

**APPROVED by
the Supervisory Board
of JSCB “Kapitalbank”
on January 30, 2020 (the Minutes No. 5)**

Chairperson of the Supervisory Board
Signature / /
M.A. Abdusamadov

Regulation of the Staff of the Board of JSCB “Kapitalbank”

Tashkent- 2020.

CHAPTER 1. GENERAL PROVISIONS

1. This Regulation on the Staff of the Board of Kapitalbank Joint-stock Commercial Bank (hereinafter referred to as the “Regulation”) has been developed in accordance with the Law of the Republic of Uzbekistan “On banks and bank activities”, dd. 25 April 1996 No.216-1 (new edition), Law “On joint-stock companies and protection of shareholders' rights” dd. 26 April 1996, No. 223-1 (new edition) and other legislative acts of the Republic of Uzbekistan (hereinafter referred to as the “Law”), including regulations of the Central Bank of the Republic of Uzbekistan (hereinafter referred to as the “Central Bank”), as well as the Charter of JSCB “Kapitalbank” (hereinafter referred to as the “Bank”).

2. The Staff of the Board of Kapitalbank Joint-stock Commercial Bank (hereinafter referred to as the “Staff of the Board”) in its activity is guided by the Constitution of the Republic of Uzbekistan, laws of the Republic of Uzbekistan “On banks and bank activity” (new edition), “On joint-stock companies and protection of shareholders' rights” (new edition) and other laws, Decrees of the chambers of Oliy Majlis of the Republic of Uzbekistan, Decrees, Resolutions and Orders of the President of the Republic of Uzbekistan, Decrees of Cabinet of Ministers of the Republic of Uzbekistan, regulations and orders of the Central Bank of the Republic of Uzbekistan and other legislative acts of the Republic of Uzbekistan, the Bank's Charter and other local acts, as well as this Regulation.

3. The Staff of the Board provides organizational, technical, informational, analytical and protocol support for operation of: **the Bank's Management Board, Credit Committees, Finance Committee, Tender Commission, Evaluation, Development and Remuneration Committee of the Bank's Management Board (hereinafter referred to as the collegial bodies)**, arranges meetings of collegial bodies, develops road maps, schedules, action programs, and practical measures aimed at implementing priority tasks, instructions of the Chairperson of the Bank's Management Board and the head of the Staff under the Bank's Supervisory Board.

4. The Staff carries out its activity under the supervision of the Head of the Staff.

5. In performing the assigned tasks, the Staff interacts with **the Bank's Management Board, departments and individual offices, and branches and other isolated and structural divisions of the Bank** (hereinafter referred to as the “Structural division”).

6. Official name of the Staff:

in the state language - “Kapitalbank” АТБ Бошқарув Аппарати;

in Russian language - Аппарат Правления АКБ «Капиталбанк»;

in English language – Staff of the Board of JSCB “Kapitalbank”

CHAPTER 2. MAIN TASKS AND FUNCTIONS OF THE STAFF

7. **The main tasks of the Staff are as follows:**

a) organization of meetings of collegial bodies, timely approval and signing of the Minutes, as well as performance of decisions of collegial bodies

b) development of methodological documents that are within the competence of the Staff;

c) prompt dissemination of information about the activities of the Bank's management bodies;

d) coordination of work on development of proposals on the most important priorities which ensure the Bank's activities;

e) organization of a system analysis of implementation of programs, action plans (“road maps”) involving the heads of structural divisions of the Bank, as well as experts;

f) setting-up of a system for monitoring of implementation of programs and action plans, as well as roadmaps and strategic development plans of the Bank;

g) ensuring systematic and effective control over performance of decisions of collegial bodies (protocols), as well as instructions from the Chairperson of the Bank's Management Board and the Staff under the Bank's Supervisory Board, practical action plans under the road maps);

h) preparation of proposals to increase the personal role and responsibility of the heads of the Bank's structural divisions for effective and efficient performance of their tasks and functions;

i) implementation of measures to strengthen independence of structural divisions in the effective and high-quality implementation of the Bank's policy, including in the matters of financial resources management, through introduction of a clear system of coordination and control over the activities;

j) ensuring high-quality and timely implementation of the targets specified in the Main criteria

for evaluation of performance and achievement of targets by structural divisions (hereinafter referred to as the “Main criteria”), improvement of quality and effectiveness of implementation of the Bank's strategic short-, medium- and long-term development plans;

k) ensuring a high level of performance discipline, taking measures to stop the practice of numerous meetings, excessive correspondence and ineffective business trips;

l) ensuring professional development of managers and specialists of structural divisions of the Staff;

m) the Staff performs the tasks assigned to it through its structural divisions.

