

CHAPTER 1 GENERAL PROVISIONS

1.1. This Charter (hereinafter referred to as the “Charter”) is the constituent document of Alif Bank Open Joint-Stock Company (hereinafter referred to as the “Bank”).

1.2. The Bank, in accordance with the Civil Code of the Republic of Tajikistan, the Law of the Republic of Tajikistan “On Joint-Stock Companies” (hereinafter referred to as the “Law on Joint-Stock Companies”), the Law of the Republic of Tajikistan “On banking activities” and other legislative acts of the Republic of Tajikistan, was created as a result of the transformation of “Alif-Capital” Limited Liability Company microcredit deposit organization into “Alif-Capital” Open Joint-Stock Company microcredit deposit organization, and the subsequent transformation of “Alif-Capital” Open Joint-Stock Company microcredit deposit organization into the Bank.

1.3. Full company name of the Bank in:

- Tajik: Ҷамъияти саҳомии кушодаи “Алиф Бонк”;
- English: Alif Bank Open Joint Stock Company; and
- Russian: Открытое акционерное общество «Алиф Банк».

1.4. Abbreviated name of the Bank in:

- Tajik: ҶСК “Алиф Бонк”;
- English: Alif Bank OJSC; and
- Russian: ОАО «Алиф Банк».

1.5. The legal address of the Bank is: 9 Bahovuddinov street, Dushanbe city, Tajikistan 734019.

CHAPTER 2 LEGAL STATUS OF THE BANK

2.1. The Bank from the moment of its registration in accordance with the legislation is recognized as the legal entity, separate entity of legal relations.

2.2. The Bank operates in accordance with laws in force and this Charter.

2.3. The Bank has separate property, recorded on its independent balance sheet, has the right to acquire and exercise property and personal non-property rights, bear obligations, be a plaintiff and defendant in the court.

2.4. The bank must have the seal containing its full company name in Tajik. The Bank is entitled to have stamps and letterheads with its company name, as well as a trademark and other means of visual identification registered in accordance with the law.

2.5. Bank has civil rights and obligations necessary to carry out actions not prohibited by law and in accordance with the lines of activity specified in Chapter 3 of this Charter.

2.6. The Bank is liable for its obligations with all property belonging to it. The Bank is not liable for the obligations of its shareholders, and the shareholders of the Company are not liable for obligations

of the Bank, and bear the risk of damage in connection with Bank’s actions in the amount of their shares value.

CHAPTER 3

PURPOSE AND DIRECTION OF THE BANK’S ACTIVITY

3.1. The main objective of the Bank is to carry out entrepreneurial activities for receiving of profit.

3.2. The main direction of the Bank's business activities is implementation of banking activities in accordance with the Law of the Republic of Tajikistan “On banking activities”.

3.3. The Bank begins its activity only after obtaining the license from the National Bank of Tajikistan. The Bank, within the framework of norms established by the National Bank of Tajikistan according to the current legislation, may carry out following banking transactions with national and foreign currency:

- attracting deposits, savings, obtaining loans;
- disbursement of loans (secured and not secured), including:
 - consumer, mortgage and interbank loans;
 - factoring;
 - forfaiting;
- opening and maintaining bank accounts;
- purchase and sale of the following funds for itself and customers:
 - money market instruments (including checks, bills, letters of guarantee and certificates of deposit);
 - foreign currency;
 - shares and other transferred securities;
 - forward contracts, swap, futures, options agreements and other derivatives related to currencies, stocks, bonds, precious metals and stones or exchange rates and interest rates;
- providing guarantees, accounting for contingent liabilities, including guarantees and letters of credit for itself and customers;
- settlements and transfers of funds, including transfer of electronic funds, issuance and service of payment methods, with the exception of postal transfers;
- intermediation in the money market;
- safe operations, storage of valuables (money, securities, metals, valuables, etc.) and their management;
- provision of trust services (management of cash resources, securities and other in favour of and on behalf of the principal);
- cash operations: receiving, counting, changing, exchanging, packing and storing banknotes and coins;
- collection and transfer of banknotes, coins and valuables;
- provision of payment services;
- any other operations arising from operations specified in this chapter and provided for by regulatory legal acts of the National Bank of Tajikistan.

3.4. Bank, except for banking transactions provided for in clause 3.3. of this Charter, is entitled to carry out following transactions:

- issuance of a guarantee providing for the performance of monetary obligation to the third party;
- financial rent (leasing);
- transactions with precious metals and precious stones in accordance with the law;
- the provision of services as a financial agent;
- provision of services as an adviser or financial consultant;
- financial and credit information services.

