
- full text of the Bank's Charter;
- the working hours, location and contact information of the head office of the Bank, as well as the organizational structure of the Bank by regions (regions and cities) - the name of the Bank infrastructure (branch, office), location, work schedule and telephone numbers for information. In case of suspension or termination of the branch (or other infrastructure), the notice on the main page of the Bank's website, ie the name and location of the branch (or other infrastructure), the date of the relevant decision on the suspension or termination of the activity, means of communication for information and information on the client's application to another branch or infrastructure;
- press releases and announcements on changes in the Bank's activities, organizational and property structure and status;
- property structure of the Bank;
- the composition of the Banking group belonging to the Bank and its structure: name of legal entities, structure of the Banking group, participation in the authorized capital, name, husband and the official website of the parent organization;
- internal organizational structure of the
- Bankning strategik maqsadlari va korporativ qadriyatlarini;
- Bank faoliyati tarixi, jumladan, Bankni tashkil etish, qayta tashkil etish, qayta nomlash, faoliyati, o'ziga xos xususiyatlari yoki yo'nalishi o'zgarganligini aks ettiruvchi ma'lumotlar;
- Bankning davlat ro'yxatiga olinganligi, Bank faoliyatini amalga oshirish huquqini beruvchi litsenziya to'g'risida ma'lumot (tartib raqami, berilgan sanasi, Bank operatsiyalari ro'yxati), shuningdek faoliyatini to'xtatib turishi, uni tiklash hamda Bank faoliyatini amalga oshirish huquqini beruvchi litsenziyaning O'zbekiston Respublikasi Markaziy banki tomonidan chaqirib olinishi haqida;
- Bank Ustavining to'liq matni;
- Bank bosh ofisi ish tartibi, joylashgan joyi va aloqa ma'lumotlari, shuningdek Bankning hududlar (viloyat va shahar) kesimida tashkiliy tuzilmasi - Bank infratuzilmasi (filial, ofis) nomi, joylashgan yeri, ish tartibi va ma'lumot uchun telefonlari. Filial (yoki boshqa infratuzilma) faoliyati vaqtinchalik to'xtatilishi yoki tugatilishi hollarida, Bank veb-saytining bosh varag'ida bu haqda xabar, ya'ni ushbu filial (yoki boshqa infratuzilma) nomi va joylashgan yeri, faoliyati vaqtinchalik to'xtatilishi yoki tugatilishi to'g'risidagi tegishli qaror sanasi, ushbu hodisa yuzasidan to'liq ma'lumot olish uchun aloqa vositalari hamda mijoz boshqa filialga yoki infratuzilmaga murojaat qilishi haqida ma'lumot;
- Bank faoliyati, tashkiliy va mulkiy tuzilmasi hamda holatiga doir o'zgarishlarga oid press-revizlar va xabarlar;
- Bankning mulkiy tuzilmasi;
- Bankka tegishli bo'lgan Bank guruhi tarkibi va uning tuzilishi: yuridik shaxslar nomi, Bank guruhi tuzilmasi, ustav kapitalidagi ishtiroki, nomi, joylashgan yeri va bosh tashkilotning rasmiy veb-sayti;
- Bankning ichki tashkiliy tuzilmasi;
- kuzatuv kengashi qoshida tashkil qilingan barcha qo'mitalar tarkibi, shu jumladan qisqa shaklda ma'lumot, qo'mita a'zolarining boshqa

Bank;

- the composition of all committees set up under the Supervisory Board, including a summary, the position, qualifications and work experience of the committee members in other organizations, and the main functions of these committees;
- members of the Supervisory Board and Management Board, as well as key personnel, brief personal information, position, qualifications and work experience;
- internal rules on corporate governance: rules of ethics, Banking policy on disclosure of information, the Bank's dividend payment policy;
- if the Bank was assigned a rating by rating agencies, a list of these rating agencies, ratings obtained for the last 3 years and reports (explanations) of rating agencies on them;
- other information that must be posted on the official website in accordance with the legislation.

