

In accordance with
Section 1046 of the
Companies Act 2006 &
Regulation 4(1) of the
Overseas Companies
Regulations 2009

OS IN01

Registration of an overseas company opening
a UK establishment



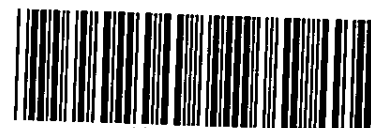
Companies House

A fee is payable with this form
Please see 'How to pay' on the last page

☒ What this form is for
You may use this form to register a
UK establishment

☐ What this form is NOT for
You cannot use this form to
the details of an existing co
officer or establishment

THURSDAY



A05

A45WXM0Q

23/04/2015

#56

COMPANIES HOUSE

Part 1 Overseas company details (Name)

A1 Corporate name of overseas company

Corporate name¹

OPEN JOINT- STOCK COMPANY "ORIENBANK"

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**
- To register using an alternative name, go to **Section A2**

→ Filling in this form

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

¹ This must be the corporate name in
the home state or country in which
the company is incorporated

A2 Alternative name of overseas company *

Alternative name
(if applicable) ²

Please show the alternative name that the company will use to do business
in the UK

OPEN JOINT STOCK COMPANY "ORIEN FINANCIAL SERVICES"

² A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK

A3 Overseas company name restrictions³

This section does not apply to a European Economic Area (EEA) company
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

³ Overseas company name
restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

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Part 2 Overseas company details

B1	Particulars previously delivered Have particulars about this company been previously delivered in respect of another UK establishment ❶ → No Go to Section B2 → Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date UK establishment registration number B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	❶ The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.
B2	Credit or financial institution Is the company a credit or financial institution? ❷ <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	❷ Please tick one box
B3	Company details If the company is registered in its country of incorporation, please enter the details below Legal form ❸ PUBLIC COMPANY LIMITED BY SHARES Country of incorporation * TAJIKISTAN Identity of register in which it is registered ❹ AGENCY OF ORGANISATION OF STATE REGISTRATION OF LEGAL ENTITIES AND INDIVIDUAL ENTREPRENEURS Registration number in that register 0 2 1 0 0 0 5 1 0 7	❸ Please state whether or not the company is limited Please also include whether the company is a private or public company if applicable ❹ This will be the registry where the company is registered in its parent country
B4	EEA or non-EEA member state Was the company formed outside the EEA? → Yes Complete Sections B5 and B6 → No Go to Section B6	
B5	Governing law and accounting requirements Please give the law under which the company is incorporated Governing law ❺ TAX COMMITTEE UNDER THE GOVERNMENT OF REPUBLIC OF TAJIKISTAN Is the company required to prepare, audit and disclose accounting documents under parent law? → Yes Complete the details below → No Go to Part 3	❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state

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		Please give the period for which the company is required to prepare accounts by parent law							
From	^d	0	^d	1	^m		0	^m	1
To	^d	3	^d	1	^m		1	^m	2
		Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period							
Months		1		2					

B6**Latest disclosed accounts**

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☒ Yes

Please indicate what documents have been disclosed

☒ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☐ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

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Part 3 Constitution

C1	Constitution of company The following documents must be delivered with this application - Certified copy of the company's constitution and, if applicable, a certified translation Please tick the appropriate box(es) below <input checked="" type="checkbox"/> I have enclosed a certified copy of the company's constitution ❶ <input checked="" type="checkbox"/> I enclose a certified translation, if applicable ❷	❶ A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator ❷ A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator
C2	EEA or non-EEA member state Was the company formed outside the EEA? → Yes Go to Section C3 → No Go to Part 4 'Officers of the company'	
C3	Constitutional documents Are all of the following details in the copy of the constitutional documents of the company? - Address of principal place of business or registered office in home country of incorporation - Objects of the Company - Amount of issued share capital → Yes Go to Part 4 'Officers of the company' → No If any of the above details are not included in the constitutional documents, please enter them in Section C4 The information is not required if it is contained within the constitutional documents accompanying this registration	
C4	Information not included in the constitutional documents Please give the address of principal place of business or registered office in the country of incorporation ❶ Building name/number 95/1 RUDAKI AVENUE Street Post town DUSHANBE County/Region Postcode 7 3 4 0 0 3 Country TAJIKISTAN Please give the objects of the company and the amount of issued share capital Objects of the company ❷ Full range of financial products and services such as loans, deposits money transfer, safe service and cash collections Amount of issued share capital ❸ 355 823 000 TJS	❶ This address will appear on the public record ❷ Please give a brief description of the company's business. ❸ Please specify the amount of shares issued and the value

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Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
- **No** Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary

D1 Secretary details^①

Use this section to list all the secretaries of the company
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)

Surname

Former name(s)^②

① Corporate details

Please use **Sections E1-E5** to enter corporate secretary details

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return Married women do not need to give former names unless previously used for business purposes

D2 Secretary's service address^③

Building name/number

Street

Post town

County/Region

Postcode

Country

③ Service address

This is the address that will appear on the public record This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

D3 Secretary's authority

Please enter the extent of your authority as secretary Please tick one box

Extent of authority

- ☐ Limited ^④
- ☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☐ Alone
- ☐ Jointly ^⑤

If applicable, name(s) of person(s) with whom you are acting jointly

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Corporate secretary

E1	Corporate secretary details¹	
	Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5 Please use a continuation page if necessary	
Name of corporate body or firm	LAW FIRM UK LTD	1 Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number	2ND FLOOR, QUEENS HOUSE	
Street	180 TOTTENHAM COURT ROAD	
Post town	LONDON	
County/Region		
Postcode	W 1 T 7 P D	
Country	UK	
E2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies²	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	2 EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk 3 This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ³	ENGLAND AND WALES	
Registration number	04666118	
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	4 Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ⁴		
If applicable, the registration number		

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Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary Please tick one box	<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input checked="" type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	ADMINISTRATIVE CAPACITY ONLY	
	Are you authorised to act alone or jointly? Please tick one box	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly		

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Director

F1	Director details ①																	
	Use this section to list all the directors of the company Please complete Sections F1-F4 For a corporate director, complete Sections G1-G5 Please use a continuation page if necessary	① Corporate details Please use Sections G1-G5 to enter corporate director details																
Full forename(s)	HASAN	② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes																
Surname	ASADULLOZODA	③ Country/State of residence This is in respect of your usual residential address as stated in Section F3																
Former name(s) ②		④ Business occupation If you have a business occupation, please enter here If you do not, please leave blank																
Country/State of residence ③	REPUBLIC OF TAJIKISTAN																	
Nationality	TAJIK																	
Date of birth	<table><tr><td>d</td><td>1</td><td>d</td><td>0</td><td>m</td><td>0</td><td>m</td><td>7</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>8</td></tr></table>	d	1	d	0	m	0	m	7	y	1	y	9	y	6	y	8	
d	1	d	0	m	0	m	7	y	1	y	9	y	6	y	8			
Business occupation (if any) ④	DIRECTOR																	
F2	Director's service address ⑤																	
Building name/number	APP 14	⑤ Service address This is the address that will appear on the public record This does not have to be your usual residential address.																
Street	16 PARVINA STREET	If you provide your residential address here it will appear on the public record																
Post town	DUSHANBE CITY																	
County/Region																		
Postcode																		
Country	REPUBLIC OF TAJIKISTAN																	

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F4 Director's authority	
	Please enter the extent of your authority as director Please tick one box
Extent of authority	<input type="checkbox"/> Limited ^❶ <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^❷
If applicable, name(s) of person(s) with whom you are acting jointly	

^❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

^❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Registration of an overseas company opening a UK establishment

Corporate director

G1	Corporate director details ¹	
	Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary	
Name of corporate body or firm		¹ Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
G2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
G3	EEA companies ²	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ²		² EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ³ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number		
G4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		³ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered ³		
If applicable, the registration number		

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Registration of an overseas company opening a UK establishment

G5

Corporate director's authority

	Please enter the extent of your authority as corporate director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

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Registration of an overseas company opening a UK establishment

Part 5 UK establishment details

H1	Documents previously delivered - constitution Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H2	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
H2	Documents previously delivered – accounting documents Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H3	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Sections H3 and H4 must be completed in all cases		
H3	Delivery of accounts and reports Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ❶ <input checked="" type="checkbox"/> In respect of this establishment Please go to Section H4 <input type="checkbox"/> In respect of another UK establishment Please give the registration number below, then go to Section H4	❶ Please tick the appropriate box
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

OS IN01**Registration of an overseas company opening a UK establishment**

H4		Particulars of UK establishment ①	
	Please enter the name and address of the UK establishment		① Address This is the address that will appear on the public record
Name of establishment	ORIEN FINANCIAL SERVICES		
Building name/number	SUITE 12, 2ND FLOOR, QUEENS HOUSE		
Street	180 TOTTENHAM COURT ROAD		
Post town	LONDON		
County/Region			
Postcode	W 1 T 7 P D		
Country	UK		
Date establishment opened	Please give the date the establishment was opened and the business of the establishment 0 4 0 4 2 0 1 5		
Business carried on at the UK establishment	Parent company representation in the UK and financial services		

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Registration of an overseas company opening a UK establishment

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company
Please complete Sections J1-J4

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s) BAKHTIYOR

Surname ORIPOV

J2 Permanent representative's service address ①

Building name/number SUITE 12, 2ND FLOOR, QUEENS HOUSE

Street 180 TOTTENHAM COURT ROAD

Post town LONDON

County/Region

Postcode W 1 T 7 P D

Country UK

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority

☐ Limited ②

☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

☒ Alone

☐ Jointly ③

If applicable, name(s) of person(s) with whom you are acting jointly

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Registration of an overseas company opening a UK establishment

Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ Yes Please enter the name and service address of every person(s) authorised below

→ No Tick the box below then go to Part 8 'Signature'

☒ If there is no such person, please tick this box

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below
Please complete Sections K1-K2

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Surname

K2

Service address of person authorised to accept service ^①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

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Registration of an overseas company opening a UK establishment

Part 8

Signature


This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X



This form may be signed by
Director, Secretary, Permanent representative

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Registration of an overseas company opening a UK establishment



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

LAW FIRM UK LTD

Address

2ND FLOOR, QUEENS HOUSE

180 TOTTENHAM COURT ROAD

Post town

LONDON

County/Region

Postcode

W 1 T 7 P D

Country

UK

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

01 April 2015

LETTER OF INTENTION

This is to certify that Open Joint Stock Company "Orienbank" intends to open a representative office in the UK.

We also confirm that Mr. Bakhtiyor Oripov is appointed as a Sole Permanent Representative of the branch of Open Joint Stock Company "Orienbank" in the UK.

Chairman



H.Asadullozoda



Қўмитан ағлози назди Хукумати Ҷумҳурии Тоҷикистон

ШАХОДАТНОМА

дар бораи

Бақайдгирии давлатии

Ҷамъияти саҳомии қушодаи

"ОРИЕНТБОНК"

Рақами иловаи мушаххас:

0210005107

Санаи суғур:

22 (февралӣ) соли 2010

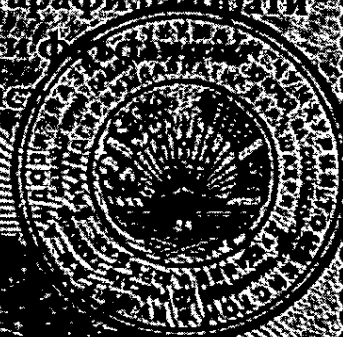
Бо раъзҳои омории ва рақамии мушаххаси суғуртави таъмин будани субъекти хоҷагидор тасдиқ карда мешавад. Ба дорандаи шаҳодатномаи мазкур пешниҳоди ҳисоботи дахлдори омории ва суғуртаи иттиҳом ба мақомоти дахлдори давлатӣ, иттиҳом ҳисоботи дахлдори андоз ба назироти андоз дар неҳии И.Сомони зарур аст.