3.5. In order to carry out its banking activities, the Bank is entitled to conclude any transactions, the conclusion of which for banks is not limited by applicable law;

3.6. The Bank is prohibited from engaging in production, trading activities and directly in insurance activities.

CHAPTER 4 AUTHORIZED SHARE CAPITAL OF THE BANK

4.1. The authorized share capital of the Bank determines the minimum property size guaranteeing interests of creditors. The Bank's authorized share capital is equal to 110 597 000 (one hundred ten million five hundred ninety-seven thousand) TJS, which is distributed over 110 597 (one hundred ten thousand five hundred ninety-seven) ordinary registered uncertified shares (hereinafter referred to as “ordinary shares”) with a par value of each ordinary share equal to 1,000 (one thousand) TJS. The authorized share capital of the Bank is formed by the nominal value of ordinary shares acquired by its shareholders.

4.2. The authorized share capital of the Bank may be increased by increasing the nominal value of ordinary shares or by placing additional shares. The decision to increase the authorized share capital of the Bank is made by the General meeting of shareholders of the Bank (hereinafter referred to as the “General meeting of shareholders”) in accordance with the current legislation of the Republic of Tajikistan and this Charter.

4.3. The authorized share capital of the Bank may be increased by issuing additional shares at the expense of the property of the Bank. Increase in the authorized share capital of the Bank by increasing the nominal value of shares is carried out only at the expense of the Bank's property.

4.4. The Bank has the right, and in cases provided for by law, is obliged to reduce its authorized share capital. The authorized share capital of the Bank may be reduced by reducing the par value of shares or by reducing their total number. The decision to reduce the Bank’s authorized share capital is taken by the General meeting of shareholders in accordance with the current legislation of the Republic of Tajikistan and this Charter.

CHAPTER 5 ISSUED SECURITIES OF THE BANK, RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

5.1. All shares of the Bank are ordinary registered shares. The nominal value of each ordinary share issued in non-documentary form is equal to 1 000 (one thousand) TJS. The total number of issued ordinary shares is 110 597 (one hundred ten thousand five hundred ninety-seven) shares.

5.2. The total number of ordinary declared shares in the frame of which the Bank is entitled to issue additional ordinary shares is 200,000 (two hundred thousand) shares.

5.3. The Bank is entitled, in accordance with the procedure established by applicable law and this Charter, to issue and place preferred shares and bonds. When issuing preferred shares, the General meeting of shareholders should make relevant amendments to this Charter.

5.4. An ordinary share gives each shareholder, owning it, the same measure of rights. Shareholders of the Bank have the right to:

- participate in the General meeting of shareholders with the right to vote in resolving all issues put to a vote;
- receive information on activities of the Bank in the manner prescribed by law and this Charter, and to familiarize themselves with the accounting and other documents of the Bank;
- protect their rights in court, apply to the court in defense of their interests, the interests of shareholders and the Bank in transactions in which there is an interest of persons specified in the legislation;
- participate in the distribution of the Bank's profit (receive dividends);
- dispose of their shares;
- receive part of the Bank's property remaining after its liquidation in the manner prescribed by law;
- exercise other rights provided for by law and this Charter.

5.5. Bank shareholders are obliged to:

- comply with the requirements of this Charter;
- not disclose confidential information about the activities of the Bank;
- fulfill obligations undertaken with respect to the Bank and other shareholders;
- fulfill other obligations assigned to them by law and this Charter.

CHAPTER 6 GENERAL MEETING OF SHAREHOLDERS

6.1. Shareholders create the General meeting of shareholders, which is the supreme governing body of the Bank. In the event that all ordinary shares are owned by one shareholder, decisions on matters within the competence of the General meeting of shareholders are taken by that shareholder and executed in writing. At the same time, the provisions of this chapter that determine the procedure and terms for the preparation, convening and holding of the General meeting of shareholders, do not apply, with the exception of provisions regarding the time frame of holding the annual General meeting of shareholders.

6.2. Shareholders have the right to exercise their rights through their representatives. Representatives may be permanent or appointed for a fixed term. Shareholders have the right to replace their representatives at any time. Representatives of shareholders must act within the powers

defined in the relevant power of attorney. The power of attorney must be issued in accordance with the requirements of the law.

6.3. Following issues are the exclusive competence of the General meeting of shareholders:

- amendments and additions to this Charter of the Bank;
- voluntary reorganization of the Bank;
- liquidation of the Bank, appointment of a liquidation commission and approval of interim and final liquidation balance sheets;
- determination of the quantitative composition of the Supervisory board of the Bank, election of its members and early termination of their powers;
- determination of the quantity, face value, type (kind) of authorized shares, bonds and rights provided by these shares and bonds;
- increase in the authorized share capital of the Bank by increasing the nominal value of shares or by placing additional shares;
- reducing the Bank’s charter capital by reducing the par value of shares, by acquiring a portion of shares by the Bank in order to reduce their total number, and also by redemption of acquired or redeemed shares by the Bank;
- approval of the Bank's auditor and the amount of his remuneration, election of an auditor;
- approval of annual reports, financial statements, including profit and loss statements of the Bank, as well as distribution of profits, including payment (announcement) of dividends, and approval of losses of the Bank based on the results of the financial year;
- approval of rules and regulations of the General meeting of shareholders;
- taking decisions on the approval of major transactions and, in the cases provided for by this Charter, transactions in which there is an interest of persons, specified in the legislation;
- making a decision on the acquisition by the Bank of outstanding shares in cases provided for by law;
- making a decision on the Bank’s participation in the creation or activities of other legal entities by transferring assets in the amount of 25% or more of all assets belonging to the Bank;
- approval of documents regulating activities of the General meeting of shareholders, the Supervisory board and auditor of the Bank;
- payment of dividends;
- other issues referred in accordance with the legislation to the competence of the General meeting of shareholders.