8. In order to carry out the assigned tasks the Staff performs the following functions:

a) Develops and implements specific measures for performance of the tasks assigned to the Staff;

b) Summarizes and prepares relevant analytical, reference, statistical materials and proposals on behalf of the Chairperson of the Bank's Management Board;

c) Provides organizational and technical, information and analytical and protocol support for activities of the collegial bodies;

d) Arranges systematic monitoring of performance of decisions of collegial bodies and instructions of the Chairperson of the Bank's Management Board and the Staff of the Bank's Supervisory Board by structural divisions;

e) Ensures that local structural divisions meet the requirements of the collegial bodies' regulations;

f) Develops and submits proposals and concrete (proactive) measures to the Chairperson of the Bank's Management Board to address challenging issue and implement long-term goals of dynamic development of the Bank;

g) Implements measures to improve the level of performance discipline, stop the practice of numerous meetings, excessive correspondence and ineffective business trips;

h) On the basis of modern information and communication technologies, forms and maintains appropriate systematized databases;

i) Ensures holding of meetings of the collegial bodies, meetings and other events held with the participation of the Chairperson of the Bank's Management Board, and monitors performance of the decisions made;

j) Arranges the work of commissions and committees and other collegial bodies of the Bank, coordinates and monitors performance of their decisions;

k) prepares and ensures implementation of the program for development and introduction of local documents of the Bank, as well as participates in their discussion and adoption at the meetings of the Bank's collegial bodies;

l) Ensures secrecy and protection of information constituting banking and commercial secrets, and other information protected by law;

m) The Staff also performs other functions in accordance with the legislation and local documents of the Bank.

CHAPTER 3. RIGHTS AND RESPONSIBILITIES OF THE STAFF

9. In order to perform the assigned tasks and functions, the Staff shall have the following rights:

a) in accordance with the established procedure, to request and obtain from the structural divisions the materials and information required for analysis and elaboration of issues considered at meetings of the collegial bodies, as well as preparation of draft minutes;

b) to involve, if necessary, in accordance with the established procedure, the heads of structural divisions and experts for elaboration of the issues considered at the meetings of the collegial bodies, preparation of information and analytical materials, as well as draft decisions, and form temporary expert groups for these purposes;

c) to demand from the structural divisions to finalize their submitted drafts of the Bank's local documents;

d) to return if necessary, documents submitted in violation of requirements of the legislation of the Republic of Uzbekistan, the Bank's Charter, regulations of the Bank's Management Board, orders and instructions of the Chairperson of the Bank's Management Board;

e) to hold meetings with participation of the heads of structural divisions;

f) to give instructions to the heads of structural divisions in the established order, on issues

requiring prompt solutions and related to implementation of tasks and functions assigned to the Staff;
g) to monitor implementation of decisions made by the collegial bodies, by the Bank's structural divisions, as well as instructions of the Bank's Chairperson of the Bank's Management Board and the Staff of the Bank's Supervisory Board;

h) the Staff may also have other rights in accordance with the legislation and local documents of the Bank.

10. The Staff is responsible for:

- a) High-quality and timely performance of the tasks and functions assigned to it;
- b) Comprehensive and timely preparation of proposals and draft minutes of the collegial bodies and instructions of the Chairperson of the Bank's Management Board;
- c) Ensuring control over timely and quality performance of the decisions (minutes) of the collegial bodies, instructions of the Chairperson of the Bank's Management Board and the Staff of the Bank's Supervisory Board by the Bank's structural divisions;
- d) Ensuring Executive discipline for effective and efficient performance of decisions of the collegial bodies and instructions of the Chairperson of the Bank's Management Board and the Staff of the Supervisory Board of the Bank, as well as strengthening of the executive discipline.

CHAPTER 4. THE STRUCTURE OF THE STAFF

11. The structure of the Staff includes:

- a) The Head of the Staff;
- b) Advisers and consultants of the Chairperson of the Bank's Management Board;
- c) Protocol Directorate;
- d) Records Management Department;

The structure and maximum number of employees shall be approved in accordance with the Attachment.