Дорандаи шаҳодатномаи мазкур дар асоси шаҳодатномаи №001-855 «Г», ки аз 2 июни соли 2008 аз тарафи Вазорати Аҳлия дода шудааст, ҳамчун субъекти Ҷамъияти саҳомии хоҷагидор ширекта шудааст.

Бақайдгиранта:

Имзояи шахси мустақил:

[Handwritten signature]



Chairman

Hasan Asadilloev

President of the Republic of Tajikistan

TAX COMMITTEE
under THE GOVERNMENT OF REPUBLIC OF TAJIKISTAN

CERTIFICATE
About State registration

OPEN JOINT-STOCK COMPANY
"ORIENBANK"

Unitary identification number: 0210005107
Date of issue: 22 February 2010

This is to confirm that the legal entity has been assigned statistical codes and insurance identification number. Holder of this certificate is obliged to submit appropriate statistical and social insurance reports to correspondent government authorities and also tax reports to Tax inspection of I.Somon district.

Holder of this certificate based on Certificate №001-855 "G" issued on June 2, 2008 by the Ministry of Justice has been recognized as an economic entity.

Registrar _____ (signature)
Signature of responsible person _____ (signature and stamp)

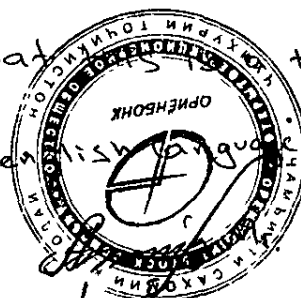
*Tax Committee under the Government of the Republic of Tajikistan,
Agency of organization of State registration of legal entities and
individual entrepreneurs,
Department of State registration in Dushanbe city*

0042619

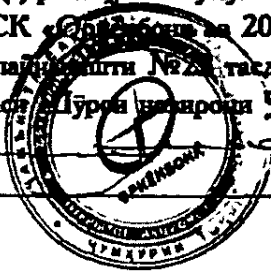
ШАНОВ ШУХРАТ SHUHRAT MAMAJANOV	
Тарҷумон - Переводчик - Translator	
Ўҳодатнома Свидетельство - Certificate	
РЯМ-БИН-UIN 0230040947	
ТАРҶУМА ДУРУСТ АСТ	
TRANSLATION IS CORRECT	
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of the original certificate in English language.

Chairman _____ Hasan Asodullozoda
Permanent Representative _____ Mr. Barhtiyor Oripov



Дар маҷалси умумии саҳмидорони
ҶСК «Ориёнбанк» на 20 июни соли 2009
бо рақами қарори №22 тасдиқ карда шудааст.
Ранс: Дӯри наҷрони ҶСК «Ориёнбанк»



Ш.М.Маанков



ОИННОМАИ
ҶАМЪИЯТИ САҲОМИИ КУШОДАИ
«ОРИЁНБОНК»

This is to certify that this is a copy of the original charter
of OJSC "Orien bank"

Chairman

Permanent Representative



copy of the original charter

Shahsan Asadullozoda

Bakhtiyor Oripov

Бо назардошти тағйироту иловаҳо мутобиқи қарори маҷлиси умумии саҳмиядорон аз 17 апрели соли 2010 (пайнавишти №23.)

1. МУҚАРРАРОТИ УМУМӢ

1.1. Ҷамъияти саҳомии кушодаи «Ориенбанк», ки минбаъд «Ориёнбанк» номида мешавад, ташкилоти қарзӣ буда, дар шакли Ҷамъияти саҳомии кушода 2 ноябри соли 1991 ташкил шудааст ва аз лаҳзаи қайди давлатӣ дар Вазорати адлия ва азнавбақайдгириаш дар Мақомоти андози Ҷумҳурии Тоҷикистон, шахси ҳуқуқӣ мебошад.

1.2. ҶСК «Ориенбанк» дар асоси шаҳодатномаи бақайдгирии давлатӣ дар Кумитаи андози назди Ҳукумати Ҷумҳурии Тоҷикистон ва мутобиқи моддаи 53 Кодекси граждании Ҷумҳурии Тоҷикистон дар асоси Оинномааш амал менамояд.

1.3. Бақайдгирии саҳмия ва вомбаргҳои Ориенбанк мувофиқи Қонуни Ҷумҳурии Тоҷикистон «Дар бораи қоғазҳои қиматнок ва биржаҳои фондӣ» дар Вазорати молияи Ҷумҳурии Тоҷикистон амалӣ мегардад.

1.4. Ориенбанк бе маҳдудсозии мӯҳлат таъсис дода шуда, ўҳдадорихоеро барои ҷаъолият ба зимма дорад, ки қонунгузори Ҷумҳурии Тоҷикистон пешбинӣ кардааст.

1.5. Номи фирмавии пурраи расмӣ Ориенбанк:

- бо забони тоҷикӣ: Ҷамъияти саҳомии кушодаи «Ориенбанк»,
- бо забони русӣ: Открытое акционерное общество «Ориенбанк»;
- бо забони англисӣ: Open Joint – Stock Company «Orientbank».

1.6. Номи фирмавии кӯтоҳкардашудаи расмӣ Ориёнбанк:

- бо забони тоҷикӣ: ҶСК «Ориенбанк»;
- бо забони русӣ: ОАО «Ориёнбанк»,
- бо забони англисӣ: OJSC «Orientbank».

1.7. Ориенбанк ба низоми ягонаи ташкилотҳои қарзӣ (кредитӣ) Ҷумҳурии Тоҷикистон дохил мешавад. Ҷаъолияти бонкии ҳудуди мутобиқи Конститутсияи Ҷумҳурии Тоҷикистон, Кодекси граждании Ҷумҳурии Тоҷикистон, Қонунҳои Ҷумҳурии Тоҷикистон «Дар бораи Бонки миллии Тоҷикистон», «Дар бораи ҷаъолияти бонкӣ», «Дар бораи ҷамъиятҳои саҳомӣ» ва дигар санадҳои меъёрии ҳуқуқӣ Ҷумҳурии Тоҷикистон, Бонки миллии Тоҷикистон, санадҳои ҳуқуқӣ байналмиллалӣ, ки Тоҷикистон онҳоро эътироф намудааст, инчунин оинномаи мазкур амалӣ мегардонад.

1.8. Мақсади асосии Ориёнбанк гирифтани фонда ба воситаи ҷалб кардани амонату пасандозҳо, захираҳои пулии мизочон ва дигар сарчашмаҳо, ҷойгирнамоии самараноки онҳо ба мӯҳлати муайян бо шартҳои бозгардонӣ, таъминнокӣ, судбахш, ҳисоббаробаркунии байни мизочон бо супориши онҳо, додани қарз, кушодану пешбурди суратҳисобҳои бонкӣ ба дастовардани даромад аз хизматрасонӣ, мебошад.

1.9. Ориёнбанк» ҷаъолияти ҳудуди дар асоси иҷозатномаи Бонки миллии Тоҷикистон ва иҷозатнома барои ҷаъолияте, ки Қонуни Ҷумҳурии Тоҷикистон «Дар бораи иҷозатномадиҳӣ ба баъзе намудҳои ҷаъолият» муқаррар кардааст, дар доираи Қонуни Ҷумҳурии Тоҷикистон «Дар бораи ҷаъолияти бонкӣ» амалӣ менамояд.

1.10. Ориёнбанк дорои молу мулки алоҳида буда, ҳуқуқ дорад мутобиқи моддаи 33 Қонуни Ҷумҳурии Тоҷикистон «Дар бораи ҷаъолияти бонкӣ» аз номи худ

ҳуқуқҳои молу мулкӣ ва шахсии ғайримолумулкиро ба даст орад, уҳдадорӣ гирад, дар суд даъвогар ва ҷавобгар бошад ва бо тартиби муқарраргардида дар ҳудуди Ҷумҳурии Тоҷикистон ва берун аз он дар бонкҳо суратҳисобҳои бонкӣ кушояд

1.11. Ориёнбонк моликият ва даромадҳои бадастовардаи худро мувофиқи мақсаду вазифаҳои соҳибӣ, истифода ва ихтиёрдорӣ мекунад. Захираҳои пулӣ ва дигар амволи қиматноки Ориёнбонк фақат дар асоси ҳукми қувваи қонунӣ пайдокардаи суд мусодира карда мешавад

1.12. Ориёнбонк дорои мӯҳри мудаваар бо зикри номи пурраи Ориёнбонк ба забони давлатӣ ва бо дигар забонҳо, мӯҳр (штамп), тамға, нишони хусусӣ, бланкаҳои бо зикри номи худ, ва дигар воситаҳои тасвирии шинохтанида мебошад.

1.13. Ориёнбонк аз рӯи уҳдадориҳои худ бо тамоми молу мулкӣ марбутааш ҷавобгар мебошад.

1.14. Ориёнбонк аз рӯи уҳдадориҳои саҳмиядорони худ ҷавобгар намебошад.

1.15. Саҳмиядорон аз рӯи уҳдадориҳои Ориёнбонк ҷавобгар нестанд ва вобаста ба фаъолияти Ориёнбонк дар ҳудуди арзиши саҳмияҳои пардохтшуда ва пурра пардохтнашудаи худ, дар доираи уҳдадориҳои Ориёнбонк оид ба арзиши пардохтнашудаи саҳмияҳояшон дорои масъулияти муштарак мебошанд.

1.16. Ориёнбонк аз рӯи уҳдадориҳои давлат ва давлат аз рӯи уҳдадориҳои Ориёнбонк ҷавобгар намебошанд, ба истиснои ҳолатҳое, ки агар онҳо чунин уҳдадориҳоро қабул карда бошанд

Ориёнбонк аз рӯи уҳдадориҳои Бонки миллии Тоҷикистон ва Бонки миллии Тоҷикистон аз рӯи уҳдадориҳои Ориёнбонк ҷавобгар намебошанд, ба истиснои ҳолатҳое, ки агар онҳо чунин уҳдадориҳоро қабул карда бошанд

1.17. Мақомоти ҳокимияти давлатӣ ҳуқуқ надоранд ба фаъолияти Ориёнбонк даҳлат кунанд. Барои таъсиси филиал ё намоёндагии Ориёнбонк дар Ҷумҳурии Тоҷикистон ва таъини кормандони роҳбарикунандаи онҳо розигии мақомоти иҷроияи маҳаллии ҳокимияти давлатӣ талаб карда намешавад.

1.18. Ориёнбонк аз рӯи шартномаи махсуси дар асоси озмун басташуда метавонад супоришҳои ҷудогонаи Ҳукумати Ҷумҳурии Тоҷикистон ва мақомоти давлатиро иҷро кунад, бо маблағҳои буҷетҳои ҷумҳуриявӣ ва маҳаллӣ амалиёт ва ҳисоббаробаркуниҳо гузаронад

1.19. Тафтиши фаъолияти Ориёнбонк аз тарафи аудиторҳои бонуфузи байналмилалӣ, ватанӣ, Бонки миллии Тоҷикистон, комиссияи тафтишотӣ ва аудиторҳои дохилибонкӣ дар доираи тартиби муқаррарнамудаи қонун гузаронида мешавад

1.20. Мақомоти андоз метавонад Ориёнбонкро фақат аз рӯи масоили пардохти андоз аз фаъолияти бонкӣ назорат намояд.

1.21. Мақомоти дигари давлатӣ наметавонанд фаъолияти Ориёнбонкро санҷад. Муносибати байни онҳо ва Ориёнбонк ба тартибе, ки моддаи 48 Қонуни Ҷумҳурии Тоҷикистон «Дар бораи фаъолияти бонкӣ» муқаррар кардааст, сурат мегирад

1.22. Ориёнбонк ҳуқуқ дорад, мустақилона сармоягузорино бо роҳи хариди саҳмияҳо, вомбаргҳои ба сармоя алоқаманд ва ҳар гуна қоғазҳои қиматноки дигар ба

андозаи то даҳ фоизи сармояи танзимшавандааш ва зиёда ба андозаи даҳ фоизи сармояи танзимшавандааш бо розигии хаттии Бонки миллии Тоҷикистон анҷом диҳад.