Decisions on issues specified in paragraphs 1, 2, 3, 6, 7 and 14 are taken by the General meeting of shareholders by a three-fourths majority of votes of the shareholders participating in the General meeting of shareholders.

Decision to approve a major transaction, the subject of which is property, the value of which is from thirty (30) to fifty (50) percent of the book value of the Bank’s assets, is taken by the General meeting of shareholders by a two-thirds majority of votes of shareholders participating in the General meeting of shareholders. The decision to approve a major transaction, the subject of which is property which value is more than fifty (50%) percent of the book value of the Bank’s assets, is taken by the General meeting of shareholders by a three-fourths majority of the votes of the

shareholders participating in the General meeting of shareholders.

In cases provided for by law and this Charter, decision to approve transaction in performance of which there is an interest, is adopted by the General meeting of shareholders by majority vote of all shareholders not interested in such a transaction.

Other issues, with the exception of the issue of electing Supervisory board’s members, are adopted by a simple majority of votes of shareholders participating in the General meeting of shareholders, unless otherwise provided in the legislation or this Charter for such a decision. Members of the Supervisory board are elected by cumulative voting.

6.4. Major transactions are determined in accordance with the current legislation of the Republic of Tajikistan and the legal acts of the National Bank of Tajikistan and are carried out in the prescribed manner.

6.5. The annual General meeting of shareholders must be held in the period no later than six (6) months after the end of the financial year. The General meeting of shareholders of the Bank is convened and makes decisions in accordance with the rules provided for by the Law on Joint Stock Companies.

6.6. Information on conduction the General meeting of shareholders can be sent to shareholders by e-mail. In this case, shareholders shall be deemed duly notified of the General meeting of shareholders if they confirm by receipt of a notification of the holding of the General meeting of shareholders by reply email. Shareholders are required upon receipt by e-mail of a notice of the General meeting of shareholders, to immediately and urgently send a response email confirming their receipt of such a notice.

6.7. Decisions adopted by the General meeting of shareholders, as well as voting results, may be informed to shareholders in accordance with clause 6.6. of this Charter. In case of voting on issues on the agenda of the General meeting of shareholders, which is held in absentia, a voting ballot in electronic form can be sent to shareholders in the manner provided in clause 6.6. of this Charter.

CHAPTER 7 SUPERVISORY BOARD

7.1. The Supervisory board, within the framework of its powers, performs general management of the Bank's activities, with the exception of resolving issues within the competence of the General meeting of shareholders. The Supervisory board is responsible for determining the main activities of the Bank and monitoring its implementation, and performs control over its management.

7.2. The competence of the Supervisory board includes following issues:

7.2.1. Competence in the field of banking supervision:

- determination and approval of the development strategy and priority areas of the Bank's activity (strategic plan of the Bank) and its approval with the proposal of the Chairman of the Bank, annual financial and economic plan (business plan) of the Bank and control of its

- implementation, budget and control over its implementation through recommendations for approval in General meeting of shareholders;
- appointing and dismissing the Chairman of the Bank and resolving issues related to his salary, remuneration and disciplinary measures;
 - approving, appointing (election) and dismissing the Bank's management staff at the proposal of the Bank's Chairman, except for the head and chief accountant of the Bank's branch;
 - approval of the organizational structure and appointment of the head of the internal audit structure (chief auditor) of the Bank and the head of the risk management structure (head of the structural unit of risk management) of the Bank, determining the terms and salary of the chief auditor of the Bank and the head of the risk management structure (head of the structural unit of risk management) of the Bank;
 - reviewing the results of audits, internal and external inspections and making recommendations to the General Meeting of Shareholders regarding the Bank's financial condition;
 - approval of transactions/deals in which there are interests of persons defined by the legislation of the Republic of Tajikistan, approval of the list of persons affiliated with the Bank;
 - establishment of risk management standards, determination of risk acceptance and minimum acceptable internal standards;
 - control over measures to identify, measure, monitor and control risks carried out by the Bank and the Bank's responsible persons;
 - control over the maintenance of an effective internal control system, as well as control over the effectiveness of the internal control system, which is implemented by the Chairman of the Bank;
 - approval of the policy related to the monitoring of the Bank's operations, in order to eliminate operations that contradict the Bank's strategy, policies and procedures and (or) provide preferential conditions for related parties;
 - approval of the policy related to the monitoring of the Bank's operations with related parties, as well as control over loans, the amount of which is 5% of the Bank's charter capital;
 - control and evaluation of the activities of Chairman of the Bank;
 - approving all transactions concluded by the Bank, the amount of which exceeds 5,000,000 (five million) TJS;
 - establishment of internal policy and investment, internal control system, compliance and ethical standards.

