



Approved
By the General Meeting of Shareholders
March 31, 2025

A handwritten signature in black ink, appearing to read 'M. Jefu', positioned above a horizontal line.

Chairperson of the Meeting

**CORPORATE GOVERNANCE CODE
BANK KOMPANION CJSC**

Bishkek, 2025

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1. GENERAL PROVISIONS

- 1.1. This Corporate Governance Code of Bank Kompanion CJSC (hereinafter referred to as the Code) has been developed in accordance with the legislation of the Kyrgyz Republic, the Regulation "On Minimum Requirements for the Corporate Governance Code of Commercial Banks of the Kyrgyz Republic," approved by the Resolution of the Board of the National Bank of the Kyrgyz Republic dated December 27, 2024, the Charter of Bank Kompanion CJSC (hereinafter referred to as the Bank), the Corporate Governance Code of the Kyrgyz Republic, approved by the Order of the State Financial Market Regulation and Supervision Service under the Government of the Kyrgyz Republic dated December 30, 2020, No. 263-P, the G20/OECD Principles of Corporate Governance (2023), and the Bank's internal regulatory documents.
- 1.2. This Code has been developed to enhance decision-making transparency and to ensure that the Bank complies with and protects the legitimate rights and interests of all shareholders, creditors, depositors, and clients of the Bank.
- 1.3. This Code is an internal document of the Bank, approved by the General Meeting of Shareholders, and may be amended, supplemented, or deemed invalid only by the decision of the General Meeting of Shareholders.

2. CONCEPT AND SIGNIFICANCE OF CORPORATE GOVERNANCE

- 2.1. Effective corporate governance is one of the key conditions for ensuring the stable development of the Bank and the banking system as a whole.
- 2.2. Corporate governance refers to the system of relationships between the shareholders, the Board of Directors, and the EMT of the Bank concerning:
- 2.2.1. defining the strategic objectives of the Bank, determining ways to achieve them, and overseeing their implementation;
 - 2.2.2. establishing incentive mechanisms that ensure the governing bodies and employees of the Bank take all necessary actions to achieve the Bank's strategic goals;
 - 2.2.3. achieving a balance of interests between the Bank's shareholders, creditors (including depositors), and ensuring the sustainable development of the Bank;
 - 2.2.4. ensuring compliance with the legislation of the Kyrgyz Republic as well as the Bank's internal regulations.
- 2.3. The key components of effective corporate governance include:
- 2.3.1. distribution of authority, responsibilities, and accountability among governing bodies, ensuring the efficient operation of the Board of Directors and the EMT;
 - 2.3.2. defining and approving the Bank's development strategy and overseeing its implementation;
 - 2.3.3. establishing an effective system of internal control and risk management, and preventing conflicts of interest;
 - 2.3.4. approving internal policies on the remuneration of management and key employees of the Bank;
 - 2.3.5. defining and adhering to professional ethics standards;
 - 2.3.6. ensuring transparency in the Bank's operations.
- 2.4. Corporate governance serves as a tool for achieving the Bank's institutional and operational goals, determining and implementing the most effective means of achieving these objectives, and ensuring effective oversight of the Bank's activities by shareholders and other stakeholders.
- 2.5. Corporate governance is based on the principles of fairness, integrity, accountability, transparency, professionalism, and competence. Demonstrating these qualities should be part of the daily practice in managing the Bank and conducting its business. Proper corporate governance requires respect for the rights and interests of all stakeholders and contributes to the Bank's successful performance.
- 2.6. The corporate governance structure must ensure equal treatment of all shareholders under equal conditions while protecting shareholders' rights in the context of preserving and enhancing the company's long-term value.
- 2.7. The corporate governance structure should also provide a clear division of responsibilities between the governing bodies. The Board of Directors should ensure strategic leadership and effective oversight of

the Bank's operations, while the EMT should manage the Bank's affairs, represent the Bank in relations with third parties, and exercise effective leadership over day-to-day operations.