1.23.. Забони расмие, ки дар фаъолияти Ориентбанк истифода мегардад, забони тоҷикӣ мебошад. Коргузори, сабтҳо, пайнавиштҳо ва ҳисоботҳое, ки Ориентбанк таҳлил ва ҷамъбаст менамояд, бо ҳамин забон сурат мегирад.

Оинномаи мазкур мувофиқи қонунгузори Ҷумҳурии Тоҷикистон ва санадҳои меъерии Бонки миллии Тоҷикистон таҳия шудааст ва мутобиқи онҳо шарҳу эзоҳ дода мешавад.

1.24. Маҳалли воқеъгардии Ориентбанк: Ҷумҳурии Тоҷикистон, шаҳри Душанбе, хиёбони Рудаки 95/1.

II. АМАЛИЁТҲОИ БОНКИИ ОРИЕНБОНК

2.1 Ориентбанк мутобиқи моддаи 3-и Қонуни ҶТ «Дар бораи фаъолияти бонкӣ» ва иҷозатномаи Бонки миллии Тоҷикистон метавонад намудҳои зерини амалиётҳои бонкӣ ва дигар аҳдҳоро анҷом диҳад:

1 Амалиёти бонкӣ.

- ҷалби амонат ва пасандозҳо;
- додани қарзҳо (кредитҳо) (таъминшуда ва таъминнашуда), аз ҷумла:
 - а) қарзҳои (кредитҳои) истеъмоли, ипотека ва байнибонкӣ;
 - б) факторинг;
 - в) маблағгузориҳои аҳдҳои тиҷоратӣ, аз ҷумла форфейтинг;
- кушодан ва пешбурди суратҳисобҳои бонкӣ,
- хариду фурӯши воситаҳои зерин барои худ ё муштариен:
 - а) воситаҳои бозори пулӣ (аз ҷумла: чекҳо, векселҳо, уҳдадоринамоҳо ва сертификатҳои амонатӣ);
 - б) асъори хориҷӣ;
 - в) воситаҳои қурбӣ ва меъёри фоизӣ;
 - г) саҳмияҳо ва дигар қоғазҳои қиматноки интиқолшаванда;
 - г) қарордодҳои форвардӣ, созишномаи своп, фьючерс, опсион ва дигар ҳосилаҳое, ки ба асъор, саҳмияҳо, вомбаргҳо, металл сангҳои қиматбаҳо ё қурбӯ меъерҳои фоизӣ дахл доранд;
- додани кафолат, баҳисобгирии уҳдадориҳои шартӣ, аз ҷумла кафолатҳо ва эътиборномаҳо (аккредитивҳо) барои худ ва муштариен;
- хизматрасонии клирингӣ, ҳисоббаробаркунӣ ва интиқоли марбут ба воситаҳои пулӣ, қоғазҳои қиматнок, супоришномаҳои пардохт ва воситаҳои дигари пардохт (аз ҷумла: чекҳо, қортҳои пардохтии кредитӣ, дебетӣ ва ғайра, чекҳои сафарӣ, векселҳо, интиқолҳои электронӣ, дебет ва кредитҳои қаблан иҷозатшуда);
- миенаравӣ дар бозори пулӣ;
- амалиёти сейфӣ, нигоҳдорӣ ва идоракунии дорониҳо (пул, қоғазҳои қиматнок, металлҳо, ҷавохирот ва ғайра),
- хизматрасонии амалиёти ба боварӣ асосефта (идоракунии маблағҳои пулӣ, қоғазҳои қиматнок ва ғайра ба манфиати боварикуанда ва дар асоси супориши он),

- ҳар гуна амалиёти дигаре, ки аз амалиёти дар моддаи мазкур зикршуда бармеоянд ва бо санадҳои меъерӣ-ҳуқуқии Бонки миллии Тоҷикистон пешбинӣ шудаанд;

- амалиёти кассавӣ, қабул намудан, аз нав ҳисоб кардан, иваз намудан, бастан ва нигоҳ доштани пулҳои қоғазӣ ва тангаҳо;

- қабул намудан (инкассатсия) ва фиристодани пулҳои қоғазӣ, тангаҳо ва ашёи қимматбаҳо,

2.2 Тартиби гузаронидани амалиёте, ки дар қисми 1 моддаи мазкур номбар шудаанд, бо санадҳои меъерии ҳуқуқии Бонки миллии Тоҷикистон муқаррар карда мешавад

2.3. Ориентбанк, ғайр аз амалиёти бонкии дар қисми 1 моддаи мазкур номбаршуда, ҳуқуқ доранд аҳдҳои зеринро ба амал бароранд.

-додани замонат, ки иҷрои уҳдадориҳои пулиро дар назди шахси сеюм пешбини менамояд,

-иҷораи молиявӣ (лизинг);

-амалиёт бо металл сангҳои қиматбаҳо мутобиқи қонунгузорӣ;

-хизматрасонӣ ба сифати агенти молиявӣ;

-хизматрасонӣ ба сифати мушовир ё маслиҳатгари молиявӣ;

-хизматрасонии иттилоотии молиявӣ ва қарзӣ (кредитӣ)

2.4.Машғул шудани Ориентбанк ба фаъолияти истеҳсоли, савдо ва бевосита ба фаъолияти сугурта манъ аст.

2.5 Ориентбанк бо мақсади сари вақт баргардондани қарзҳо, шаклҳои таъминнокии гарав, кафолат замонат, бо боварӣ ва дигар намудҳои уҳдадориҳои, ки дар таҷрибаи бонкҳои ҷаҳонӣ қабул карда шудааст, истифода мебарад.

2.6 Захираҳои қарзии Ориентбанк аз ҳисоби захираҳои хусусӣ, захираҳои Бонки миллии Тоҷикистон, дигар бонкҳои ватанӣ ва хориҷӣ, амонатҳо ва пасандозҳои шахсонӣ ҳуқуқӣ ва воқеӣ, фондаи софи тақсимаишудаи солони Ориентбанк ва дигар воситаҳои пулӣ аз ҳисоби маблағгузории ҷалб кардашудаи ватанӣ ва хориҷӣ, ташаккул меебад

III. САРМОЯИ ОИННОМАВИИ ОРИЕНБОНК

3.1.Сармоияи оинномавии Ориентбанк аз ҳисоби маблағи пардохтнамудаи фуруши саҳмияҳои бонк бо пули миллии ташаккул меёбад.

3.2. Сармоияи оинномавии Ориентбанк андозаи минималии молу мулк, ки манфиати кредиторонро кафолат медиҳад, муайян мекунад.

3.3 Ориентбанк метавонад бо роҳи зиёд кардани арзиши номиналии саҳмияҳо аз ҳисоби маблағи пулӣ, аз ҳисоби молу мулки Ориентбанк ё баровардани саҳмияҳои иловагӣ, сармоияи оинномавиашро бо назардошти пурра пардохт шудани сармоияи эълоншуда, зиёд кунад, дар ҳолатҳои пешбининамудаи Қонун бо роҳи кам кардани арзиши номиналии саҳмияҳо, кам кардани миқдори умумии онҳо ё дар ҳолатҳои пешбининамудаи Қонун бо роҳи ба даст овардани қисми саҳмияҳо кам кунад.

Саҳмияҳои иловагӣ танҳо дар доираи миқдори саҳмияҳои эълоншуда, ки оинномаи мазкур муқаррар намудааст, паҳн карда мешаванд. Арзиши номиналии ҳамаи саҳмияҳои Ориентбанк баробар ҳастанд.

3.4. Ориентбанк тибқи ҳаҷм ва тартиби пешбининамудаи Маҷлиси умумии саҳмидорон сармоияи худии Ориентбанкро метавонад аз ҳисоби фондаи соф ва

фондҳои захиравии мазкур ташкил намояд:

- а) умумӣ ва ҳолатҳои ғайриҷашмдошт;
- б) зарарҳои имконпазир - амонатҳои дар бонкҳои барҳамдодашуда (қисман аз ҳисоби захираҳои умумӣ);
- в) аз нав баҳодиҳии молу мулк;
- г) аз нав баҳодиҳии асъори хориҷӣ,
- д) фоидаи тақсимнашудаи солҳои гузашта,
- е) ҷуброни талафоти эҳтимоли аз рӯи қарзҳои Ориёнбонк, дар асоси санадҳои меъерии Бонки миллии Тоҷикистон;
- ж) махсуси саҳмиядоргардонии кормандони Ориёнбонк;

3.5. Бо мақсади баланд бардоштани қудрати пардохтпазирии Ориёнбонк ва иҷрои талаботи Бонки миллии Тоҷикистон оиди меъерҳои иқтисодӣ, сармояи оинномавӣ, фондҳои захиравӣ, асъорӣ ва дигар фондҳо дар Ориёнбонк нигоҳ дошта мешавад.

3.6. Сармояи оинномавии Ориёнбонк 300 000 000 (сесад миллион) сомони ро ташкил медиҳад, ва ба 3 000 000 (се миллион) саҳмия тақсим шудааст. Арзиши номиналии ҳар як Саҳмия 100 (сад) сомонӣ мебошад.

IV. САҲМИЯҲОИ ОРИЁНБОНК

4.1. Барориши саҳмияҳо ва паҳн намудани саҳмияҳои Ориёнбонк бо тартибе, ки Қонунҳои Ҷумҳурии Тоҷикистон «Дар бораи ҷамъиятҳои саҳомӣ» ва «Дар бораи коғазҳои қимматнок ва биржаҳои фондӣ» муайян намудааст, дар ҳаҷми сармояи оинномавии Ориёнбонк ба амал бароварда мешавад.

4.2. Арзиши номиналии саҳмияҳо бо пули миллии муайян мегардад ва барои ҳамаи барориш саҳмияҳои Ориёнбонк ягона мебошад.

4.3. Ориёнбонк саҳмияҳои оддӣ мебарорад. Саҳмияҳои Ориёнбонк тақсимпазир мебошанд. Агар як саҳмия ба якчанд шахсони ҳуқуқӣ ва воқеӣ таалуқ дошта бошад, ҳамаи он шахсон дар муносибат ба Ориёнбонк соҳиби як саҳмия дониста мешаванд ва ҳуқуқи овоздиҳӣ дар Маҷлиси умумии саҳмиядорон тибқи салоҳияти онҳо аз ҷониби яке аз иштирокчиёни моликияти умумии саҳмӣ ё намоёндаи умумии онҳо анҷом дода мешавад. Ваколатҳои ҳар яке аз шахси зикршуда бояд ба таври дахлдор ба расмият дароварда шавад.

4.4. Саҳмияи оддӣ ба ҳар як саҳмиядор ҳуқуқҳои баробарро фароҳам оварда, ҳуқуқи иштирок дар Маҷлиси умумии саҳмиядорон ҳангоми ҳалли ҳамаи масъалаҳои барои овоздиҳӣ пешниҳодшуда ва гирифтани суди саҳмияҳо, медиҳад.

4.5. Як саҳмияи оддӣ ба як овоз ҳуқуқ дорад.

4.6. Ориёнбонк метавонад бо тартиби муқаррарнамудаи қонунгузори Ҷумҳурии Тоҷикистон дар бораи коғазҳои қимматнок вомбаргҳо паҳн кунад.

4.7. Вомбаргҳо аз ҷониби Ориёнбонк бо қарори Шӯрои нозирони Ориёнбонк ва вомбаргҳои ба саҳмияҳо табдилшаванда бо қарори Маҷлиси умумии саҳмиядорон паҳн карда мешаванд. Вомбаргҳо дорои арзиши номиналӣ мебошанд. Паҳн кардани вомбаргҳо аз ҷониби Ориёнбонк баъди пурра пардохтани сармояи оинномавии он амалӣ мешавад. Вомбаргҳо бо қарори барориши онҳо ба пул фурухта ё ба дигар молумулк иваз карда мешаванд.