Disclosed information on the property structure of the Bank should include:

- information on shareholders who directly own at least five percent of the Bank's charter capital, the amount of their share in the charter capital (charter capital), type of share (ordinary, preferred), location (residence), type of activity (for legal entities);
- information on shareholders who indirectly own at least five percent of the Bank's authorized capital, location (residence), type of activity (for legal entities) and other information that led to the ownership of the Bank's shares;
- last name, first name and patronymic of the last beneficiary owner (if any).

tashkilotlarda egallab turgan lavozimi, malakasi va ish tajribasi hamda ushbu qo'mitalarning asosiy vazifalari;

- kuzatuv kengashi va boshqaruv a'zolari hamda muhim ahamiyatga ega xodimlarning tarkibi, qisqa shakldagi shaxsiy ma'lumot, egallab turgan lavozimi, malakasi va ish tajribasi;
- korporativ boshqaruvga oid ichki qoidalari: odo-axloq qoidalari, ma'lumotlarni oshkor qilish bo'yicha Bank siyosati, Bankning dividendlar to'lash siyosati va boshqalar;
- Bankka reyting agentliklari tomonidan reyting taqdim qilingan bo'lsa, ushbu reyting agentliklarining ro'yxati, oxirgi uch yil ichida olingan reytinglari va ular bo'yicha reyting agentliklarining hisobotlari;
- qonun hujjatlariga muvofiq rasmiy veb-saytida joylashtirilishi kerak bo'lgan boshqa ma'lumotlar. Bankning mulkiy tuzilmasi to'g'risidagi oshkor qilinadigan ma'lumotlar quyidagilarni o'z ichiga olishi lozim:
- Bank ustav kapitalining kamida besh foiziga bevosita egalik qiluvchi aksiyadorlar haqida ma'lumot, ularning ustav fondidagi ulushi miqdori, aksiyasi turi (oddiy, imtiyozli), joylashgan joyi (yashash joyi), faoliyat turi (yuridik shaxslar uchun);
- Bank ustav kapitalining kamida besh foiziga bilvosita egalik qiluvchi aksiyadorlar haqida ma'lumot, joylashgan joyi (yashash joyi), faoliyat turi (yuridik shaxslar uchun) va Bank aksiyalariga egalik qilishiga sabab bo'lgan boshqa ma'lumotlar;
- oxirgi benefitsiar mulkdor (agar mavjud bo'lsa) familiyasi, ismi va sharifi.

8. Internal rules of the bank defining the corporate governance system

8.1. Internal rules of the Bank which define the Corporate Governance System are:

- Regulation on the General Meeting of Shareholders of JSC “KDB Bank Uzbekistan”;
- Regulation on the Supervisory Board of JSC “KDB Bank Uzbekistan”;
- Regulation on the Management Board of JSC “KDB Bank Uzbekistan”;
- Regulation on the Revision Commission of JSC “KDB Bank Uzbekistan”;
- Regulation on the Audit Committee of JSC “KDB Bank Uzbekistan”;
- Regulation on the Internal Audit Service of JSC “KDB Bank Uzbekistan”.

9. Final provisions

9.1. The present Policy shall be approved by the Supervisory Board by a simple majority voting.

9.2. Decisions on amendments and additions to the present Policy are taken by the members of the Supervisory Board by simple majority voting.

9.3. In case of introduction of any changes into the legislation of the Republic of Uzbekistan or Bank’s Charter, requirements or paragraphs of the present Policy, which become controversial to the laws and Charter of the Bank, such requirements or paragraphs shall be ineffective thereafter.

9.4. The present Policy shall be effective from the date it is approved by the Supervisory Board of the Bank.

8. Korporativ boshqaruv tizimini belgilaydigan bankning ichki qoidalari

8.1. Korporativ boshqaruv tizimini belgilaydigan Bankning ichki qoidalari quyidagilardan iborat:

- “KDB Bank O‘zbekiston” AJ aksiyadorlarining umumiy yig‘ilishi to‘g‘risidagi Nizom;
- “KDB Bank O‘zbekiston” AJ kuzatuv kengashi to‘g‘risidagi Nizom;
- “KDB Bank O‘zbekiston” AJ boshqaruvi to‘g‘risidagi Nizom;
- “KDB Bank O‘zbekiston” AJ taftish komissiyasi to‘g‘risidagi Nizom;
- “KDB Bank O‘zbekiston” AJ auditorlik qo‘mitasi to‘g‘risidagi Nizom;
- “KDB Bank O‘zbekiston” AJ ichki audit xizmati to‘g‘risidagi Nizom.

9. Yakuniy qoidalar

9.1. Mazkur Siyosat Bank kuzatuv kengashi tomonidan oddiy ko‘pchilik ovoz bilan tasdiqlanadi.

9.2. Ushbu Siyosatga qo‘shimcha va o‘zgartishlar kiritish to‘g‘risidagi qaror Bank kuzatuv kengashi a‘zolarining oddiy ko‘pchilik ovoz bilan tasdiqlanadi.