2.8. In turn, members of the Bank's collegial bodies must perform their duties in good faith and with due care, acting solely in the interests of the Bank and its shareholders. They must adhere to the principle of accountability, with the Board of Directors accountable to the shareholders and the EMT accountable to the Board of Directors.

2.9. Good corporate governance means that the Bank's HR policy is well-founded and effective in achieving its long-term objectives and that corporate conflicts are resolved lawfully and in the best interests of the Bank and its shareholders. Any conflicts of interest must be disclosed and managed in accordance with the Bank's applicable policy. The corporate governance system must also ensure effective control over the Bank's financial and operational activities and efficient risk management to protect the rights and legitimate interests of shareholders.

2.10. The principle of completeness, objectivity, and timeliness in disclosing relevant information about all material aspects of the Bank's operations, its shareholder composition, governance structure, and the composition of its governing bodies should form the foundation of the Bank's information policy.

2.11. Corporate governance should also be based on the principle of respecting the lawful rights and interests of the company's stakeholders, fostering mutually beneficial cooperation and guided by the principles of sustainable development.

2.12. Proper corporate governance requires that not only the management and operations of the Bank but also the Bank's relationships (through its governing bodies and officials) with employees, shareholders, customers, creditors, other partners, counterparties, and stakeholders be conducted in accordance with the principles of legality and business ethics. This includes compliance with environmental laws on environmental protection and corporate social responsibility.

3. SHAREHOLDER RIGHTS AND FAIR TREATMENT OF SHAREHOLDERS

3.1. The corporate governance structure must ensure fair treatment of all shareholders in the exercise of their rights:

- 3.1.1. The Bank may not favor the interests of certain shareholders if it results in the violation or unlawful infringement of the rights of other shareholders. The Bank must ensure that all shareholders have the opportunity for effective protection of their rights and compensation for losses caused by violations of their rights by the Bank. Compensation for damages shall be carried out through judicial proceedings in accordance with the legislation of the Kyrgyz Republic.
- 3.1.2. The Bank must create favorable conditions for shareholders to participate in the General Meeting of Shareholders, including the opportunity to form their own position, coordinate actions, and express their opinions on all matters submitted for voting (both procedural and substantive).
- 3.1.3. The Bank must establish and comply with procedures for informing shareholders about the upcoming General Meeting, as well as rules and conditions for providing materials related to the agenda. These procedures must ensure that shareholders have the opportunity to effectively prepare for participation in the meeting and ask questions to the Bank's management at all stages of preparation. Information about these procedures must be publicly available.
- 3.1.4. The Bank must provide shareholders with timely and complete information regarding the date, time, and location of the General Meeting of Shareholders, as well as its agenda and relevant materials necessary for forming an informed opinion on each agenda item. Notification of the General Meeting must be carried out in accordance with the Law of the Kyrgyz Republic "On Joint-Stock Companies."
- 3.1.5. The Bank is prohibited from hindering shareholder interaction during the preparation for the General Meeting of Shareholders.

- 3.1.6. The procedures for conducting the General Meeting of Shareholders must ensure equal opportunities for all attendees to express their opinions, ask questions to Bank representatives, and participate in voting (if they have the right to vote).
- 3.1.7. The Bank must ensure that each shareholder or their authorized representative with voting rights can freely exercise this right. Voting procedures must be efficient and convenient for shareholders and should not create barriers or additional costs for participation in voting.
- 3.2. Shareholders have the right to receive dividends in the amounts and within the timeframes established by the General Meeting of Shareholders, in compliance with the legislation of the Kyrgyz Republic, including banking regulations.
 - 3.2.1. Dividend payments must be economically justified and should not negatively impact the stability and solvency of the Bank.
 - 3.2.2. A balanced approach to aligning the interests of the Bank and its shareholders, as well as the principles for distributing net income (profit), the mechanism for determining dividend amounts, and the procedure and timing of dividend payments to ensure stability and the achievement of the Bank's long-term objectives, shall be established in the Dividend Policy, approved by the Bank's Board of Directors with prior approval of this policy by the Bank's shareholders.
- 3.3. The corporate governance system must ensure equal conditions for all shareholders holding shares of the same type, including minority and foreign shareholders, and equal treatment by the Bank, subject to legislative restrictions.
- 3.4. The Bank must protect the rights of minority shareholders from abuses by controlling shareholders, whether acting directly or indirectly. The Bank must ensure that minority shareholders have effective means of protecting their rights.
- 3.5. The actions or inaction of shareholders must not result in violations of the rights of the Bank's clients.
- 3.6. Shareholders are prohibited from abusing their rights. Specifically, any actions aimed at harming other shareholders or the Bank are strictly forbidden.