7.2.2. Authority within the framework of convening, preparing and conducting the General meeting of shareholders:

- determining the procedure for conducting the General meeting of shareholders (general participation or absentee voting);
- determining the date, place, time of the start of the General meeting of shareholders, the start and end time of the census of shareholders, the electronic address through which the filled ballots will be sent;
- determining the date of compiling the list of persons who have the right to participate in the General meeting of shareholders;
- approval of the agenda of the General meeting of shareholders;
- determining the list and the procedure for presenting information (documents) to shareholders in preparation for holding the General meeting of shareholders;

- determining the form and text of the ballot for voting;
- determining the type (types) of preferential shares, whose owners have the right to vote according to the agenda of the General meeting of shareholders;
- convocation of the General meeting of shareholders;
- consideration of the accepted proposals of shareholders regarding the adding of the issue to the agenda of the meeting and candidates for elective positions in the Bank;
- inclusion of issues in the agenda of the General meeting of shareholders, regardless of the existence of issues included in the agenda by shareholders;
- convening the Extraordinary General Meeting with the request of the Bank's audit, as well as shareholders who hold at least 10 percent of the voting shares;
- consideration of accepted proposals related to convening of an Extraordinary General Meeting and making a decision within 5 (five) days on accepting or rejecting the convening;
- no later than 3 (three) days from the day of making a decision to call an Extraordinary General Meeting or reasonable refusal to call, to send such a decision to interested parties;
- making recommendations to the General Meeting of Shareholders regarding the amount of dividends and the procedure for their payment;
- submission of recommendations to the General Meeting of Shareholders regarding the amount of payment for services to the auditor of the Bank;
- preliminary approval of the annual report, annual accounting report, including the income and loss report (income and loss accounts) of the Bank, as well as the distribution of the Bank's income and loss according to the results of the financial year;
- providing shareholders with access to information available for the General Meeting of Shareholders;
- proposal to the general meeting of shareholders on the following issues:
 - on the reorganization of the Bank and its form, as well as other related issues;
 - on liquidation of the Bank, appointment of liquidation commission and approval of necessary documents;
 - on the purchase of shares placed by the Bank.

7.2.3. Authority within the scope of placement of securities, attraction and placement of funds, use of financial instruments in the securities market and in relations with the participants of the securities market and the foreign exchange market:

- placement of securities of the Bank, in cases established by the legislation of the Republic of Tajikistan;
- appropriation (acquisition) of the Bank's securities in cases established by the legislation of the Republic of Tajikistan;
- determining the price (monetary value) of the property, the price of placement and purchase of securities in the cases established by the legislation of the Republic of Tajikistan;
- in order to reduce the authorized capital through the purchase of purchased shares on the part of the Bank;
- making a decision on placement of bonds, with the exception of bonds convertible into shares;
- making a decision on the purchase of bonds placed by the Bank in the cases established by this Charter;
- determining the (monetary value) of the property, the cost of placement and purchase of issued securities;
- presenting to the shareholders a list of the property that pays the value of the securities and a

report on the valuation of this property, if the agenda of the General Meeting of Shareholders includes the issue of placing additional shares, the payment of which is made in non-monetary form;

- making a decision on the use of reserve funds and other funds of the Bank.

7.2.4. Authority within the scope of organization of own activity and control over the activity of the managing body and registrar:

- organization of permanent and temporary committees under the Board of Supervisors;
- making relevant decisions on the issue of transforming the Bank into an Islamic bank, as well as forming the necessary committees for the operation of the Islamic bank;
- developing criteria for evaluating the activities of the Board of Supervisors and its members;
- delegation of the right to sign the contract with the Chairman of the Bank on behalf of the Bank to members of the Supervisory Board;
- involving the Chairman of the Bank to responsibility in the cases established by this Charter, internal documents of the Bank and legislation;
- requesting oral or written reports from the Chairman of the Bank, other heads of the Bank's units, as well as any other documents and information necessary for the performance of the duties of the Supervisory Board;
- appointment of the corporate secretary of the Bank and early termination of its obligations.