12. Regulations on structural divisions and functional responsibilities of their employees are approved by the Chairperson of the Management Board according to the proposal of the Head of the Staff.

CHAPTER 5. ORGANIZATION OF THE STAFF ACTIVITIES

§ 1. General matters of organization of the Staff activities

13. The Staff activities are organized in accordance with this Regulation, instructions and orders of the Chairperson of the Bank's Management Board and on the basis of the work plans of the Bank's Management Board, individual work plans of the Head and employees.

14. Advisers, consultants of the Chairperson of the Bank's Management Board (hereinafter referred to as the "Advisers") ensure thorough elaboration, examination and preparation of proposals to the Management Board, the Chairperson of the Bank's Management Board on relevant fields and issues related to their competence, and bear personal responsibility for performance of the assigned tasks.

The main activities, tasks and functional responsibilities of the advisers and consultants of the Chairperson of the Bank's Management Board are defined by the job descriptions.

15. The Head of the Staff:

- a) Arranges the Staff activities and is responsible for performing the tasks and functions assigned to the Staff;
- b) closely cooperates with the Chairperson, members of the Management Board, and advisers on the matters of organization of expertise and quality preparation of draft minutes;
- c) reports to the Chairperson of the Bank's Management Board: drafts of local documents and other issues - for submission in accordance with the established procedure for approval by the Supervisory Board or the Chairperson of the Bank's Management Board;
- d) provides control over observance of the Bank of the established requirements of regulations of the Bank's Management Board, orders, decrees, instructions of the Chairperson of the Board and the Staff under the Bank's Supervisory Board, and other local documents by structural divisions;
- e) implements measures to strengthen executive discipline and control implementation by structural divisions of decisions of the Bank's Management Board, minutes of the Bank's collegial bodies, instructions/orders of the Chairperson of the Bank's Management Board and the Staff of the Bank's Supervisory Board, and plans of practical measures ("road maps");
- f) approves draft instructions (resolutions) prepared on behalf of the Chairperson of the Bank's

Management Board on organization of performance of decisions and instructions of the Chairperson of the Bank and minutes of the Bank's collegial bodies;

g) manages the activities of directly subordinate structural divisions of the Staff, coordinates operation of the Secretariat;

h) together with the advisers, selects personnel for specialist positions in the relevant structural divisions of the Staff;

i) in accordance with the established procedure, make decisions on retraining, professional development, promotion and application of disciplinary measures to specialists of structural divisions of the Staff.

j) The Head of the Staff exercises other powers in accordance with acts of the Government.

16. Employees of the Staff for the matters of strengthening performance discipline:

a) ensure preparation and implementation of the Staff plans;

b) ensure development and approval of report schedules for managers and specialists of structural divisions;

c) ensure organization and holding seminars on strengthening performance discipline;

d) take measures for compliance with requirements of performance discipline in structural divisions;

e) take measures to ensure that the staff complies with the requirements of the collegial bodies' regulations;

f) develop and submit proposals and implement measures to strengthen performance discipline in the Staff;

g) ensure preparation of analytical materials;

h) in accordance with the work plan of the collegial bodies, organize targeted examinations of the state of performance discipline in structural divisions;

i) provide preparation of materials on the state of performance discipline in structural divisions;

j) the Staff employee for the matters of strengthening performance discipline exercises other powers in accordance with the job description as well.

§ 2. Records management

17. Correspondence received by the Staff, is registered in the records management Department.

18. Recording and processing of correspondence received by the Staff are carried out according to the diagram in Attachment 2 to this Regulation.

19. The Staff keeps minutes of meetings of the Bank's collegial bodies and organizes their storage.

20. Issues submitted to the Bank's Management Board for consideration, are reported as required to the Chairperson of the Bank's Management Board by the Head of the Staff and by advisers.

§ 3. Preparation of meetings of the Bank's collegial bodies.

21. Ensuring the work of the Bank's Management Board.

Employees organize and control performance of procedures and events during the Bank's Board meetings.