4. BOARD OF DIRECTORS OF THE BANK

- 4.1. The Board of Directors of the Bank exercises strategic management of the Bank, determines the key principles and approaches to the risk management and internal control system, oversees the activities of the executive bodies, and performs other key functions.
- 4.2. To ensure effective corporate governance, the Board of Directors must:
 - 4.2.1. establish clear levels of authority, responsibility, and accountability within the Bank's organizational structure.
 - 4.2.2. develop an effective internal control system and ensure its proper functioning, adequate to the size, complexity, structure, and risk profile of the Bank. The risk profile refers to a combination of risk indicators, based on collected, analyzed, and systematized information, characterizing the Bank's risk exposure across different activities, considering established priorities.
 - 4.2.3. define principles and approaches for organizing an effective risk management system that meets the requirements set by the National Bank of the Kyrgyz Republic (National Bank).
 - 4.2.4. take measures to ensure that information about the Bank's strategic objectives is communicated across all levels of the organizational structure.
 - 4.2.5. periodically (at least once a year) evaluate the Bank's development strategy, business plans, and policies across all key activities to assess their adequacy in relation to the Bank's current operations, financial condition, and external economic environment.
 - 4.2.6. periodically (at least once a quarter) assess the Bank's current operations and financial performance in terms of achieving strategic objectives and projected business plan indicators.
 - 4.2.7. ensure that the activities of the Bank and its governing bodies comply with the legislation of the Kyrgyz Republic, regulatory legal acts, and the requirements of the National Bank.
 - 4.2.8. review the results of external and internal audits of the Bank's activities and take appropriate measures based on their findings.

- 4.2.9. possess sufficient and reliable information to make objective and competent decisions and ensure that recommendations and proposals from the EMT, other governing bodies, and Bank officials are well-founded and aligned with the Bank's interests.
- 4.2.10. periodically (at least once a year) evaluate the effectiveness of the Board's work, assessing its alignment with the Bank's development needs, identifying areas for improvement, and implementing corrective actions, based on an evaluation of Board committees and members' performance.
- 4.2.11. ensure that remuneration policies and procedures align with the Bank's long-term objectives, strategy, corporate culture, and control environment.
- 4.2.12. define the Bank's key areas of activity for the long-term perspective and establish performance indicators.
- 4.2.13. elect, oversee, and plan the succession of the Bank's EMT.
- 4.2.14. ensure compliance with this Code and the Bank's corporate standards in the areas of business ethics and maintaining best corporate governance practices.
- 4.3. The Board of Directors must act in good faith and with due diligence in the best interests of the Bank, which entails compliance with the following fiduciary duties:
 - 4.3.1. act within the scope of its authority, in compliance with the banking legislation of the Kyrgyz Republic and the Bank's Charter.
 - 4.3.2. use the powers granted to fulfill the responsibilities and functions for which the Board was elected/appointed.
 - 4.3.3. make informed decisions based on individual qualifications and experience, after taking all reasonable steps and efforts to obtain the necessary and available information within a reasonable timeframe.
 - 4.3.4. comply with conflict of interest requirements, promptly notify the Bank's governing bodies of any actual or perceived conflicts of interest.
 - 4.3.5. adhere to the principle of equality in relation to shareholders, ensuring that no shareholder's interests are given preference over others.
 - 4.3.6. inform the Bank's governing bodies of any known incidents that may threaten the financial stability of the Bank.
 - 4.3.7. maintain an impeccable business reputation, in accordance with the legislation of the Kyrgyz Republic.
 - 4.3.8. establish an effective control system within the Bank to prevent transactions and operations (including those of clients) that lack clear economic purpose, legitimate objectives, or that may pose a risk to the Bank's interests.
- 4.4. The Board of Directors of the Bank must play a key role in preventing, identifying, and resolving internal conflicts, including those between shareholders, the EMT, and employees of the Bank. The Board of Directors is responsible for establishing a system for identifying and preventing conflicts of interest, ensuring transparency in the Bank's operations, the timeliness and completeness of information disclosure, and unrestricted shareholder access to Bank documents in accordance with the legislation of the Kyrgyz Republic.
- 4.5. The transparency of the Board of Directors' activities must be ensured through comprehensive and timely disclosure of information and by keeping shareholders informed about the work of the Board. Additionally, the Chairperson and members of the Board of Directors must be accessible for engagement with the Bank's shareholders.
- 4.6. The Chairperson of the Board of Directors is responsible for organizing and overseeing the activities of the Board, ensuring its full and effective execution of key functions, and facilitating a constructive dialogue between shareholders, the Board of Directors, and the EMT. The role and functions of the Chairperson of the Board of Directors are defined in the Bank's internal documents, in accordance with the applicable banking regulations.
- 4.7. Information regarding the composition and members of the Board of Directors and the EMT, including their qualifications, as well as details on whether they are independent or non-independent members, along with information about the existing committees of the Board and the Corporate Secretary, is published on the Bank's official website.