7.2.5. Authority within the Bank's corporate governance:

- establishment of branches and opening of representative offices, liquidation of branches and representative offices, as well as making a decision on the Bank's participation in the establishment or activity of other legal entities through the transfer of assets in the amount of less than 25% of the value of the Bank's assets;
- determination of information about the Bank or its activities, which constitutes a trade secret or other secret protected by law, as well as the procedure for its disclosure by the Bank to third parties;
- approval of documents attributed to the competence of the Supervisory Board in accordance with the law and this Charter.

7.3. The Supervisory Board of the Bank controls the implementation of the Bank's policy by the Chairman of the Bank, as well as controls compliance risk management.

7.4. The Board of Supervisors reviews the results of monitoring and evaluation of the effectiveness of the Bank's Chairman in the implementation of the policy of compliance-risk management, recommendations for reducing compliance-risks.

7.5. Bank's Supervisory board consists of five (5) members. A member of the Supervisory board is elected at the General meeting of shareholders for a period of 4 years. A member of the Supervisory board may be re-elected for further periods with an equal term. The authority of the Supervisory Board and (or) individual authority of its members may be early terminated by the decision of the General meeting of shareholders. In case of early termination of the powers of the Supervisory Boards' members, the powers of other members of the Supervisory Board shall not be terminated.

7.6. A member of the Supervisory board is elected by cumulative vote. In a cumulative vote, the number of votes belonging to each shareholder is multiplied by the number of persons who should be elected to the Supervisory board, the shareholder has the right to completely transfer the votes

received in this regard in favor of one candidate, or to divide them between two or more candidates. Candidates with more votes are considered elected to the Supervisory board.

7.7. The Supervisory board may be elected from among the shareholders and invited specialists, experts with higher education, who are professionally competent and reliable persons. At least a quarter of the members of the Supervisory board must have more than three (3) years of experience in the banking sector.

7.8. Members of the Supervisory board cannot be:

- employees of any other credit institution;
- a member of the Supervisory Board or the owner of a predominant participation in another financial and credit organization;
- an employee, including an executive employee of a credit institution, its affiliated and subsidiary companies, with the exception of an employee of a dependent company of the Bank;
- civil servant;
- persons under the age of (30) thirty.

7.9. Not less than one-third of the total number of members of the Supervisory Board must be independent members of the Supervisory Board, the requirements for whom are included in the Regulation of the Supervisory Board.

7.10. The Chairman of the Supervisory Board is elected by the members of the Supervisory Board by a secret majority vote of the total number of members of the Supervisory Board of the Bank. The Chairman of the Supervisory Board manages the work of the Supervisory Board, convenes and chairs meetings of the Supervisory Board, and also presides over the General Meeting of Shareholders. In the absence of the Chairman of the Supervisory Board, his duties, by decision of the Supervisory Board, are performed by one of the members of the Supervisory Board.

7.11. Meetings of the Supervisory board are convened at least once every 3 (three) months. A meeting of the Supervisory board is convened at the initiative of the Chairman of the Supervisory board, at the request of Supervisory board's members, the Chairman of the Bank, inspector, auditor or shareholder owning more than two percent (2%) of the Bank's ordinary shares. The agenda of the meeting of the Supervisory board is compiled on the basis of proposals from members of the Supervisory board, the Chairman of the Bank, inspector, auditor or shareholder owning more than two percent (2%) of the Bank's ordinary shares. The Chairman of the Supervisory board is responsible for sending notice of the Supervisory board's meeting and preparing the agenda for the meeting.

Notification on conducting the meeting of the Supervisory board must be sent to all members of the Supervisory board in writing or electronically at least 5 (five) days before the date of the meeting. The notification shall indicate the date, place and time of the meeting, the agenda of the meeting and documents related to the agenda of the meeting must be attached to it. Notification on conducting the meeting of the Supervisory board may be sent to members of the Supervisory board by e-mail. In this case, members of the Supervisory board are deemed to be notified of the Supervisory board's meeting in the appropriate manner, if they confirm receipt of the notification by response email. Members of the Supervisory board are obliged, upon receipt by e-mail, of a notice about the meeting of the Supervisory board, immediately and without urgency send an e-mail confirmation of of such notification on their receipt.

7.12. The quorum for holding a meeting of the Supervisory Board consists of the presence of at least 3 (three) elected members of the Supervisory Board. Each member of the Supervisory board, during a vote to decide on issues under consideration, shall have one vote. A member of the Supervisory board has no right to transfer his right to vote to another person, including another member of the Supervisory board. Members of the Supervisory board are not entitled to abstain from voting. In the event of tie vote, the vote of the Chairman of the Supervisory board is decisive.

7.13. Decisions on following issues are made by the Supervisory Board with a three-quarters majority of the Supervisory Board members participating in the voting:

- election and re-election of the Chairman of the Supervisory Board, as well as early termination of his powers;
- to present issues of reorganization or liquidation of the Bank for consideration by the General Meeting of Shareholders;
- approving all transactions of the Bank, in the amount of more than 5,000,000 (five million) TJS.