4.8. Саҳмияҳое, ки ҳуқуқи моликияти онҳо ба Ориёнбонк гузаштааст, инчунин саҳмия то лаҳзаи пардохти пурраи он ҳуқуқи овозро надоранд, ҳангоми овоздиҳӣ ба

ҳисоб гирифта намешаванд ва вобаста ба онҳо суди саҳмияҳо ҳисоб карда намешавад.

4.9. Арзиши саҳмияҳои иловагӣ, ки тавассути обуна паҳн карда мешаванд, метавонанд бо пул, коғазҳои қимматнок, дигар молу мулк ё ҳуқуқҳои молумулкӣ ё дигар ҳуқуқҳои дорон арзиши пулӣ пардохта шаванд. Шакли пардохти арзиши саҳмияҳои иловагӣ, тибқи қарор дар бораи паҳн кардани онҳо муайян мегардад. Пардохти саҳмияҳои иловагии Ориенбанк, ки тавассути обуна паҳн карда шудаанд, аз рӯи нархи муайяннамудаи Маҷлиси умумии саҳмиядорон на камтар аз арзиши номиналии онҳо пардохта мешавад.

4.10. Нархи (арзиши пулии) молу мулк, инчунин нархи харид ва паҳн кардани саҳмияҳои Ориенбанк бо қарори Шӯрои нозирон бо назардошти арзиши бозорӣ муайян карда шавад.

4.11. Саҳмияҳои оддӣ, ки беш аз 25 фоизи саҳмияҳои оддии қаблан паҳнкардари ташкил медиҳанд, танҳо бо қарори Маҷлиси умумии саҳмиядорон, ки бо аксарияти аз чор се ҳиссаи овози соҳибони саҳмияҳои овоздор дар Маҷлиси умумии саҳмиядорон иштирокдошта қабул карда шудааст, паҳн карда мешаванд.

4.12. Бо қарори Маҷлиси умумии саҳмиядорон Ориенбанк метавонад саҳмияҳои паҳнкарда ё эълоннамудаи худро вобаста ба намуди дахлдор муттаҳид созад, ки дар натиҷаи он ду ё бештар саҳмияи Ориенбанк ба як саҳмияи нави ҳамон намуди Ориенбанк табдил дода мешавад, ё ки саҳмияҳои паҳнкардаи худро тақсим намояд, ки дар натиҷаи он як саҳмияи Ориенбанк ба ду ё бештар саҳмияи ҳамон намуди Ориенбанк табдил дода мешавад. Ориенбанк бепул як сертификат барои ҳамаи саҳмияҳои ба саҳмиядор таалуқдошта медиҳад.

4.13. Сертификати саҳмия шаҳодатномаи ҳуқуқи моликии шахси дар он зикрефта ба миқдори муайяни саҳмияҳои Ориенбанк мебошад. Дар ҳолати гум шудани сертификат, дар асоси аризаи саҳмдор ба ӯ сертификати нав дода мешавад. Барои гирифтани нусхаи дуюми сертификат саҳмиядор бояд маблағи муайяноро, ки Ориенбанк муқаррар кардааст, пардохт намояд.

4.14. Ориенбанк ҳар сол як маротиба оид ба пардохти суди саҳмияҳо аз рӯи саҳмияҳои паҳнкардашуда қарор қабул мекунад.

4.15. Суди саҳмияҳо аз фоидаи софи Ориенбанк бо пули милли аз ҳисоби фонди махсуси барои ҳамин мақсад ташаккулефтаи Ориенбанк пардохта шавад.

4.16. Қарор дар мавриди пардохти суди саҳмияҳои солона аз ҷониби Маҷлиси умумии саҳмиядорон қабул карда мешавад. Маблағи суди саҳмия аз андозаи тавсиянамудаи Шӯрои нозирон Ориенбанк зиёд буда наметавонад.

4.17. Мӯҳлати пардохти суди саҳмияҳо тибқи қарори Маҷлиси умумии саҳмиядорон саҳмияҳо муайян карда мешавад. Рӯйхати шахсоне, ки барои гирифтани суди саҳмияҳо ҳуқуқ доранд, дар санаи таҳияи рӯйхати шахсоне, ки барои иштирок дар Маҷлиси умумии саҳмиядорон ҳуқуқ доранд, тартиб дода мешавад.

4.18. Суди саҳмия барои пардохт аз рӯи саҳмияҳои пешбинишуда, бо хоҳиши саҳмиядорон бо пули нақд бо роҳи гузаронидан бо таври ғайринақдӣ, бо ягон тарзи дигари барои саҳмиядор қулай ба онҳо дода мешавад, ё худ барои харидани саҳмияи нав равон карда мешавад.

V. ҲУҚУҚ ВА ВАЗИФАҲОИ САҲМИЯДОРОН

5.1 Ҳуқуқҳои зерини саҳмиядоронро саҳмия муайян менамояд:

- барои гирифтани суди (дивиденди) саҳмия агар саҳмияҳоро на дертар аз 1 моҳ ва вомбаргҳоро на камтар аз 10 рӯз то тамом шудани соли молиявӣ харида бошанд;
- иштирок дар идораи ҷамъияти саҳомӣ, агар Қонуни Ҷумҳурии Тоҷикистон «Дар бораи ҷамъиятҳои саҳомӣ» тартиби дигареро пешбинӣ накарда бошад;
- ба як қисми молу мулкӣ ҷамъияти саҳомӣ, ки баъди барҳамдиҳӣ боқӣ мондааст.
- фуруҳтан, васият намудан ё бо ягон тарзи дигар бегона кардани ҳамаи саҳмияҳо ё як қисми пурра пардохтгаридан худро ба шахсони ҳуқуқӣ ё воқеӣ,
- гирифтани маълумот оиди фаъолияти Ориенбанк, шинос шудан ба санадҳои ҳисобдорӣ ва дигар ҳуҷҷатҳо,

Арзиши номиналии саҳмияҳо бо пули миллии муайян мегардад ва агар дар қонунгузорӣ тартиби дигаре пешбинӣ нашуда бошад, бояд барои ҳамаи барориши саҳмияҳо ҷамъияти саҳомӣ ягона бошад.

Ҷамъияти саҳомӣ ҳуқуқ дорад саҳмияҳои номӣ ва манзурӣ барорад. Ҷамъияти саҳомӣ саҳмияҳоро дар шакли ҳуҷҷатӣ ва ғайриҳуҷҷатӣ мебарорад.

5.2. Саҳмиядороне, ки дар маҷмӯъ соҳиби на камтар аз 2 фоизи саҳмияҳои овоздор мебошанд, ҳуқуқ доранд ба рӯзномаи Маҷлиси солони умумии саҳмиядорон маъсала дохил намоянд ва номзадҳоро ба Шӯрои нозирони Ориенбанк, мақоми иҷроия-Раесат, Комиссияи тафтишотӣ ва комиссияи баҳисобгирӣ, инчунин ба мансаби мақоми идора пешниҳод кунанд. Чунин пешниҳодот бояд дар муҳлати на дертар аз 30 рӯзи баъди ба анҷом расидани соли молиявӣ ворид шавад.

5.3. Бо талаби саҳмиядор Ориенбанк дар муҳлати қобили қабул ба онҳо имконияти шиносоиро бо Оинномаи Ориенбанк, аз ҷумла бо тағйири иловаҳо фароҳам меорад.

5.4. Саҳмиядорон вазифадоранд:

- муқаррароти санадҳои таъсиси Ориенбанк, аз ҷумла Оиннома ва ҳар гуна санадҳои дигарро, ки фаъолияти Ориенбанкро ба танзим мебардоранд, риоя намоянд;
- маълумоти махфии фаъолияти Ориенбанкро, ки онҳо пас аз саҳмиядори Ориенбанк шуданашон гирифтаанд, ифшо насозанд;
- ўҳдадорҳои ба тартиби муқарраршуда нисбат ба Ориенбанк, ба зиммаи худ гирифтаашонро, ки қонунгузори Ҷумҳурии Тоҷикистон ва қарорҳои Маҷлиси умумии саҳмиядорони Ориенбанк вогузор намудаанд, иҷро кунанд;
- ба Ориенбанк дар бобати ноил гаштан ба мақсадҳои оинномавӣ мусоидат намоянд,
- аз амалҳое, ки ба Ориенбанк зиён оварданд, худдорӣ кунанд.

5.5. Дар ҳолати қатъи фаъолияти саҳмиядор - шахси ҳуқуқӣ ё вафот кардани саҳмиядор - шахси воқеӣ, ҳуқуқи вазифаҳои марбут ба саҳмиядории Ориенбанк ба ворисони ҳуқуқӣ (ворисон)-и онҳо мегузарад.

VI. ФЕХРИСТ ВА ТАРТИБИ БАҚАЙДГИРИИ САҲМИЯДОРОН

6.1. Феҳристи саҳмиядорони Ориенбанк мутобиқи моддаи 41 Қонуни ҶТ «Дар бораи ҷамъиятҳои саҳомӣ» аз ҷониби дорандаи феҳрист пеш бурда мешавад.

6.2. Шахси дар феҳристи саҳмиядорони Ориенбанк ба қайд гирифташуда вазифадор аст дар муҳлати 5 рӯз ба дорандаи феҳрист дар бораи тағйир ёфтани маълумоти худ, иттилоъ диҳад. Дар мавриди пешниҳод накардани иттилоот оид ба тағйирот дар бораи маълумоти худ - маҳалли воқеъгардӣ ё маҳалли истиқомат ва

дигар мушаххасот, дорандаи феҳрист барои зарари вобаста ба ин амал расонидашуда масъулият надорад.

6.3. Ориенбанк бо талаби саҳмиядор е дорандаи номиналии саҳмияҳо вазифадор аст ҳуқуқи ўро ба саҳмияҳо бо додани нусхаи сабт аз феҳристи саҳмиядорони Ориенбанк, ки когази қиматнок намебошад, тасдиқ намояд.

6.4. Бақайдгирии саҳмиядор бо гузоштани қайди дахлдор дар рўйхат ҳамоҳанг мегардад

VII. ТАЪМИНИ МАНФИАТҲОИ МИЗОҶОН

7.1. Муносибати Ориенбанк бо мизоҷонаш ва дигар субъектҳои воқеию ҳуқуқӣ дар асоси шартнома сурат мегирад

7.2. Ориенбанк беосеб нигоҳ доштани маблағҳои пулӣ ва дороиҳои дигареро, ки мизоҷону муросилон ба ихтиери вай супоридаанд, таъмин менамояд. Беосеб нигоҳ доштани онҳоро бо ҳамаи амволи манқул ва ғайриманқул, фонду захираҳои пулии Ориенбанк, ки мутобиқи қонунгузории бонкӣ ва ин Оиннома ташкил шудаанд ва ҳамаҷунин, бо чораҳои таъмини устувории вазъи молиявии Ориенбанк амалӣ карда мешаванд, кафолат медиҳад

7.3. Ориенбанк барои сари вақт ва пурра иҷро намудани ўҳдадориҳои ба зиммаи худ гирифтаашро бо роҳи танзими сохтори тавозуни худ, мутобиқи меъёрҳои ҳатмин муқарраршудаи Бонки миллии Тоҷикистон чораҳо мебинад.

7.4. Ориенбанк махфӣ нигоҳ доштани сирри амалиёт, ҳисобҳо ва амонатҳои мизоҷону муросилони худро кафолат медиҳад. Маълумот дар бораи фаъолият ва ҳолати молиявии муштарӣ, ки ба Ориенбанк ҳангоми хизматрасонӣ ва муносибат бо муштарӣ ё бо шахси сеюм маълум шудааст ва ошкор кардани он мумкин аст ба муштарӣ зиёни моддӣ ё маънавӣ расонад, сирри бонкӣ мебошад.