- 4.8. Given the high level of responsibility and broad authority of the Board of Directors, its members must possess sufficient knowledge of the Bank's key business activities and be able to express an independent opinion that is not influenced by the Bank's management or its officials.
- 4.9. The rights and responsibilities of the Board members are outlined in the Provisions on the Board of Directors, which are approved by the General Meeting of Shareholders and published on the official website of the Bank.
- 4.10. When making decisions, each Board member must remain objective and act in the best interests of the Bank, rather than in personal interests or those of individual shareholders, Bank officials, or third parties. A Board member who has comments, suggestions, or disagrees with a decision must express their opinion during voting, and it must be recorded in the minutes. The minutes and the verbatim transcript (detailed written record of discussions) of the Board meetings must be signed by the presiding Chairperson and the Corporate Secretary, after agreement with the Board members who attended the meeting. Board members who were absent must review and acknowledge the minutes and approved decisions by signing them.
- 4.11. The composition of the Board of Directors is recommended to be formed with a balanced combination of skills, experience, knowledge, personal characteristics, age, and gender diversity of its members. This balance should ensure the independence of judgment of each member and enable the Board to make independent, objective, and effective decisions in the best interests of the Bank and its shareholders.
- 4.12. When selecting members of the Board of Directors, consideration should be given to the current professional commitments of candidates who, if appointed, would serve concurrently as members of the Bank's Board of Directors. Each Board member must have sufficient time to properly fulfill their duties, including preparing for meetings, participating in remote voting, and actively engaging in Board discussions and decision-making processes.
- 4.13. To ensure competence, objectivity, and independence, the Board of Directors must include independent directors with impeccable business reputations and professional expertise in economics, finance, banking, law, and information technology. At least one-third of the Board members must be independent directors. Additionally, at least one member of the Board must be a citizen of the Kyrgyz Republic and fluent in the state and/or official language.
- 4.14. Each member of the Board of Directors must have the trust of the shareholders as individuals capable of properly performing their official duties based on their professional and independent judgments and must bear responsibility for their actions/inactions related to the fulfillment of their duties as members of the Board of Directors.
- 4.15. The procedures for electing members of the Board of Directors, as established in the Provisions on the Board of Directors of the Bank, ensure transparency for shareholders by providing sufficient information about the candidates to make an informed voting decision. At the same time, the onboarding program for elected Board members ensures that new Board members acquire the necessary knowledge about the Bank's operations, strategy, risks, internal governance, and corporate culture for their successful and effective participation in the Board's work.
- 4.16. All members of the Board of Directors must be equally provided with access to the Bank's documents and information. Newly elected Board members must be provided with all necessary information regarding the Bank's activities and the work of the Board of Directors as soon as possible after their election.
- 4.17. The Board of Directors may approve an individual professional development plan for each of its members. This plan is developed in alignment with the Bank's strategic objectives, based on the needs for professional training and development. The Remuneration and Nomination Committee of the Bank must oversee the implementation of the professional development plan.
- 4.18. The Board of Directors is required to establish the following committees:
- 1) Risk Management Committee;
 - 2) Audit Committee;
 - 3) Remuneration and Nomination Committee.