7.14. Decisions of the Supervisory board are adopted by a majority vote of the members of the Supervisory board participating in the meeting, unless otherwise provided by law or this Charter. A meeting of the Supervisory board may be held without the actual participation of members in the same building, and using means of communication, providing real-time transmission and exchange of voice and image between all members participating in the meeting. In determining the quorum and voting results, the written opinion of a member of the Supervisory board who does not participate in the meeting of the Supervisory board but who has submitted his written opinion to the Supervisory board (including in electronic form) prior to the meeting is taken into account. The Supervisory board may also decide on absentee voting.

In cases stipulated by law, the decision to approve an interested-party transaction is made by the Supervisory board by a majority vote of the members of the Supervisory board who are not interested in the transaction. If the number of Supervisory board’s members who are not interested in the transaction is less than the quorum determined by this Charter for holding a meeting of the Supervisory board, the decision to approve the transaction must be taken by the General meeting of shareholders in the manner prescribed by law.

7.15. Minutes are kept at meetings of the Supervisory board. The minutes are drawn up within three (3) days after the meeting and within six (6) days from the day of holding the meeting is sent to all members of the Supervisory board in one of ways provided for in this Charter for sending notifications of Supervisory board’s meetings. If within ten (10) days from the receipt of minutes of meeting, no comments are submitted by members of the Supervisory board, such minutes shall be considered approved. The minutes shall indicate the time and place of the meeting, the persons who participated in the meeting, the agenda of the meeting, issues put to the vote, the result of the voting results and decisions made.

7.16. Consideration of issues within the competence of the Supervisory board does not fall within the competence of the Chairman of the Bank.

7.17. The procedure for the implementation of the activities of the Supervisory Board, including the procedure for holding meetings of the Supervisory Board, is regulated in more detail according to

the Regulation of the Supervisory Board, which is approved by the General Meeting of Shareholders.

CHAPTER 8 SINGLE EXECUTIVE BODY

8.1. Direct management of the current activities of the Bank is carried out by its sole executive body – Chairman of the Bank. Chairman of the Bank is appointed for a term of four (4) years by decision of the Supervisory board. Only a person who meets relevant requirements stipulated by law in relation to senior employees of a credit institution may be appointed to the position of Chairman of the Bank.

8.2. Chairman of the Bank is the legal and authorized representative of the Bank, is responsible for the current management and activities of the Bank within the framework of powers established by the General meeting of shareholders and the Supervisory board, including:

- manages all activities and management of the Bank, and implements decisions taken by the General meeting of shareholders and the Supervisory board;
- without power of attorney acts on behalf of the Bank, protects its interests, concludes transactions on behalf of the Bank;
- implements annual commercial and investment plans of the Bank;
- approves the internal organizational management structure of the Bank, as well as the provisions, instructions, procedure and other local acts necessary for the current management and activities of the Organization, and in accordance with this Charter, which are not within the competence of the General meeting of shareholders and the Supervisory board;
- hires and dismisses employees of the Bank (with the exception of deputy chairman of the Bank (if such a person is appointed to a position in the Bank) and the chief accountant of the Bank, who are appointed and dismissed with the approval of the Supervisory board), issues orders and gives instructions binding on all employees of the Bank;
- determines conditions and the size of salaries of the Bank's employees with the exception of the deputy chairman (in the case of appointing such a person to a position in the Bank) and the chief auditor of the Bank;
- bears full responsibility for the activities of the Bank; and
- makes decisions on all other issues that are not within the competence of the General meeting of shareholders and the Supervisory board.

8.3. Chairman of the Bank uses his powers only in the interests of the Bank. If the Chairman of the Bank has a financial interest or other interest in a transaction concluded by the Bank, in this case he must obtain the consent of the Supervisory board to conclude the transaction.

8.4. Chairman of the Bank is not entitled to use assets of the Bank in contradiction to decisions of the General meeting of shareholders and the Supervisory board.

CHAPTER 9 CONTROL OF FINANCIAL AND ECONOMIC ACTIVITY OF THE BANK

9.1. In order to control the financial and economic activities of the Bank, General meeting of shareholders elects an auditor of the Bank for a period until the next annual General meeting of shareholders. The Auditor of the Bank may not simultaneously be a member of the Supervisory board, Chairman or Chief Accountant of the Bank. Shares related to members of the Supervisory board or Chairman of the Bank may not participate in the election of the Bank's auditor.

9.2. By the decision of the General meeting of shareholders, the Bank's auditor may be paid remuneration and (or) reimbursed for expenses related to the performance of his duties during the performance of his duties. The amount of such remuneration and compensation is fixed by the decision of the General meeting of shareholders on the recommendation of the Supervisory board.

9.3. Inspection (audit) of the financial and economic activities of the Bank is carried out based on results of the Bank's activities for the year, as well as at any time at the initiative of the Bank's Auditor, at the decision of the General meeting of shareholders, the Supervisory board or at the initiative of a shareholder (shareholders), which owns at least ten (10 %) percents of ordinary shares of the Bank.