9.3. Agar O‘zbekiston Respublikasi qonun hujjatlariga yoki Bank Ustaviga kiritilgan qo‘shimchalar va o‘zgartishlar natijasida mazkur Siyosat talablarining ayrimlari yoki bandlari qonun hujjatlari va Bank Ustaviga zid bo‘lib qolsa, ular o‘z kuchini yo‘qotgan deb hisoblanadi.

9.4. Ushbu siyosat Bank kuzatuv kengashi tomonidan tasdiqlangan kundan e‘tiboran kuchga kiradi.

LEGAL OPINION

YURIDIK XULOSA

Legal review carried out by Yuridik ekspertiza o'tkazdi	Legal department / Yuridik boshqarma
The title of the Internal rule subject to legal review Yuridik ekspertiza o'tkazilgan ichki qoida nomi	<p><i>Corporate Governance Policy of the Joint-Stock Company «KDB Bank Uzbekistan»</i></p> <p><i>«KDB Bank O'zbekiston» aksiyadorlik jamiyatining Korporativ boshqaruv siyosati</i></p>
Legal acts applied in the process of legal review	<ol style="list-style-type: none"> 1. Law "On banks and banking activity" (New edition) / "Banklar va bank faoliyati to'g'risida"gi Qonun (Yangi tahriri). 2. Law "On Central Bank of the Republic of Uzbekistan" (New edition) / "O'zbekiston Respublikasi Markaziy banki to'g'risida"gi Qonun (Yangi tahriri). 3. Decree of the President of the Republic of Uzbekistan #PF-4720 dd 24.04.2015 "On measures to introduce modern methods of corporate governance in joint-stock companies" / O'zbekiston Respublikasi Prezidentining 24.04.2015 y. PF-4720-son "Aksiyadorlik jamiyatlarida zamonaviy korporativ boshqaruv ushblarini joriy etish chora-tadbirlari to'g'risida"gi Farmoni. 4. Regulation "On requirements of the Central Bank on internal rules of commercial banks" registered by Ministry of Justice #916 dd 05.04.2000 / "Markaziy bank tomonidan tijorat banklarining ichki qoidalariga qo'yiladigan talablar to'g'risida"gi Nizom (Adliya vazirligi tomonidan 05.04.2000 y. 916-son bilan ro'yxatga olingan); 5. Regulation "On corporate governance in commercial banks" registered by Ministry of Justice #3254 dd 30.06.2020 / "Tijorat banklarida korporativ boshqaruv to'g'risida"gi Nizom (Adliya vazirligi tomonidan 30.06.2020 y. 3254-son bilan ro'yxatga olingan).
Yuridik ekspertiza jarayonida qo'llanilgan normativ-huquqiy hujjatlar	

This project of the internal act sets out *Corporate Governance Policy of the Joint-Stock Company «KDB Bank Uzbekistan»*.

Current project of the internal rule is in compliance with the applicable laws of the Republic of Uzbekistan, decrees and resolutions of the President of the Republic of Uzbekistan, resolutions of the Cabinet of Ministers, legal and regulatory instruments of the Central Bank as well as Regulation "On requirements of the Central Bank on internal rules of commercial banks" registered by Ministry of Justice under #916 dd 05.04.2000 and the requirements of the Bank's Charter.

Mazkur ichki qoida loyihasi *«KDB Bank O'zbekiston» aksiyadorlik jamiyatining Korporativ boshqaruv siyosatini* belgilab beradi.

Ushbu loyiha O'zbekiston Respublikasining amaldagi qonunlari, O'zbekiston Respublikasi Prezidentining farmonlari va qarorlari, Vazirlar Mahkamasining qarorlari, Markaziy bankning normativ-huquqiy hujjatlari, shu jumladan Adliya vazirligi tomonidan 05.04.2000 y. 916-son bilan ro'yxatga olingan "Markaziy bank tomonidan tijorat banklarining ichki qoidalarga qo'yiladigan talablar to'g'risida"gi Nizomda belgilangan ichki qoidalarga qo'yiladigan talablarga hamda Bank Ustavining talablariga muvofiq keladi.