The Bank may also establish other committees depending on the risk level associated with its activities. The work of the Board's committees must comply with the requirements of the National Bank and the Bank's internal regulations.

4.19. The Risk Management Committee and the Audit Committee must be chaired by independent members of the Board of Directors. It is recommended that the majority of the total number of members of these committees be composed of independent members of the Board of Directors.

4.20. The Remuneration and Nomination Committee determines the level of remuneration paid by the Bank, which must be sufficient to attract, motivate, and retain individuals with the competencies and qualifications required by the Bank. At the same time, the level of remuneration paid by the Bank must not result in loss-making operations. The Committee must consist of at least three members of the Board of Directors, one of whom must be independent. The activities of the Committee are governed by the legislation of the Kyrgyz Republic and the Committee Charter.

4.21. The Board of Directors must hold regular meetings (at least once per quarter) to effectively fulfill its functions. It is recommended that Board meetings be held in accordance with a properly approved meeting schedule and work plan. The preparation and conduct of Board meetings must contribute to the maximum effectiveness of its activities.

4.22. Meetings of the Board of Directors (as well as its committees) must be conducted in accordance with established procedures, measures for participant authentication, and protection of the Bank's confidential information through in-person meetings of the Board of Directors and its committees, including the option for remote participation of Board/committee members. The format for conducting meetings and making decisions within the Board of Directors and its committees must be determined in each specific case, taking into account the content of the agenda item and the need for discussion, the importance (materiality) of the decision being made, and the opinions of all Board/committee members regarding the matter under consideration.

4.23. The Bank must have a procedure for the annual evaluation (self-assessment) of the activities of the Board of Directors as a whole, the performance of duties by the Chairperson of the Board of Directors, and the individual assessment of each Board member. The evaluation of the work of the Board of Directors and its committees must include an assessment of its effectiveness, composition, diversity of knowledge and participants, and the extent to which members and committees interact effectively to achieve the Bank's overall goals and strategies. The individual assessment of each Board member must demonstrate whether each director continues to make an effective contribution to the development of the Bank. Independent Board members must be evaluated on their willingness to express their opinions independently, regardless of the views of other Board members.

4.24. The General Meeting of Shareholders may engage external independent auditors (experts) in corporate governance to evaluate the performance of the Board of Directors and its committees. The evaluation may include Compliance with requirements regarding the composition and structure of the Board of Directors, the presence of necessary competencies among Board members, compliance of the Board's activities with legislation, the Charter, and the Bank's internal documents. The expert may assess the contribution of the Board of Directors and each of its members to ensuring the sustainable development of the Bank and long-term value growth; identify areas for improvement and recommend measures to enhance the Board's governance practices. The evaluation results must be taken into account when deciding on the re-election or early termination of Board members' powers.

4.25. The Board of Directors of the Bank determines the list of key employees of the Bank – employees of the Bank whose activities are directly related to decision-making and risk control. Key employees of the Bank include: members of the EMT of the Bank, heads of departments (business areas) and other employees of departments, determined by the Board of Directors of the Bank, who take significant part in the operations and transactions conducted by the Bank. The appointment of key employees is carried out in accordance with the distribution of authority in decision-making.

4.26. The activities of internal and external auditors, in compliance with the legislation of the Kyrgyz Republic, regulatory legal acts of the National Bank, and international auditing standards, are necessary to achieve effective corporate governance in the Bank.