7.5. Маълумотҳои дорои сирри бонкӣ дошта аз тарафи Ориенбанк бо риояи талаботи моддаи 48 Қонуни Ҷумҳурии Тоҷикистон «Дар бораи фаъолияти бонкӣ» дода мешаванд. Аз он ҷумла:

-дар бораи мавҷудияти суратҳисобҳои бонкӣ, соҳибони онҳо, дар бораи маблағҳои пулии дар онҳо мавҷуда ва амалиёти бо ин суратҳисобҳо иҷрошавандаи муштариен,

-дар бораи интиқоли маблағҳои пулӣ аз тарафи шахсони воқеӣ ба кушодани суратҳисоб ва дар бораи фиристонандагони (гирандагони) онҳо;

-дар бораи маблағҳои пулӣ ва ашёи қиматбаҳои муштарӣ, ки дар Ориенбанк нигоҳ дошта мешаванд

7.6. Маълумоте, ки ба сирри бонкӣ мансуб мебошад, танҳо ба шахсони зерин дода мешавад:

-ба соҳиби суратҳисоби бонкӣ ва соҳиби ашёи қиматбаҳо ё намояндаи онҳо,

-ба фиристонандагон ва гирандагони интиқолҳои пулӣ;

-ба Бонки миллии Тоҷикистон бо талаби он;

-ба судҳо дар асоси таъиноти суд;

-ба Бюрои таърихи қарз (кредит) мутобиқи Қонуни Ҷумҳурии Тоҷикистон «Дар бораи таърихи қарз (кредит)»;

-ба мақомоти таҳқиқ ва тафтишоти пешакӣ аз рӯи парвандаҳои ҷиноятии дар истеҳсолоташон қарордошта нисбат ба муштариёни Ориенбанк, дар сурате ки агар маблағҳои пулии дар суратҳисоби бонкӣ мавҷудбуда, маблағҳои пулӣ ва ашёи

қиматбаҳои муштариен, ки дар Ориенбанк нигоҳ дошта мешаванд, мумкин аст ҳабс, мусодира ё ситонида шаванд - дар асоси қарори таҳқиқкунанда ё муфаттиш, ки мувофиқан аз тарафи Прокурори генералии Ҷумҳурии Тоҷикистон, прокурорҳои вилоят, шаҳр ва ноҳия тасдиқ шудааст,

-ба мақомоти андоз аз рӯи масъалаҳои пардохти андози шахсони ҳуқуқӣ дар асоси мактуби роҳбари мақоми андоз бо пешниҳоди нусхаи фармони мақоми андоз оид ба санҷиши онҳо, агар ин бо Кодекси андози Ҷумҳурии Тоҷикистон пешбинӣ шуда бошад.

Муқаррароти мазкур дар ҳолати бо сабабҳои гуногун қатъ гардидани муносибатҳо байни муштарӣ ва Ориенбанк низ эътибори худро гум намеkunанд

7.7. Маълумот дар бораи сирри бонкӣ дар сурати вафоти муштарӣ дода мешавад:

-ба шахсоне, ки аз тарафи муштарӣ дар васиятнома зикр шудаанд;

-ба судҳо, идораҳои нотариалӣ ва муассисаҳои консулгарии хориҷӣ аз рӯи парвандаҳои меросии муштарии фавтида.

7.8 Ифшои сирри бонкӣ бе риояи тартиби муқарраршуда манъ аст, агар Қонуни мазкур ҳолатҳои дигарро пешбинӣ накарда бошад

Барои ғайриқонунии ошкор намудани сирри бонкӣ шахсони гунаҳкор бо тартиби муқаррарнамудаи қонунгузори Ҷумҳурии Тоҷикистон ба ҷавобгарӣ кашида мешаванд.

7.9 Ориенбанк бо мақсади таъмини амнияти молу мулк ва сирри бонкӣ ҳуқуқдоранд ҳадамоти махсуси худро таъсис диҳад ва бо тартиби муқаррарнамудаи Қонуни Ҷумҳурии Тоҷикистон «Дар бораи яроқ» яроқ ва воситаҳои зарурии техниро дастрас намуда истифода барад.

7.10 Маблағҳои пулии дар суратҳисобҳои бонкӣ ё маблағҳои пулӣ ва дороиҳои дигари дар Ориенбанк нигоҳдошташаванда дар асоси қарори суд, инчунин қарори мақомоти таҳқиқ ё тафтишоти пешакӣ, ки онро прокурор тасдиқ кардааст, ҳабс карда мешаванд

Ҳангоми ҳабс намудани маблағҳои пулии дар суратҳисобҳои бонкӣ буда, Ориенбанк фавран амалиёти додани онро дар доираи маблағе, ки ҳабс карда шудааст, қатъ мекунад

Ҳангоми ҳабс намудани ашеи қиматбаҳои дигаре, ки дар Ориенбанк нигоҳ дошта мешаванд, Ориенбанк додани онҳоро ба соҳибонаш қатъ менамояд.

7.11. Аз ҷониби кормандони роҳбарикунанда, кормандон ва намоёндагони амалкунанда ё собиқи Ориенбанк пешниҳод намудани сирри бонкӣ ба шахсони сеюм, ошкор кардан ё додани имконият барои таҳлили он манъ аст, ба истиснои ҳолатҳое, ки Қонуни Ҷумҳурии Тоҷикистон «Дар бораи фаъолияти бонкӣ» пешбинӣ кардааст.

Маҳдудият ҳамчунин ба кормандон ва нозирони Бонки миллии Тоҷикистон ва шахсоне, ки аз ҷониби он барои санҷиш мутобиқ Қонун таъин гардидаанд, инчунин ба онҳое, ки чунин иттилоот ё маълумотро бо тақозои касб, вазифа ё фаъолияти худ мустақиман ё ғайримустақим таҳқиқ менамоянд, тааллуқ дорад.

7.12. Маълумоти дар раванди фаъолияти Ориенбанк ҷамъоваришуда, ба даст овардашуда ва андӯхташуда, ҳамчунин иттилооти дигаре, ки дар Ориенбанк дар васоти коғазӣ магнитӣ ва навіҳои дигари ноқили маълумот қарор доранд ва аз ҷониби Раёсати Ориенбанк ба сирри тижоратӣ мутаалиқ доништа шудаанд, бе розигии

Раесати Ориенбанк е шахсони мансабдори дигари ваколатдор намудай раесат, набояд фурӯш, интиқол, нусхабардорӣ, тақсир, мубодила ва ба ҳар гуна шакли дигар паҳн ва теъдодашон зиёд карда шавад.

7.13. Ориенбанк ба мақомоти давлатӣ танҳо маълумотеро, ки барои пешбурди низоми умумидавлатии таҳлил, коркард ва ҷамбасти иттилооти иқтисодӣ заруранд, бо тартиби муқарраркардаи қонун пешниҳод менамояд.

Маълумоти вобаста ба коғазҳои қимматноки баровардаи худ, дар ҳаҷм, мӯҳлат ва ба тартиби муқаррарнамудай қонунгузории Ҷумҳурии Тоҷикистон нашр менамояд.

VIII. БАҲИСОБГИРӢ, ҲИФЗИ ҲУҶҶАТҲОИ ОРИЕНБОНК ВА ИТТИЛООТИ МАЪЛУМОТҲОИ ОРИЕНБОНК

8.1. Ориенбанк баҳисобгирии муҳосибавии худро пеш бурда, мутобиқи Қонуни Ҷумҳурии Тоҷикистон «Дар бораи фаъолияти бонкӣ» ва санадҳои меъерии ҳуқуқии Бонки миллии Тоҷикистон ҳисоботи молиявии худро пешниҳод ва ҷоп мекунад.

8.2. Натиҷаҳои фаъолияти Ориенбанк дар тавозунҳои ҳармоҳа, семоҳа ва солонан ҳисобдорӣ, дар ҳисоботи ғайбӣ зиён, ҳамчунин дар ҳисоботи солонан, ки ба Бонки миллии Тоҷикистон пешниҳод карда мешаванд, дар мӯҳлатҳои муқаррарнамудай он, инъикос мегардад.

8.3. Масъулияти ташкил, ҳолат ва саҳеҳии баҳисобгирии муҳосибавӣ дар Ориенбанк, саривақт пешниҳод намудани ҳисоботи солонан ва дигар ҳисоботи молиявӣ ба Бонки миллии Тоҷикистон ва дигар мақомоти дахлдор, инчунин маълумот оид ба фаъолияти Ориенбанк, ки барои саҳмдорон, кредиторон ва воситаҳои ахбори омма пешниҳод мегардад, ба зиммаи Раесати Ориенбанк гузошта мешавад. Саҳеҳии маълумоти ҳисоботи солонан бояд аз ҷониби Комиссияи тафтишотии Ориенбанк тасдиқ карда шавад.

8.4. Ориенбанк барои тафтиши ҳарсола ва тасдиқи ҳисоботи солонан молияваш мутобиқи моддаи 45 Қонуни Ҷумҳурии Тоҷикистон «Дар бораи фаъолияти бонкӣ» ва аз рӯи рӯйхати Бонки миллии Тоҷикистон, ташкилотҳои аудиториеро, ки дорон иҷозатномаи дахлдор, тахассус ва таҷрибаи кофӣи аудити ташкилоти қарзӣ (кредитӣ) буда, аудити тақидоти қарзиро (кредитиро) дар Ҷумҳурии Тоҷикистон гузаронида метавонанд ҷалб менамояд.

8.5. Ҳисоботи солонан Ориенбанк пешакӣ аз ҷониби Шӯрои нозирони Ориенбанк, дар давоми 30 рӯз то гузаронидани Маҷлиси умумии солонан саҳмиядорон ва баъдан аз тарафи Маҷлиси умумии саҳмиядорони Ориенбанк тасдиқ шуда дар матбуот ба ҷоп расонида мешаванд.

8.6. Соли амалиетии (молиявӣ) Ориенбанк 1 январ оғоз мегардад ва 31 декабр анҷом меёбад.

8.7. Даромади софи Ориенбанк баъди пардохтани андозҳо ба буҷа мувофиқи тартиби муқаррарнамудай Кодекси андози Ҷумҳурии Тоҷикистон ва гузаронидани маблағҳо ба фондҳо, мувофиқи стандарти байналхалқии баҳисобгирӣ (МСФО) дар ихтиёри Ориенбанк мемонад ва мувофиқи Қарори Маҷлиси умумии саҳмиядорони Ориенбанк, дар байни саҳмиядорон дар шакли суди саҳмияҳо, барои подоши хизмат ва ҳавасмандкунӣ дар байни кормандон ва бо дигар мақсадҳо бо намуди пули нақд е саҳмия тақсим карда мешавад.