In order to ensure the work of the Bank's Management Board, employees of the Staff perform the following tasks:

a) providing assistance to the members of the Bank's Management Board in performance of their functions, including providing information and documents of the Bank requested by them, organizing meetings and receptions with representatives of business partners;

b) Preparation of the work plan of the Bank's Management Board for the period of its term of powers and its submission for approval by the Bank's Management Board, monitoring of its implementation;

c) Approval (by exchanging information via email, personal account in the Telegram messenger) of the draft agenda, date and form of the meeting of the Bank's Management Board;

d) Timely notification of members of the Bank's Management Board and invited persons about upcoming meetings of the Bank's Management Board;

e) Preparation and distribution of materials on the agenda of meetings to the members of the Bank's Management Board;

f) Receiving on behalf of Chairperson of the Bank in the structural units of the Bank and giving to all members of the Management Board of the Bank the necessary documents and information on the

Bank's activities;

g) Recording and informing the members of the Management Board participating in the meeting, of the written opinions on the matters of the agenda received from the Board of the Bank, who for some reason or another are unable to participate in the meeting of the Board;

h) Preparation and submission to the Chairperson of the Bank's Management Board of proposals for improving the documents (regulations) governing meetings of the Bank's Management Board;

i) Control over performance of decisions of the Bank's Management Board, as well as preparation of reports on performance of decisions;

j) Keeping minutes of meetings of the Bank's Management Board and organization of their storage;

k) Organization of compliance with the procedure for making decisions on transactions, approval of which is within the competence of the Bank's Management Board;

l) Preparing extracts from decisions of the Bank's Management Board and submitting them for performance to the Bank's structural divisions.

§ 4. Ensuring the work of committees and commissions under the Bank's Management Board.

21. The staff members organize and control procedures and events related to meetings of committees and commissions under the Bank's Management Board.

In order to ensure the work of committees and commissions under the Bank's Management Board, the following activities are carried out:

a) Organization of preparation of the work plan of each of the committees and commissions under the Bank's Management Board for the period of their powers, control of its implementation;

b) Control over timely notification of members of committees and commissions under the Bank's Management Board and invited persons about upcoming meetings of committees and commissions under the Bank's Management Board, as well as preparation and timely distribution of materials on the matters of the agenda of committees and commissions meetings;

c) Participation in meetings of committees and commissions under the Bank's Management Board;

d) Development, revision and constant updating of the Bank's organizational structure in accordance with changes in legislation and on other grounds - local acts of the Bank, which in details define the procedure for the work, preparation and holding of meetings of committees and commissions under the Bank's Management Board;

e) Preparation of documents for meetings of committees and commissions under the Bank's Management Board, keeping minutes;

f) Control over performance of decisions of committees and commissions under the Bank's Management Board, as well as preparation of reports on performance of the decisions;

g) Keeping minutes of meetings of committees and commissions under the Bank's Management Board and organization of their storage;

h) Preparation of extracts from the decisions of committees and commissions of the Bank's Management Board and their submission for performance to the Bank's structural divisions. The procedure for training of specialists in order to form a reserve of personnel in the Staff is determined by the Head of the Staff.

22. In order to attract candidates for training in the Staff, structural divisions form a list of candidates from among the Bank's responsible employees assigned to the structural divisions of the Staff. The formed list of candidates is reported to and agreed by the Chairperson of the Bank's Management Board.

23. Training of specialists is carried out by performing the following activities:

a) Familiarization of specialists with the basics of work organization in the Staff;

b) Involvement of specialists in preparation of relevant draft documents, including information and analytical materials submitted to the Bank's Management Board for consideration;

c) Attracting specialists to work in the targeted studies of the activities of structural divisions, with going on business trips together with employees of the Staff.

24. Professional development of employees of the Staff is carried out by conducting thematic seminars, courses, round tables, organization of training and hearing reports from managers and employees of structural divisions.

§ 6. Responsibility of employees of the Staff

25. In performance of official duties, employees of the Staff shall unconditionally and strictly

comply with requirements of the rules of ethical behavior of the Bank's employees.

26. Employees of the Staff shall:

- a) organize their activities on the basis of critical analysis, strict discipline and personal responsibility;
- b) perform their functional duties in good faith and at a high professional level;
- c) unconditionally observe performance discipline, ensure comprehensive and high-quality expertise of draft legal acts;
- d) show a high level of culture in records management and paperwork;
- e) constantly improve the professional level and business qualities.

27. The proposal to apply disciplinary measures against employees of the Staff is submitted on the basis of the results of internal investigation, including:

- a) requesting a written explanation from the employee against whom the proposal to apply disciplinary measures has been made;
- b) analysis of the reasons for failure to ensure timely performance, low level of organization of performance and control over performance of functions.