4.26.1. When selecting an external auditor for presentation to the General Meeting of Shareholders, the Board of Directors should take into account the balance between the costs of conducting the audit and the need to ensure proper quality of the external audit, as well as the reputation of the auditing organization.

4.26.2. To strengthen its supervisory functions, the Board of Directors should hold regular discussions with the external auditor (at least once a year) and with the internal auditor (at least once a quarter).

4.26.3. The Board of Directors has the right to engage auditors to audit the activities of structural divisions, established committees, and Bank officials.

4.27. The Board of Directors and the EMT of the Bank must cooperate, act in the interests of the Bank, and make decisions based on the principles of sustainable development, fair treatment of all shareholders, and consideration of stakeholder opinions, ensuring the sustainable development and long-term growth of the Bank's share value.

5. EXECUTIVE MANAGEMENT TEAM OF THE BANK

5.1. The EMT of the Bank is responsible for managing the Bank's day-to-day operations in accordance with the legislation of the Kyrgyz Republic, the Bank's Charter, and the Provisions on the EMT, and is accountable to the Board of Directors.

5.2. The Chairperson and members of the EMT must possess high professional and personal qualities, maintain an impeccable business reputation, and adhere to high ethical standards.

5.3. To ensure effective corporate governance, the EMT must:

5.3.1. establish a clear distribution of responsibilities, authority, and accountability among the Bank's structural divisions, officials, and employees;

5.3.2. implement effective monitoring systems to ensure compliance with policies approved by the Board of Directors, procedures, and job descriptions at all executive levels of the organizational structure and periodically assess the adequacy of these systems;

5.3.3. develop reliable information systems that ensure the proper preparation and timely provision of information (financial data, market events, conditions, etc.) necessary for management decision-making;

5.3.4. provide the Board of Directors with timely, comprehensive, and accurate reports on current activities, including actual financial and operational performance results, enabling an assessment of the Bank's business plan forecasts and development strategy implementation;

5.3.5. submit to the Board of Directors at least once a year a detailed assessment of the adequacy of the Bank's internal control system, including matters related to countering the financing of terrorism and anti-money laundering (AML/CFT), as well as recommendations for improving the internal control system;

5.3.6. provide the Board of Directors with regular reports and recommendations on risk management, ensuring the effectiveness and adequacy of the continuous risk management process;

5.3.7. immediately inform the Board of Directors of any deterioration in the Bank's financial position or any threat of such a situation;

5.3.8. inform the Board of Directors of all identified violations of legislation, regulatory legal acts of the National Bank, and internal policies approved by the Board of Directors.

5.4. In carrying out their duties, members of the EMT must remain objective and act in the best interests of the Bank, rather than in personal interests or those of individual shareholders, Bank officials, or third parties. They must make every effort to ensure sound and safe banking practices.

5.5. Members of the EMT are required to act in good faith and with due diligence in the best interests of the Bank, which implies compliance with the following fiduciary duties:

5.5.1. perform their duties within the scope of their authority, in compliance with the banking legislation of the Kyrgyz Republic, the Bank's Charter, and decisions adopted by the General Meeting of Shareholders and the Board of Directors, including the implementation of strategies and policies;

5.5.2. use the authority granted to them to fulfill the responsibilities and functions for which they were appointed;

5.5.3. make informed decisions based on their own qualifications and experience, after taking all reasonable measures and efforts to obtain necessary and available information within a reasonable timeframe;

5.5.4. comply with conflict of interest requirements and prevent conflicts of interest;

5.5.5. adhere to the principle of equality in relation to shareholders, the Board of Directors, and Bank officials;

- 5.5.6. maintain an impeccable business reputation in accordance with the legislation of the Kyrgyz Republic;
- 5.5.7. take all necessary measures to prevent the Bank from engaging in transactions and client operations that lack a clear economic rationale, a legitimate purpose, and/or could potentially harm the Bank's interests.
- 5.6. In management practices, the following situations must not be allowed:
 - 5.6.1. members of the EMT participate in decision-making without the necessary authority, as per the functional distribution of responsibilities, except in cases where decisions are made collectively by the EMT;
 - 5.6.2. members of the EMT lack the appropriate qualifications, skills, and knowledge regarding matters within their area of competence;
 - 5.6.3. Members of the EMT are unable to oversee employees whose performance has a significant impact on the Bank (e.g., in terms of income generation, new banking product implementation, etc.).