8.8. Ба тартиби пешбининамудай қонунгузории Ҷумҳурии Тоҷикистон ҳуҷҷатҳои шахсии ҳайати кормандони Ориенбанк ба нигоҳдории давлатӣ супорида мешаванд. Таркиби ҳуҷҷатҳо ва мӯҳлати нигоҳдории онҳо мутобиқи феҳрист (номгӯи парвандаҳо) муайян карда мешаванд. Нобудсозии ҳуҷҷатҳо танҳо баъди гузаронидани тафтиши ба

итмом расидани мўҳлати меъёри ниғаҳдории онҳо ва дар асоси санадҳо аз ҳисоб хориҷ намудан, ки ба таври зарурӣ таҳия ва мувофиқат шудаанд, роҳ дода мешавад

Ориенбанк ҳуҷҷатҳо ва сабтҳои зеринро аз рӯи ҳар як аҳд ба мўҳлати на кам аз панҷ сол нигоҳ медоранд:

- маълумоти мушаххасшуда оид ба муштарӣ;
- дархост ва ҳамаи ҳуҷҷатҳо оид ба аҳдҳо (аз ҷумла, созишномаҳои қарз ва кафолатҳои таъминшуда) ва қарорҳои ташкилоти қарзӣ (кредитӣ) дар бораи маъқул донишони онҳо;
- сабти аҳдҳо бо шарикон (аз ҷумла, кредитор, дебитор ва кафилон) ва ҳар гуна гувоҳиномаҳои дигари ҳуҷҷатӣ, ки барои маъқул донишони ин аҳдҳо асос шудааст,
- кушодани суратҳисобҳои бонкии онҳо,
- дигар ҳуҷҷатҳое, ки Бонки миллии Тоҷикистон бо санадҳои меъерии ҳуқуқии худ муқаррар кардааст

8.9. Сабтҳо дар шакли хаттӣ анҷом дода мешаванд. Ориенбанк сабтҳо, китобҳои ҳисобдорӣ, ҳисобот, ҳуҷҷатҳо, муросилот (мактубҳо), интиқолҳои телеграфӣ, огоҳиномаҳо ва дигар ҳуҷҷатҳои ба фаъолияти молиявиаш дахлдоштаро дар шакли мухтасар (микрофилм, шаклҳои гуногуни электронӣ ва ғайра) ба ҷои нусхаи асл ба мўҳлати муқарраркардаи қонун тавре нигоҳ медорад, ки низоми мувофиқ ва қоидаҳои пурра барқарорсозии маълумот дар ҳамаи ҷойи вуҷуд дошта бошанд. Ин гуна нусхаҳои мухтасар баробари нусхаи асл эътибор доранд.

8.10. Ориенбанк маълумотҳои зеринро иттилоот медиҳад.

- ҳисоботи солонаи Ориенбанк, ҳисоботдиҳии солонаи муҳосибавӣ;
- эълонҳои эмиссияи саҳмияҳои Ориенбанкро дар ҳолатҳои пешбини-намудани қонунҳо;
- иттилоот дар бораи гузаронидани Маҷлиси умумии саҳмиядорон бо тартиби муқаррарнамудани қонун;
- дигар маълумоти муайяннамудани мақомоти ваколатдор.

8.11. Тартиби кор бо иттилооти дар Ориенбанк мавҷудбуда, ки ба сирри тиҷоратии Ориенбанк мансуб карда шудаанд ва ҷавобгарӣ барои вайрон кардани тартиби кор бо онҳо, аз тарафи Раёсати Ориенбанк ва Раиси Раёсати Ориенбанк бо назардошти талаботи қонунгузори Ҷумҳурии Тоҷикистон муқаррар карда мешавад

IX. ҲУҚУҚҲОИ ОРИЕНБОНК

9.1. Барои таъмини уҳдадориҳо, амалиётҳо оид ба маблағгузорӣ, қарздиҳӣ ва ҳисоббаробаркунии ба зиммаш гирифта, Ориенбанк ҳуқуқ дорад:

- а) дар асоси қонунҳои амалкунанда, дастурамалҳо, низомномаҳо ва дигар санадҳои ҳуқуқии иҷрошавӣ барои сохторҳои Ориенбанк ва мизоҷон ҳатмӣ буда, таҳия намояд,
- б) дар асоси шартномаҳо бо мизоҷон миқдори фондахоро дар вақти гузаронидани амалиётҳои активӣ ва пасивӣ муайян намояд, инчунин миқдори (тарифҳо) арзиши хизматҳои расонидашударо муайян кунад,
- в) аз ташкилотҳо ва корхонаҳои қарзгиранда ҳисобот, тавозун ва дигар ҳуҷҷатҳое, ки қобилияти пардохтпазирии онҳоро ифода мекунад, инчунин таъминоти қарзҳои додамешударо талаб кунад,

г) аз мизочон гузаронидани экспертизаи ҳифзи табиат (экология), лоиҳаи қарорҳои онҳоро вобаста ба сохтмон, азнавсозӣ, ки аз ҳисоби қарзҳои Ориенбанк маблағгузори карда мешавад, талаб намояд,

д) дар ҳолати вайрон кардани талаботи шартнома аз рӯи уҳдадориҳои ба зимман худ гирифтаи мизочон, пеш аз муҳлат қатъ кардани онро талаб намояд,

е) дар асоси Қонуни Ҷумҳурии Тоҷикистон «Дар барои муфлисшавӣ» барои муфлис эътироф намудани қарздоронро, ки саривақт пардохти қарз ва дигар уҳдадориҳо дар назди Ориенбанк таъмин нанамуданд, бо ариза ба суд муроҷиат намояд,

ж) дар ташкили корхонаҳо ва ташкилотҳо ҳиссагузори намояд, дар фаъолияти бонкҳои тижоратии муштарак, ҷамъиятҳои саҳомии фаръии ватанӣ ва хориҷӣ, иштирок намояд ё ин ки саҳмияи баровардаи онҳоро харидорӣ намояд,

з) воситаҳои асосӣ харад, воситаҳои пулии худро барои бино ва иншоотҳо маблағгузори кунад, онҳоро ба иҷора диҳад ва ё фурушад, моликиятро бо хавфи соҳибкорӣ-тижоратиаш сугурта намояд,

и) фаъолияти Ориенбанкро тарғибу ташвиқ намояд,

к) манфиати мизочонро мутобиқи тартиби дар қонун муқарракардашуда ҳимоя намояд

Х. МАНФИАТДОРӢ ДАР АНЧОМ ДОДАНИ АҲД АЗ ЧОНИБИ ОРИЕНБОНК ВА ШАХСОНИ БОНУФУЗ

10.1. Аз тарафи Ориенбанк аҳди калон (аз ҷумла қарз, кредит, гарав, кафолат) як ё якчанд аҳде, ки ба харид, бегона ё эҳтимоли аз ҷониби Ориенбанк мустақим ё ғайримустақим бегона кардани молу мулк ба истиснои аҳде, ки дар ҷараёни фаъолияти маъмулии хоҷагидорӣ Ориенбанк, аҳди вобаста ба обунаи (фуруши) саҳмияҳои оддӣ ва аҳд вобаста ба паҳн кардани вомбаргҳое, ки ба саҳмияҳои оддӣ табдил карда мешаванд, амалӣ мегардад.

10.2. Барои аз ҷониби Шӯрои нозирон ва Маҷлиси умумии саҳмиядорон қабул кардани қарор дар бораи маъқул шуморидани аҳди калон нархи молу мулки бегонашаванда ё харидашаванда аз ҷониби Шӯрои нозирони Ориенбанк мутобиқи Қонун муайян карда мешавад ва аз ҷониби Маҷлиси умумии саҳмиядорон маъқул доништа мешавад.

10.3. Қарор дар мавриди маъқул донистани аҳди калон, ки мавзӯи он молу мулки дорон арзиши аз 30 то 50 фоизи арзиши тавозунии дорони Ориенбанк мебошад, аз ҷониби Маҷлиси умумии саҳмиядорон бо аксарияти аз се ду ҳиссаи овози соҳибони саҳмияҳои овоздори дар Маҷлиси умумии саҳмиядорон иштирокдошта, аз 2 то 30 фоиз аз ҷониби Шӯрои нозирон ва то 2 фоиз аз ҷониби Раёсати ҶСК «Ориенбанк» бо аксарияти аз се ду ҳиссаи овози аъзоени Шӯро ва Раёсат иштирокдошта қабул карда мешавад.

10.4. Қарор дар бораи маъқул донистани аҳди калон, ки мавзӯи он молу мулки дорон арзиши беш аз 50 фоизи арзиши тавозунии дорони Ориенбанк мебошад, аз ҷониби Маҷлиси умумии саҳмиядорон бо аксарияти аз чор се ҳиссаи овози соҳибони саҳмияҳои овоздори дар Маҷлиси умумии саҳмиядорон иштирокдошта, қабул карда мешавад

10.5. Шахси манфиатдор дар назди Ориенбанк ба андозаи зараре, ки ба

Ориенбанк расонидааст, масъул мебошад Дар сурати масъулият доштани якчанд шахс масъулияти онҳо дар назди Ориенбанк муштарак аст

10.6. Агар дар натиҷаи бо гуноҳи шахси бонуфуз пешниҳод нагардидани иттилооти зикргардида ё сари вақт пешниҳод накардани он ба Ориенбанк зарари молумулкӣ расонида шавад, шахси бонуфуз дар назди Ориенбанк ба андозаи зарари расонидашуда масъул мебошад.

10.7. Ориенбанк шахсони бонуфузи худро ба ҳисоб мегирад ва бо тартиби муқаррарнамудаи қонунгузории Ҷумҳурии Тоҷикистон оид ба онҳо ҳисобот медиҳад.

XI. МАҚОМОТИ ИДОРАКУНИИ ОРИЕНБОНК

11.1. Мақомоти идоракунии Ориенбанк инҳоянд:

- мақоми оля - Маҷлиси умумии саҳмиядорон,
- мақоми идора - Шӯрои нозирони Ориенбанк;
- мақоми иҷроия - Раёсат ва Раиси Раёсат;
- мақоми назоратӣ - Комиссияи тафтишотӣ

11.2. Маҷлиси умумии саҳмиядорон мақоми олии идораи Ориенбанк мебошад ва ҳар сол дар муҳлатҳои на барвақтар аз 2 моҳ ва на дертар аз 6 моҳи баъди соли молиявӣ гузаронида мешавад. Маҷлисиҳои умумии саҳмиядорон ба ғайр аз Маҷлиси солони ғайринавбатӣ ба ҳисоб мераванд.

11.3. Маҷлис дар он ҳолате ваколатдор ҳисобида мешавад, ки дар он на кам аз 50 Ҷиҳзи саҳмиядорон, ё ки намояндагони ваколатдори онҳо (аз рӯи миқдори саҳмия) иштирок намоёнд. Қарори маҷлис бо овоздиҳии оддии аксарият аз рӯи мутаносиби саҳмияҳо қабул карда мешавад. Тағйироти Оиннома ва қарори барҳамдиҳии Ҷаъолияти Ориенбанк дар мавриди аз ҷор се ҳиссаи овози саҳмиядороне, ки дар маҷлис ҳузур доранд, қабул карда мешавад.

11.4. Ба салоҳияти Маҷлиси умумии саҳмиядорон инҳо мансубанд:

Ба салоҳияти Маҷлиси умумии саҳмиядорон инҳо мансубанд:

- ворид намудани тағйиру иловаҳо ба оинномаи ҷамъияти саҳомӣ;
- аънавташкिल्диҳии ихтиёрии ҷамъияти саҳомӣ;
- барҳамдиҳии ҷамъияти саҳомӣ, таъини комиссияи барҳамдиҳӣ ва тасдиқи тавозуни Ҷосилавӣ ва ниҳони барҳамдиҳӣ,
- муайян намудани шумораи аъзои Шӯрои нозирони ҷамъияти саҳомӣ, интиҳоби аъзои он ва пеш аз муҳлат қатъ намудани ваколатҳои онҳо,
- муайян намудани миқдор, арзиши номиналӣ, намуди (навъи) саҳмияҳои эълоншуда ва вомбаргҳо ва ҳамчунин ҳуқуқҳои, ки ба ин саҳмияҳо ва вомбаргҳо дода шудааст;
- зиёд кардани сармояи оинномавии ҷамъияти саҳомӣ бо роҳи зиёд кардани арзиши номиналии саҳмияҳо ё бо роҳи паҳн кардани саҳмияҳои иловагӣ;
- кам кардани сармояи оинномавии ҷамъият бо роҳи кам кардани арзиши номиналии саҳмияҳо, бо роҳи як қисми ин саҳмияҳоро бо мақсади кам кардани миқдори умумии онҳо харидани ҷамъияти саҳомӣ ва инчунин бо роҳи пардохтани арзиши саҳмияҳои ба дастоварда ё аънавхаридаи ҷамъияти саҳомӣ,
- таъсиси мақомоти идоракунии ҷамъияти саҳомӣ, тасдиқи низомномаҳои онҳо, пеш аз муҳлат қатъ намудани ваколатҳои онҳо;