9.4. At the request of the Bank's Auditor, Chairman and other employees of the Bank are required to submit all information and documents related to the financial and economic activities of the Bank.

9.5. The auditor prepares the appropriate conclusion on the results of the financial and economic activity of the Bank.

CHAPTER 10 AUDIT COMMITTEE AND BANK INTERNAL AUDIT SERVICE

10.1. The Audit Committee of the Bank consists of two (2) people. Members of the Audit Committee and its Chairman are elected by the Supervisory board for a term of four (4) years. Chairman of the Supervisory board, Chairman of the Bank may not be a member of the Audit Committee.

10.2. The Audit Committee operates under the Supervisory board and has following powers and duties:

- to consider and recommend adoption of an annual audit plan, rules and control of accounting and risk management in the Bank;
- to issue a recommendation for the appointment of an external auditor of the Bank;
- to consider reports of the external auditor regarding the Bank's financial report and inform to the Supervisory board about any deficiencies identified before it approves the financial report;
- to require a report from the Bank's chief internal auditor;
- to monitor the compliance of the Bank's activities with current legislation and provide information to the Supervisory board;
- consider Bank's report, which is submitted to the National Bank of Tajikistan;
- represent a report on any issues put forward by the Supervisory board to the Audit Committee;
- consider the operations and transactions of the Bank on the basis of plans adopted by the Audit Committee in accordance with the request of the Supervisory board, request of the Bank's shareholders who own more than 10 percent of the voting shares;

-represent at least once a year a report to the General meeting of shareholders on its activities.

10.3. Decisions of the Audit Committee are taken by a majority votes of participating members. With an equal number of votes, the vote of the Chairman of the Audit Committee is decisive.

10.4. To verify the compliance of the Bank’s internal control system with the requirements of the law, the Supervisory board creates an internal audit service, which is managed by the chief internal auditor. Members of the internal audit service and the chief internal auditor are appointed by the Supervisory board. Only the person who meets the relevant requirements stipulated by law may be appointed to the position of the Bank's chief internal auditor. The purpose of the internal audit is to assess the conformity and effectiveness of the internal control and risk management system in all areas of the Bank’s activities, to provide timely and reliable information regarding the status of the Bank’s departments fulfilling their tasks, and to present modern and effective recommendations for improving the work.

10.5. Main tasks of the internal audit service are:

- verification and assessment of the effectiveness of internal control;
- verification of the full implementation and effectiveness of the banking risk assessment method and banking risk management procedures (methods, programs, rules, order and procedures for transactions and bank contracts, risk management);
- verification the effectiveness of the automated information system, including monitoring the replenishment of the database and its protection against unauthorized access, the availability of an action plan in unforeseen situations;
- verification of the correctness, completeness, objectivity and timeliness of accounting records, as well as the reliability and timeliness of the collection and presentation of information and reporting;
- verification of the correctness, completeness, objectivity and timeliness of the provision of other information in accordance with regulatory legal acts of the Republic of Tajikistan;
- verification of methods and ways used to ensure the protection of the property of the Bank;
- other issues provided by law.

CHAPTER 11 CORPORATE SECRETARY

11.1. The Corporate Secretary is accountable to the Supervisory Board.

11.2. The Corporate Secretary operates on the basis of the Regulations of the Bank's Corporate Secretary, which is approved by the Supervisory Board.

11.3. The corporate secretary at the same time cannot be a member of the supervisory board.

CHAPTER 12 REGISTER OF BANK SHAREHOLDERS

12.1. The register of shareholders of the Bank is maintained by the registrar with whom the Bank

has an agreement.

12.2. Registrar of the Bank’s shareholders at the request of the shareholder or the nominal owner of shares (and payment of the specified amount) is required to confirm his right to shares with a copy of the record from the register of shareholders of the Bank, which is not a security.

12.3. A person registered in the register of shareholders of the Bank is obliged to inform the registrar of changes in his data within 5 days. In case of failure to provide information on changes in his/her data, the Bank and registrar shall not be liable for damage caused in this regard.

CHAPTER 13 BRANCHES AND REPRESENTATIVE OFFICES OF THE BANK

13.1. The Bank has the right to establish branches and open representative offices on the territory of the Republic of Tajikistan in accordance with the legislation, and on the territory of other states to create branches and open representative offices in accordance with the legislation of these states, unless otherwise provided by an international treaty of the Republic of Tajikistan.

13.2. The branch and representative office are not legal entities, act under the direction of the Bank, at the expense of and on behalf of the Bank. The Bank is responsible for the activity of its branches and representative offices.