6. CORPORATE SECRETARY

- 6.1. The Corporate Secretary of the Bank ensures and organizes the work (meetings and documentation management) and the effective ongoing interaction between the General Meeting of Shareholders, the Board of Directors, and the EMT, as well as the coordination of the Bank's actions to protect the rights and interests of shareholders.
- 6.2. The Corporate Secretary is the Bank's official, appointed and dismissed by a decision of the Board of Directors.
- 6.3. The Corporate Secretary has no obligations directly related to corporate decision-making.
- 6.4. The Corporate Secretary carries out their duties in accordance with the Law of the Kyrgyz Republic "On Banks and Banking Activities," regulatory legal acts of the National Bank, the Bank's Charter, and internal Bank documents, as well as decisions of the General Meeting of Shareholders and the Board of Directors.
- 6.5. The Corporate Secretary must possess the necessary knowledge, experience, and qualifications to effectively fulfill their responsibilities and must have the trust of shareholders.
- 6.6. The Corporate Secretary must have the necessary authority and resources to perform their assigned tasks.
- 6.7. The functional responsibilities of the Corporate Secretary are independently developed by the Bank in accordance with the legislation of the Kyrgyz Republic and the Bank's internal documents. The combination of the Corporate Secretary's role with other duties within the Bank is allowed only with the approval of the Board of Directors and provided there is no conflict of interest.
- 6.8. The Corporate Secretary must be present at all Board of Directors' meetings and maintain a verbatim transcript (detailed written record of participants' speeches) of Board meetings. Additionally, the Corporate Secretary must prepare minutes of Board decisions, including those adopted through written polling and via communication technologies.
- 6.9. The Corporate Secretary must ensure that all Board members are familiarized with the signed meeting minutes, including through the use of communication technologies.
- 6.10. The Corporate Secretary of the Bank is required to act in good faith and with due diligence in the best interests of the Bank, which implies compliance with the following fiduciary duties:
 - 6.10.1. perform their duties in compliance with the banking legislation of the Kyrgyz Republic, the Bank's Charter, and the Bank's internal documents;
 - 6.10.2. exercise the authority granted to them;
 - 6.10.3. adhere to the principle of equality in relation to shareholders and members of the Board of Directors;
 - 6.10.4. comply with the legal requirements of the Kyrgyz Republic.

7. PROFESSIONAL ETHICS AND PREVENTION OF CONFLICTS OF INTEREST

7.1. An important factor in achieving the strategic goals of the Bank is the work of the Board of Directors and the EMT aimed at establishing professional ethics standards, which define the significance of the following aspects of corporate governance:

- 7.1.1. ensuring an effective internal control system, including measures to combat terrorist financing and money laundering, at all levels of the Bank's management;
- 7.1.2. implementing sound and safe banking practices;
- 7.1.3. protecting the Bank's interests from improper or unlawful actions by shareholders, Bank officials, and other persons with the ability to influence the Bank's activities;
- 7.1.4. compliance with the legislation of the Kyrgyz Republic, regulatory legal acts of the National Bank, and the Bank's internal documents;
- 7.1.5. preventing conflicts of interest and identifying situations and areas of activity where conflicts of interest may arise;
- 7.1.6. establishing a remuneration, compensation, and incentive system for employees (including the Board of Directors and EMT) that considers not only the Bank's performance results but also strategic goals and adherence to the Bank's professional ethics standards;
- 7.1.7. ensuring security and reliability standards in the lending practices for employees and officials of the Bank;
- 7.1.8. implementing mechanisms that allow employees to express concerns regarding unlawful, unethical, or questionable actions of management and ensure protection against potential negative consequences from leadership.