Azizbek Zaynobidinov
Lawyer / Yurist
Legal Department / Yuridik boshqarma
“KDB Bank Uzbekistan” JSC /
“KDB Bank O‘zbekiston” AJ



Sanjar Rasulov
Senior legal adviser / Bosh yuriskonsult
Legal Department / Yuridik boshqarma
“KDB Bank Uzbekistan” JSC /
“KDB Bank O‘zbekiston” AJ



Agree with legal opinion / Yuridik xulosaga qo‘shilaman

Bunyod Islomov
Head / Boshqarma boshlig‘i
Legal Department / Yuridik boshqarma
“KDB Bank Uzbekistan” JSC /
“KDB Bank O‘zbekiston” AJ



MB Protocol	IMB/LGD/HO/25/126	27.10.2025
On consideration of the internal rules of the Bank / Bankning ichki qoidalarini ko'rib chiqish to'g'risida		
APPROVED By		
Lee Young Lok	Chairman	
Saydakhmedov Saydmakhmud	Deputy Chairman	
Kim Hang Sun	Managing Director	
Lee Chang Hyun	Executive Director	
Kim Hajoong	Executive Director	
Seo Kyoungwan	Executive Director	
Ashrafkhanov Bobir	Executive Director	Business Trip
Juraev Abrorjon	Chief Accountant	
PREPARED By		
Rasulov Sanjar	Senior Legal Adviser	

**PROTOCOL OF THE MANAGEMENT BOARD MEETING
BOSHQARUV MAJLISI BAYONNOMASI**

Time / Vaqti: 10:00

Place / Joyi: 3, Bukhoro Street, Tashkent / Toshkent shahri,
Buxoro ko'chasi, 3

AGENDA / KUN TARTIBI:

On consideration of the internal rules of the Bank / Bankning ichki qoidalarini
ko'rib chiqish to'g'risida

As per decision of the Bank's Internal Rules Review Committee #IAR/PLD/HO/25/6 dated October 23, 2025, it is proposed to submit the below listed internal rules for approval by the governing bodies of the Bank. Based on the abovementioned decision, the Management Board

HAS DECIDED:

1. To agree with the following internal rules and submit them to the Supervisory

Board for approval:

1. Budgeting and Procurement Policy (To be newly developed);
2. Pricing Policy (To be newly developed)*;
3. Liquidity Management Policy (To be revised);
4. Investment Policy (To be revised);
5. Risk Management Policy (To be revised);
6. Deposit Policy (To be revised);
7. Corporate Governance Policy (To be revised).

*Considering the novelty of the FTP (Fund Transfer Pricing) methodology for the Bank, it is proposed to prudently develop the FTP methodology by the end of 2026 and implement it starting from 2027.

2. To approve the following internal rules:
 1. Human resources procedure (To be revised);
 2. Tuition payment procedure (To be revised);
 3. Currency Control Department procedure (To be revised);
 4. Know-Your-Customer procedures (To be revised);
 5. Sanctions screening procedures (To be revised);
 6. Transaction Monitoring and Reporting Procedures (To be revised);
 7. Procedure on Signature Authority (To be revised);
 8. Credit Procedure (To be revised);
 9. Planning department's procedure (To be revised);
 10. Interest-Bearing Deposit procedure (To be newly developed);
 11. Treasury procedure (To be revised);
 12. Procedure of Credit departments on Investments in Corporate Bonds (To be newly developed).
3. To entrust the Planning Department to take necessary actions to submit the duly approved internal rules to the Central Bank.

Bank Ichki qoidalarni ko'rib chiqish qo'mitasining 2025-yil 21-apreldagi IAR/PLD/HO/25/3-sonli qaroriga binoan, unda qayd etilgan ichki qoidalar Bank boshqaruv organlari tomonidan tasdiqlash taklif etilgan. Yuqorida zikr etilgan qarorga asoslanib, Bank Boshqaruvi

QAROR QILADI:

1. Quyidagi ichki qoidalar ma'qullansin va Kuzatuv kengashiga tasdiqlash uchun kiritilsin:
 1. Budjetlashtirish va xarid siyosati (Yangidan ishlab chiqilmoqda);

2. Narx siyosati (Yangidan ishlab chiqilmoqda)*;
3. Likvidlikni boshqarish siyosati (Qayta tasdiqlanmoqda);
4. Investitsiya siyosati (Qayta ko'rib chiqilmoqda);
5. Tavakkalchiliklarni boshqarish siyosati (Qayta ko'rib chiqilmoqda);
6. Depozit siyosati (Qayta ko'rib chiqilmoqda);
7. Korporativ boshqaruv siyosati (Qayta ko'rib chiqilmoqda).

*FTP (Resurslarning transfert narxini hisoblash) metodologiyasi Bank uchun yangi amaliyot ekanligini hisboga olib, ushbu metodologiyani 2026-yilning so'ngiga qadar chuqur o'rgangan holda ishlab chiqish va 2027-yildan uni amalda qo'llash taklif etiladi.