28. Disciplinary measures are applied in accordance with the procedure and terms established by the Labor code of the Republic of Uzbekistan.

CHAPTER 6. FINAL PROVISION

29. Reorganization and liquidation of the Staff shall be carried out in accordance with the procedure established by legislation and local acts.

Developed by:

Assistant to the Chairperson of the Management Board Signature / / Azimov M.A.

Agreed with:

Chairperson of the Management Board Signature / / Mirzayev A.A.

Deputy Chairperson of the Management Board Signature / / Gluschenko A.P.

Deputy Chairperson of the Management Board Signature / / Rahmatov B.S.

Deputy Chairperson of the Management Board Signature / / Gimadiyev S.A.

Deputy Chairperson of the Management Board Signature / / Tyan K.V.

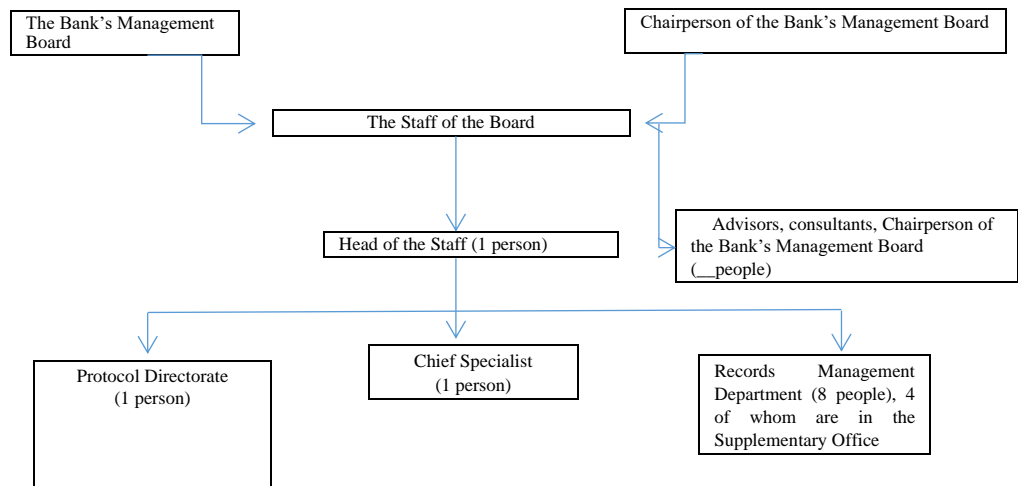
Chief Accountant Signature / / Allayorova D.N.

Director of Legal services Signature / / Pachurin V.V.

Director of the Risk Management Department Signature / / Kan T.V.

Acting Director of the Internal Audit Department Signature / / Kariyev A.S.

**Structure
of the Staff of the Board of
JSCB “KAPITALBANK”**



**Diagram for recording and processing of correspondence,
received by the Bank's Board**

Stages	Performers	Actions	Due dates
Stage 1	Records Management Department	1. Review and registration of the incoming correspondence. 2. Entering into electronic document flow.	On the Incoming Date
Stage 2	Records Management Department	Sending the correspondence to the Head of the Staff.	On the Incoming Date
Stage 3	The Head of the Staff	1. Review of the correspondence. 2. Preparation of a resolution with definition of due dates. 3. If the document is received with violations, it is returned to the addressee. 4. Reporting to the management and submission of documents for processing.	On the due date
Stage 4	The Head of the Staff	Sending to the relevant structural divisions of the Bank for further performance.	Within 1 hour
Stage 5	Responsible structural divisions of the Bank	1. Study of the issue, definition of specific measures (actions), discussion with involvement of representatives of stakeholders of the Bank. 2. Organization of the instruction performance. 3. Taking measures of personal responsibility for timely execution.	On the due date
Stage 6	Responsible structural divisions of the Bank	Preparation of information (report) to the management on the results of performance of the instruction (if necessary, with a draft reply to the addressee).	On the due date
Stage 7	Records Management Department	Systematic analysis of performance of controlling instructions and informing the Chairperson of the Bank's Management Board.	Daily, monthly, quarterly
Stage 8	Head of the Staff	1. Discontinue supervision. 2. Formation of documents according to the file register	On the due date