7.2. Professional ethics standards must be communicated to all employees and adhered to at all levels of the Bank's organizational structure, including the Board of Directors and the EMT, to ensure a positive impact on corporate governance.

7.3. To identify and prevent conflicts of interest, the Bank must:

- 7.3.1. develop procedures for informing the Board of Directors and EMT about potential risks related to conflicts of interest in the Bank's activities.
- 7.3.2. require officials and employees to disclose information about close relatives before appointment (election) to a position.
- 7.3.3. maintain a database of identified conflicts of interest.

7.4. In the event of a conflict of interest, a Bank official or employee must immediately notify the EMT and/or the Board of Directors.

7.5. Failure to disclose a conflict of interest in a timely manner shall result in liability in accordance with the banking legislation of the Kyrgyz Republic.

7.6. All transactions with related and affiliated parties must be conducted in full compliance with the requirements of the legislation of the Kyrgyz Republic, the regulatory requirements of the National Bank, and applicable corporate governance standards.

8. DISCLOSURE OF INFORMATION AND TRANSPARENCY

8.1. To ensure transparency in corporate governance, the Bank may disclose information on its official website or publish it in annual and periodic reports in accordance with the requirements of the National Bank.

8.2. The most important means of information disclosure are the Bank's annual financial report and non-financial reporting, which are published on the Bank's official website.

8.3. The official website of the Bank serves as an important tool for disclosing relevant financial and non-financial information. The website ensures regular and timely disclosure of information and provides unrestricted access to relevant data for all stakeholders without imposing excessive costs on the Bank.

8.4. The Bank must timely disclose the information required by legislation and the Bank's internal documents, in accordance with the principles, mechanisms, and approaches for disclosure and information protection set forth in the Information Policy.

8.5. The official website of the Bank must be well-structured, user-friendly, and contain essential information needed by stakeholders to understand the Bank's activities. In particular, it should provide access to information on significant corporate events and other disclosures required by regulations.

8.6. The official website must include sufficient information to allow stakeholders to form an objective view of the Bank and its key business activities. It is recommended that information be organized into separate thematic sections for clarity and accessibility.

8.7. The content on the Bank's official website must be updated as necessary but no less than once per week. The Bank must regularly monitor the completeness and relevance of the information published on the website, including its availability in foreign languages. For this purpose, responsible persons must be assigned to ensure the accuracy and timeliness of information on the official website.

9. SUSTAINABLE DEVELOPMENT

9.1. The Bank must strive for long-term value growth while ensuring the alignment of its economic, environmental, and social goals over the long term, as well as maintaining a balance between the interests of the Bank and its stakeholders.

9.2. The Bank's sustainability activities must be carried out in accordance with the principles of openness, accountability, transparency, ethical behavior, respect for stakeholder interests, legality, human rights compliance, zero tolerance for corruption, and prevention of conflicts of interest.

9.3. The Board of Directors and the EMT must ensure the development and implementation of appropriate policies and systems for sustainability. All employees and officials at all levels must contribute to sustainable development. The Board of Directors is responsible for establishing a system of corporate, environmental, and social governance (ESG) within the Bank.

9.4. The Bank must annually disclose sustainability-related information to ensure clarity and transparency in its activities for stakeholders while safeguarding confidential, commercial, and legally protected information. Sustainability disclosures may be prepared in accordance with international sustainability standards.

9.5. The Bank must promote and encourage the adoption of sustainability principles among its partners and clients and facilitate their implementation.

10. FINAL PROVISIONS

10.1. This Code must be reviewed at least once a year to ensure its relevance and after any changes in the legislation of the Kyrgyz Republic that may have a significant impact on corporate governance and/or require amendments to the Code.

10.2. In the event of a conflict between specific provisions of this Code and the legislation of the Kyrgyz Republic, the Bank shall comply with the legislation of the Kyrgyz Republic until the Code is aligned with the new requirements.