13.3. The bank has following two branches:

- (1) Branch of “Alif Bank” OJSC in Khujand city:
 - legal address: 2 Rahim Jalil street, Khujand city, Tajikistan;
 - full name: Branch of “Alif Bank” Open Joint Stock Company in Khujand city;
 - abbreviated name: Branch of “Alif Bank” OJSC in Khujand.
- (2) Branch of “Alif Bank” OJSC in Dushanbe city:
 - legal address: 51 Foteh Niyozzi Street, Dushanbe city, Tajikistan;
 - full name: Branch of “Alif Bank” Open Joint Stock Company in Dushanbe city;
 - abbreviated name: Branch of “Alif Bank” OJSC in Dushanbe.

CHAPTER 14 ASSETS AND FUNDS OF THE BANK

14.1. Bank’s assets consist of fixed assets, current assets and other assets, the value of which is reflected on the balance sheet of the Bank. Bank assets can be obtained from following sources:

- amounts of placed securities;
- Bank profits; and
- other sources not prohibited by law.

14.2. The profit that Bank receives as a result of its business activities is taxed in accordance with applicable law and after payment of taxes and other necessary payments, by decision of the General meeting of shareholders, it can be used to create a reserve fund and other funds, as well as for payment of dividends to shareholders.

14.3. The Bank creates a reserve fund in the amount of at least ten percent (10%) of the Bank’s chartered share capital. The reserve fund of the Bank is formed by annual deductions from the net profit of the Bank, until it reaches the amount established by this Charter. The amount of annual deductions to the reserve fund from the net profit of the Bank shall not be less than five percent (5%) of the net annual profit of the Bank. Annual deductions to the reserve fund from the Bank’s net profit are made only after the approval of the annual accounting (financial) report of the Bank and by the relevant decision of the General meeting of shareholders.

14.4. The Bank is also entitled to create other funds, by the decision of the General meeting of shareholders and subject to the requirements of the law.

CHAPTER 15 BANK PROFIT DISTRIBUTION

15.1. The Bank has the right to quarterly, every six months and/or annually decide on distribution of its net profit by paying dividends according to its placed shares. Dividends are paid out of the Bank’s net profit.

15.2. The size of dividends, conditions and procedure for their payment shall be approved by the General meeting of founders. The amount of the dividend cannot be more than recommended by the Supervisory board.

15.3. Declared dividends shall be paid no later than two months after the adoption of decision on their payment by the General meeting of shareholders, unless otherwise decided by the decision of the General meeting of shareholders.

15.4. The list of persons entitled to receive dividends is compiled on the day the list of persons entitled to participate in the General meeting of shareholders is compiled. In order to compile a list of persons entitled to receive dividends, the nominal owner of shares shall provide information on persons for the benefit of whom he owns shares.

15.5. In cases stipulated by law, the Bank does not have the right to decide on the payment of dividends or to pay declared dividends.

CHAPTER 16 ACCOUNTING AND REPORTING, BANK DOCUMENTS

16.1. The Bank carries out accounting and submits financial statements in the manner prescribed by law. Responsibility for the organization, condition and reliability of accounting in the Bank, timely submission of the annual report and other financial statements to the relevant authorities lies with the executive body of the Bank.

16.2. For the annual audit and approval of the annual financial report, the Bank engages an auditor who is not associated with the Bank or its shareholders with any property interests. The Bank attracts only those auditors who have the appropriate license, qualifications and sufficient experience in auditing credit organizations and included in the list of audit organizations provided

by the National Bank of Tajikistan and who have the right to audit credit organizations in the Republic of Tajikistan. The annual report of the Bank must previously, within 30 days before conducting the General meeting of shareholders be approved by the Supervisory board.

16.3. The financial year of the Bank begins on the 1st January and ends on the 31st December.

16.4. The Bank stores documents required by law at the location of its executive body in the manner and for periods established by the authorized body. Such documents must be provided by the Bank to the shareholder within seven (7) days from the day of submission the relevant request of the shareholder for review at the premises of the Bank's executive body. Each person who has gained access to the Bank's documents must maintain confidentiality of the information received and use it only to improve activities and in the interests of the Bank, or to make decisions on investing in the Bank.

CHAPTER 17

REORGANIZATION AND LIQUIDATION PROCEDURE OF THE BANK

17.1. The Bank begins its activities from the moment of obtaining the license for banking activities, and in future the Bank continues to operate for indefinite term.

17.2. At reorganization of the Bank (amalgamation, consolidation, division, spin-off, transformation) constituent documents of the Bank must be amended accordingly.

17.3. Reorganization of the Bank may be carried out voluntarily by the General meeting of shareholders, or by force in accordance with the requirements of the law. The reorganization of the Bank is carried out in accordance with the requirements of the legislation after obtaining the consent of the National Bank of Tajikistan.

The Charter of “ Alif Bank”
OJSC consisting of 18
(eighteen) pages are sealed and
numbered.

Acting chairman of “ Alif
Bank” OJSC
Karimov D.O.

/signature/

/round seal of the Bank/