2. Quyidagi ichki qoidalar tasdiqlansin:

1. Xodimlar bilan ishlash boshqarmasi ish tartibi (Qayta ko'rib chiqilmoqda);
 2. Ta'lim uchun to'lovni amalga oshirish tartibi (Qayta ko'rib chiqilmoqda);
 3. Valyuta nazorati boshqarmasi ish tartibi (Qayta ko'rib chiqilmoqda);
 4. O'z mijozingni biling tartibi (Qayta ko'rib chiqilmoqda);
 5. Sanksiyalarni tekshirish tartibi (Qayta ko'rib chiqilmoqda);
 6. Tranzaksiyalarni monitoring qilish va hisobot berish tartibi (Qayta ko'rib chiqilmoqda);
 7. Imzolash vakolati to'g'risidagi tartib (Qayta ko'rib chiqilmoqda);
 8. Kredit ajratish tartibi (Qayta ko'rib chiqilmoqda);
 9. Rejalashtirish boshqarmasi tartibi (Qayta ko'rib chiqilmoqda);
 10. Foizli deposit to'g'risidagi tartib (Yangidan ishlab chiqilmoqda);
 11. G'aznachilik amaliyotlari tartibi (Qayta ko'rib chiqilmoqda);
 12. Kredit boshqarmalarining korporativ obligatsiyalarga sarmoya kiritish bo'yicha tartibi (Yangidan ishlab chiqilmoqda).
3. Rejalashtirish boshqarmasi zimmasiga, mazkur ichki qoidalar o'rnatilgan tartibda tasdiqlangach, ularni Markaziy bankka taqdim etish choralarini ko'rish vazifasi yuklatilsin.

"KDB Bank O'zbekiston" AJ
Kuzatuv kengashining 2025-yildagi 5-sonli majlisi Bayonnomasidan
KO'CHIRMA

Majlis o'tkazilgan joy:

"KDB Bank O'zbekiston" AJ Bosh ofisi
Toshkent shahri, Buxoro ko'chasi, 3-uy,

Majlis o'tkazilgan sana:

2025-yil 31-oktabr

Bayonnoma tuzilgan sana:

2025-yil 31-oktabr

Majlis o'tkazish shakli:

Sirtidan ovoz berish yo'li bilan

Bank Kuzatuv kengashi a'zolari:

J-b Seo In Won - Global biznes departamenti Bosh menejeri, Koreya Taraqqiyot Banki;

J-b Lee Yeon Sung - mustaqil a'zo;

J-b Park Hyung Kyoo - mustaqil a'zo;

J-b Lee Dong Won - Toshkent shahridagi Inxa universiteti professori (mustaqil a'zo);

J-b Mirzaraimov Oqiljon - "O'zbekiston Respublikasi Tashqi iqtisodiy faoliyat milliy banki" AJ G'aznachilik departamenti direktori.

Majlisda raislik qiluvchi: **J-b Seo In Won**

Bayonnoma yurituvchi: **J-b Rasulov Sanjar**, Yuridik boshqarma bosh yuriskonsulti, "KDB Bank O'zbekiston" AJ.

Kvorum – 100%.

Bank Kengashi majlisining kun tartibi:

8-masala: "KDB Bank O'zbekiston" AJ ichki qoidalarini tasdiqlash

Kun tartibining ushbu masalasi bo'yicha Kuzatuv kengashining barcha a'zolari "Yoqlayman" deb ovoz berishdi.

Ovoz berish natijalariga ko'ra Kuzatuv kengashi bir ovozdan qaror qiladi:

- Bankning ichki qoidalari, shu jumladan Narx Siyosati*, Budjetlashtirish va xarid Siyosati, Likvidlikni boshqarish Siyosati, investitsiya Siyosati, Tavakkalchiliklarni boshqarish Siyosati, Depozit Siyosati, Korporativ boshqaruv Siyosati tasdiqlansin.

*Bank Boshqaruvidan 2026-yilning so'ngiga qadar FTP (Resurslarning transfert narxini hisoblash) metodologiyasini ishlab chiqish va 2027-yildan uni amalda qo'llash talab e'tiladi

Imzolar:

J-b Seo In Won

J-b Rasulov Sanjar

Rasulov Sanjar

Ko'chirma asliga to'g'ri tuzilgan



Ko'chirma tuzilgan sana: 2025-yil 6-noyabr