-тасдиқи аудитори ҷамъияти саҳомӣ ва подошпулии он, интиҳоби Комиссияи тафтишотӣ,

-тасдиқи ҳисоботи солона, ҳисоботи муҳосибавӣ, аз ҷумла ҳисобот дар мавриди фонда ва зарари (ҳисоби даромад ва зарар) ҷамъияти саҳомӣ, инчунин тақсими фонда аз ҷумла пардохти (эълони) суди саҳмияҳо ва товони зарари ҷамъияти саҳомӣ аз рӯи натиҷаҳои соли молиявӣ,

-тасдиқи дастури кори Маҷлиси умумии саҳмиядорон;

-интиҳоби аъзои комиссияи баҳисобгирӣ ва пеш аз муҳлат қатъ намудани ваколатҳои онҳо;

-қабули қарор дар бораи маъқул донишгари аҳдҳо дар ҳолатҳои пешбиниамудан моддаҳои 81 ва 85 Қонуни Ҷумҳурии Тоҷикистон «Дар бораи ҷамъиятҳои саҳомӣ»,

-аз ҷониби ҷамъияти саҳомӣ харидани саҳмияҳои паҳнкардасуда дар ҳолатҳои пешбиниамудан ҳамин Қонун;

-қабули қарор дар бораи иштироки ҷамъияти саҳомӣ дар таъсис ё фаъолияти дигар шахсони ҳуқуқӣ бо роҳи супурдани як ё якчанд қисми дорой ба маблағе, ки дар маҷмӯъ 25 фоиз ё бештари ҳамаи доройи ҷамъияти саҳомиро ташкил медиҳад;

-тасдиқи ҳуҷҷатҳои дохилии ҷамъияти саҳомӣ, инчунин дигар ҳуҷҷатҳои дохилии ҷамъияти саҳомӣ, ки тасдиқи онҳо мутобиқи оинномаи ҷамъият таҳти салоҳияти Маҷлиси умумии саҳмиядорон қарор дорад,

-пардохти суди (дивиденди) саҳмия;

Масъалаҳои марбут ба салоҳияти Маҷлиси умумии саҳмиядорон наметавонанд ҷиҳати ҳал ба мақоми иҷроияи ҷамъияти саҳомӣ ирсол гарданд.

Маҷлиси умумии саҳмиядорон ҳуқуқ надорад масъалаҳои таҳти салоҳияташ қарорнадоштаро баррасӣ намояд ва вобаста ба онҳо қарор қабул кунад.

11.5. Масъалаҳои марбут ба салоҳияти Маҷлиси умумии саҳмиядорон наметавонанд ҷиҳати ҳал ба мақоми иҷроия-Раёсати Ориенбанк ирсол гарданд.

11.6. Маҷлиси умумии ғайринавбатии саҳмиядорон бо қарори Шӯрои нозирон Ориенбанк бо ташаббуси худ Шӯрои нозирон, бо талаби Комиссияи тафтишотӣ, инчунин бо талаби саҳмиядорон (саҳмиядор), ки соҳиби на камтар аз 10 фоизи саҳмияҳои овоздори Ориенбанкро дар санаи пешниҳоди талабот мебошанд, доир мегардад.

11.7. Маҷлиси умумии ғайринавбатии саҳмиядорон, бояд дар давоми 30 рӯз аз лаҳзаи пешниҳоди талабот оид ба доир намудани Маҷлиси умумии ғайринавбатии саҳмиядорон гузаронида шавад.

11.8. Қарор дар хусуси даъват накардани Маҷлиси умумии ғайринавбатии саҳмиядорон ва дар хусуси ворид кардан ё накардани масъалаҳо ва пешниҳодҳо ба рӯзномаи Маҷлиси умумии саҳмиядорон дар муҳлати на дертар аз 5 рӯзи баъди ба охиerrasии муҳлатҳои муқаррарнамудан қонун қабул карда мешавад.

11.9. Дар муҳлатҳои муқаррарнамудан қонун иттилоот оид ба гузаронидани Маҷлиси умумии саҳмиядорон, дар нашриҳои барои ҳамаи саҳмиядорон дастрасе, ки Шӯрои нозирони Ориенбанк муайян мекунад, ё тариқи воситаҳои ахбори омма, ё тавассути мактуби фармоиши саҳмиядорон огоҳ карда мешаванд.

11.10. Қарори Маҷлиси умумии саҳмиядорон оид ба масъалаҳои вочибии овоздиҳӣ бо аксарияти овози саҳмиядорон-соҳибони саҳмияҳои овоздор, ки дар маҷлис иштирок

намудаанд, қабул карда мешавад, агар қонун барои қабули қарор тартиби дигареро пешбинӣ накарда бошад.

11.11. Ҳисоби овозҳо дар Маҷлиси умумии саҳмиядорон оид ба масъалаҳои вочибӣ овоздиҳӣ, ки ҳангоми ҳалли онҳо саҳмиядорон-соҳибони саҳмияҳои оддӣ ҳуқуқи овоздиҳӣ доранд, аз рӯи ҳамаи саҳмияҳои овоздор якҷоя анҷом дода мешавад.

11.12. Қарорҳои қабулнамудаи Маҷлиси умумии саҳмиядорон, инчунин натиҷаи овоздиҳӣ тибқи тартиб ва мӯҳлати пешбиниамудаи қонун вале на дертар аз 45 рӯз аз санаи қабули ин қарорҳо ба маълумоти саҳмиядорон расонида мешавад.

11.13. Қарори Маҷлиси умумии саҳмиядорон метавонад бе гузаронидани маҷлис (иштироки якҷояи саҳмдорон барои муҳокимаи масъалаи рӯзнома ва қабули қарор оид ба масъалаҳои вочибӣ овоздиҳӣ) тавассути овоздиҳии ғойбона қабул карда шавад.

11.14. Маҷлиси умумии саҳмиядорон, ки рӯзномаи он масъалаҳои интихоби Шӯрои нозирони Ориенбанк, Комиссияи тафтишотӣ, тасдиқи аудит, инчунин масъалаи интихоби аъзои комиссияи баҳисобгирӣ ва пеш аз мӯҳлат қатъ намудани ваколатҳои онҳоро дар бар мегирад, наметавонад дар шакли овоздиҳии ғойбона гузаронида шавад.

11.15. Саҳмиядор ҳуқуқи дар Маҷлиси умумии саҳмиядорон ҳам шахсан ва ҳам тавассути намояндаи худ иштирок карданро дорад. Намояндаи саҳмиядор дар Маҷлиси умумии саҳмиядорон мутобиқи салоҳиятҳои ба муқаррароти қонунҳо асосефта ё ваколатнома амал мекунад. Ваколатнома бояд мутобиқи қонунгузори Чумҳурии Тоҷикистон ба расмӣ дароварда шавад.

11.16. Дар мавриди бастанӣ шартномаи идораи мӯътамади саҳмияҳо сардори мӯътамад дар Маҷлиси умумии саҳмиядорон ба сифати намояндаи саҳмиядор амал мекунад ва овоз медиҳад.

11.17. Овоздиҳӣ аз рӯи саҳмияҳои таҳти ғарав қарордошта тибқи шартҳои шартномаи ғарав анҷом дода мешавад, агар дар қонун тартиби дигаре пешбинӣ нашуда бошад.

11.18. Маҷлиси умумии саҳмиядорон дар сурате босалоҳият аст (дорони кворум мебошад), ки дар он саҳмиядорони дар маҷмӯъ дорони беш аз нисфи овозҳои саҳмияҳои овоздори паҳнкардашуда иштирок намоянд. Дар Маҷлиси умумии саҳмиядорон, ки дар шакли овоздиҳии ғойбона мегузарад, саҳмиядороне иштирокдошта эътироф мегарданд, ки бюллетенҳои то санаи анҷоми қабули бюллетенҳо дастрас шудаанд.

11.19. Агар рӯзномаи Маҷлиси умумии саҳмиядорон масъалаҳоро дар бар гирад, ки аз рӯи онҳо ҳайати мухталифи овоздиҳандаҳо овоз медиҳад, кворум барои қабули қарори ин масъалаҳо алоҳида муайян карда мешавад.

11.20. Ҳангоми мавҷуд набудани кворум барои гузаронидани Маҷлиси умумии солони саҳмиядорон бояд Маҷлиси умумии саҳмиядорон бо ҳамон рӯзнома такроран гузаронида шавад. Ҳангоми мавҷуд набудани кворум барои гузаронидани Маҷлиси умумии ғайринавбатии саҳмиядорон метавонад Маҷлиси умумии такрории саҳмиядорон бо ҳамон рӯзнома гузаронида шавад.

11.21. Маҷлиси такрории умумии саҳмиядорон ба шарте салоҳиятдор (дорони кворум) ҳисобида мешавад, ки дар он саҳмиядорони дар маҷмӯъ дорони на камтар аз 30 фоизи овозҳои саҳмияҳои паҳнкардашудаи овоздор иштирок дошта бошанд.

11.22. Овоздиҳӣ дар Маҷлиси умумии саҳмиядорон аз рӯи қондан «як саҳмияи овоздор-як овоз» анҷом дода мешавад, ба истиснои ҳолатҳои гузаронидани овоздиҳии кумулятивӣ, ки қонун пешбинӣ намудааст.

11.23. Овоздиҳӣ аз рӯи масъалаҳои рӯзномаи Маҷлиси умумии Ҷамоиядорон бо усули овоздиҳии кушода анҷом дода мешавад. Овоздиҳӣ аз рӯи масъалаҳои рӯзномаи Маҷлиси умумии Ҷамоиядорон, ки дар шакли овоздиҳии ғоибона сурат мегирад, танҳо тавассути бюллетенҳои овоздиҳӣ анҷом дода мешавад.

11.24. Дар сурати овоздиҳии кумулятивӣ бюллетени овоздиҳӣ бояд ишора ба он ва тавзеҳи моҳияти овоздиҳии кумулятивиро дошта бошад

11.25. Пайнавишти Маҷлиси умумии саҳмиядорон дар давоми даҳ рӯзи баъди пӯшида шудани Маҷлиси умумии саҳмиядорон ба расмият дароварда мешавад ва аз тарафи Раис ва котиби Маҷлиси умумӣ имзо мешавад

XII. ШҶУРОИ НОЗИРОНИ ОРИЁНБОНК

12.1. Шӯрои назирон аз 7 нафар иборат аст Ҳамчун мақомоти роҳбарикунандаи Ориенбонк (ба истисноӣ ҳақиқат масъалаҳои, ки тибқи қонун таҳти салоҳияти Маҷлиси умумии сармоядорон қарор доранд) ба муҳлати 4 сол бо ҳуқуқҳои номаҳдуди интихоб таъсис дода мешавад.

12.2. Шурои нозирон барои муайян ва татбиқ кардани самтҳои асосии фаъолияти ориенбонк масъул мебошад. Шурои нозирон стандартҳои идоракунии хавфҳо, сиёсати сармоягузори, меъёрҳои ҳадди ақалли мақбули (пруденсиалии) дохили ва низоми назорати дохилии Ориенбонкро муқаррар менамояд.

12.3 Шурои нозирон метавонад ҳам аз ҳисоби саҳмиядорон, аз ҷумла муассисон ва ҳам аз ҳисоби дигар мутахассисон - коршиносони даъватшаванда, ки дорон таҷрибаи касбии дахлдор мебошанд, интиҳоб гардад. Шурои нозирон аз байни аъзои худ раиси Шуроро интиҳоб мекунад

12.4. Аъзoi Шурои нозирон бояд:

-дорон қобилияти ҳуқуқӣ, соҳиби салоҳияти корӣ буда, шахсони аз назари касбӣ қоршоям ва бозғтимод бошанд;

-дорои маълумоти оля бошанд;

-дар ягон ташкилоти қарзии дигар, ба истиснои ҷамъиятҳои вобаста қор нақунанд;

-роҳбар, муовини роҳбар, сардори воҳиди сохтори мақомоти давлатӣ набошанд

На камтар аз чор як ҳиссаи аъзои Шурои нозирон бояд дар низоми бонкӣ таҷрибаи кории зиёда аз се сол дошта бошанд.

12.5. Бо қарори Маҷлиси умумии саҳмиядорон ба аъзои Шӯрои нозирони Ориенбонк дар давраи анҷом додани уҳдадориҳояшон подоши меҳнат пардохта мешавад ва (ё) хароҷоташон вобаста ба иҷрои вазифаи аъзои Шӯрои нозирон ҷуброн карда мешавад, инчунин музди меҳнати Раиси Шӯрои нозирон муқаррар карда мешавад. Андозаи чунин подош, ҷубронпулӣ ва музди меҳнат бо қарори Маҷлиси умумии саҳмиядорон муқаррар карда мешавад.

12.6. Узви Шўрои нозирони Ориёнбонк метавонад танҳо шахси воқеӣ бошад
Узви Шўрои нозирони Ориёнбонк метавонад саҳмдори Ориёнбонк набошад.

12.7. Аъзои Шӯрои нозирон бо овоздиҳии кумулятивӣ интиҳоб карда мешаванд. Ҳангоми овоздиҳии кумулятивӣ шумораи овозҳои мансуб ба ҳар як саҳмдор ба шумораи шахсоне, ки бояд ба Шӯрои нозирон интиҳоб шаванд, зарб гардида, саҳмдор ҳуқуқ дорад овозҳои ба ин васила гирифтaro пурра ба тарафдории як номзад

диҳад ё онҳоро байни ду ва ё бештар номзадҳо тақсим кунад. Ба Шӯрои нозирони Ориёнбанк номзадҳои интихобшуда ба ҳисоб мераванд, ки овози бештарро ба даст овардаанд.

12.8. Ба салоҳияти Шӯрои нозирон ҳалли масъалаҳои роҳбарии умумии фаъолияти Ориёнбанк дохил мешавад, ба истиснои масъалаҳои, ки тибқи қонун дар доираи салоҳияти Маҷлиси умумии саҳмиядорон мебошанд.

12.9. Ба салоҳияти Шӯрои нозирони Ориёнбанк масъалаҳои зайл марбутанд:

- муайян намудани самтҳои афзалиятноки фаъолияти Ориёнбанк (аз ҷумла қарздиҳӣ ва сармоягузорӣ ва ғ.),
- даъвати Маҷлиси солона ва ғайринавбатии умумии саҳмиядорон;
- барпо кардани комиссияи баҳисобгирӣ ҳангоми овоздиҳии ғоибона ба гузаронидани ҷаласаи Маҷлиси умумии саҳмиядорон;
- тасдиқи рӯзномаи Маҷлиси умумии саҳмиядорон;
- муайян намудани санаи таҳияи рӯйхати шахсони дорои ҳуқуқи иштирок дар Маҷлиси умумии саҳмиядорон ва дигар масъалаҳои, ки мутобиқи муқаррароти қонун аз салоҳияти Шӯрои нозирон ва ба омодагӣ ба Маҷлиси умумии саҳмиядорон ва доир намудани он алоқаманд мебошанд;
- пешниҳоди номзад ба мақомотҳои идоракунии Ориёнбанк;
- қабули қарор дар бораи иштироки Ориёнбанк дар таъсис ё саҳмгузориҳои он дар фаъолияти дигар шахсони ҳуқуқӣ (аз он ҷумла ҷамъиятҳои саҳомӣ), гурӯҳҳои молиявӣ
- саноатӣ, интиҳодияҳои ташкилотҳои тиҷоратӣ ва асоссиатсияи банкҳои ватанӣ ва хориҷӣ бо роҳи супурдани як ё якчанд қисми дорой ба маблағе, ки дар маҷмӯъ то 25 фоиз ҳамаи дороиҳои Ориёнбанкро ташкил медиҳад;
- пешниҳоди тавсияҳо оиди ҳаҷми суди саҳмияҳо ва тартиби пардохти он;
- тасдиқи қарори Раёсати Ориёнбанк вобаста ба сохтори дохилибанкӣ ва фонди музди меҳнати кормандони Ориёнбанк;
- тасдиқи санадҳои меъерӣ ва ҳуҷҷатҳои дохилибанкӣ ва сиёсати Ориёнбанк, ки тартиби фаъолияти мақомотҳои идораи Ориёнбанк ва дигар масоили вобаста ба салоҳияти Шӯрои нозирони Ориёнбанкро муайян мекунад;
- аз номи Ориёнбанк паҳн кардан ва ба даст овардани саҳмияҳо, вомбаргҳо ва дигар коғазҳои қимматноки эмиссионӣ дар ҳолатҳои пешбиниамудаи қонун;
- харидани саҳмияҳо, вомбаргҳо ва дигар коғазҳои қиматноки фуруўхтаи Ориёнбанк дар ҳолатҳои пешбиниамудаи қонун;
- пешниҳоди тавсияҳо вобаста ба андозаи маоши моҳонаи Раиси Шӯрои нозирон, подоши хароҷоти аъзоёни Шӯрои нозирон, Комиссияи тафтишотӣ, андозаи хизматонаи аудитор ва дигар ҷубронпулиҳоро ба шахсони мазкур,
- таъсиси филиалҳо ва кушодани намоёндагиҳои Ориёнбанк;
- тасдиқи дорандаи феҳрист ва шартҳои шартномаи бо ӯ баста, инчунин бекор кардани шартнома,
- таъсиси Раёсати Ориёнбанк, таъини Раиси Раёсат ва тасдиқ намудани номзодии муовинони Раиси Раёсат, ва пеш аз мӯҳлат қатъ кардани ваколати Раиси Раёсат, аъзоёнии Раёсат.
- ташкили кумитаҳо ҳангоми зарурат барои ҳал намудани масъалаҳои мушаххас аз ҳисоби худ ва дигар кормандони Ориёнбанк;
- дигар масъалаҳои пешбиниамуда барои баррасӣ мутобиқи қонун, Маҷлиси умумӣ

ва оинномаи мазкур.

12.10. Ҳаллу фасли масъалаҳои марбут ба салоҳияти Шӯрои нозиронро ба зиммаи Раёсати Ориёнбонк гузоштан мумкин нест.

12.11. Ваколати узви Шӯрои нозирон бо ташаббуси ӯ ҳар вақт, бо роҳи ба таври хаттӣ огоҳ намудани Шӯрои нозирон қатъ карда мешавад. Ваколати узви Шӯрои нозирон аз рӯзи огоҳиномаро гирифтани Шӯрои нозирон қатъ мегардад, агар дар огоҳинома мӯҳлати бештар, ки наметавонад аз шаш моҳ зиёд бошад, нишон дода нашуда бошад ва ин мӯҳлат бо аксарияти овози аъзои боқимондаи Шӯрои нозирон қабул карда шавад.

12.12. Раиси Шӯрои нозирони Ориёнбонк бо овоздиҳии пинҳонӣ, бо аксарияти овози шумораи умумии аъзоёни Шӯрои нозирон, интиҳоб мегардад. Раиси Шӯрои нозирон кори Шӯро ба роҳ монда, маҷлиси Шӯро даъват менамояд ва ба он роҳбарӣ мекунад, дар Маҷлиси умумии саҳмдорон раисӣ менамояд. Дар набудани раиси Шӯрои нозирон вазифаҳои ӯро бо қарори Шӯро яке аз аъзои Шӯрои нозирон иҷро мекунад.

12.13. Маҷлиси Шӯрои нозирони Ориёнбонк аз ҷониби раиси Шӯро бо ташаббуси шахсии ӯ, бо талаби узви Шӯрои нозирон, Комиссияи тафтишотӣ, аудит, Раёсати Ориёнбонк, инчунин дигар шахсоне, ки тибқи қонун муайян гардидаанд, даъват карда мешавад. Тартиби даъват намудан ва гузаронидани маҷлисҳои Шӯрои нозирони тибқи оинномаи мазкур ва ҳуҷҷатҳои дохилибонкӣ муайян карда мешавад. Аъзоени Шӯрои нозирони Ориёнбонк бояд онди ҳар ҷаласаи Шӯрои нозирони Ориёнбонк на кам аз се рӯз то баргузоргардии он огоҳида шаванд.

12.14. Кворум барои гузаронидани маҷлиси Шӯрои нозирон, набояд камтар аз нисфи шумораи аъзои интиҳобгардидаи Шӯрои нозирон бошад. Агар шумораи аъзои Шӯрои нозирон аз миқдори ташкилкунандаи кворуми зикргардида камтар гардад, Шӯрои нозирон вазифадор аст дар мавриди гузаронидани Маҷлиси умумии ғайринавбатии саҳмиядорон барои интиҳоби ҳайати нави Шӯрои нозирон қарор қабул кунад.

12.15. Қарорҳо дар маҷлиси Шӯрои нозирон бо аксарияти овозҳои аъзои Шӯрои нозирон, ки дар маҷлис иштирок мекунанд, қабул карда мешаванд. Ҳангоми ҳалли масъалаҳо дар Шӯро ҳар як узви Шӯрои нозирон дорои як овоз мебошад. Ҳуқуқи овоздиҳии худро ба зиммаи дигар шахс, аз ҷумла ба зиммаи узви дигари Шӯрои нозирон вогузоштан мумкин нест. Дар сурати баробарии овози аъзои Шӯрои нозирон ҳангоми қабул намудани қарор ҳуқуқи овози ҳалкунанда ба раиси Шӯрои нозирон марбут аст.

12.16. Пайнавишти маҷлиси Шӯрои нозирон дар мӯҳлати на дертар аз се рӯзи баъди гузаронидани он тартиб дода мешавад. Протоколи маҷлиси Шӯрои нозирон аз ҷониби раисикунанда ва котиби маҷлис имзо карда мешавад.

XIII. МАҚОМОТИ ИҶРОИЯИ ОРИЁНБОНК

13.1. Роҳбарии бевоситаи фаъолияти ҷории Ориёнбонк аз ҷониби мақоми иҷроияи он - Раёсат ва Раиси Раёсат амалӣ мегардад. Мақоми иҷроия аз ҷониби Шӯрои нозирон бе маҳдудити мӯҳлат дар ҳайати 5 нафар таъсис дода мешавад. Азбаки Раёсат ва Раиси бонк дар як вақт ҳамчун мақоми иҷроия таъсис дода мешаванд, Раис вазифаи Раиси Раёсатро иҷро менамояд.

13.2. Мақоми иҷроияи барои иҷрои қарорҳои Маҷлиси умумии саҳмиядорон, Шӯрои нозирон ва идоракунии амалияти ҳаррузаи бонк масъул мебошанд. Ба салоҳияти Раёсати Ориенбанк ҳамаи масъалаҳои роҳбарии фаъолияти ҷорин Ориенбанк, ба истиснои масъалаҳои таҳти салоҳияти Маҷлиси умумии саҳмиядорон еш Шӯрои нозирон қарордошта марбутанд. Раёсат ҳисоботи буда, дар назди Шӯрои нозирон масъул аст.

13.3. Раиси Раёсатро Шӯрои нозирон таъин ва озод менамояд. Муовинони раис, сармуҳосиб, роҳбарон ва сармуҳосибони филиалҳо аз ҷониби Раиси Раёсат дар мувофиқа бо Шӯрои нозирон ба вазифа таъин карда мешаванд.

Узви Раёсат наметавонад узви Шӯрои нозирон интихоб гардад. Раиси Шӯрои нозирон наметавонад Раиси Раёсат таъин карда шавад.

13.4. Кормандони роҳбарикунандаи Ориенбанк бояд ба талаботи зерин ҷавобгу бошанд:

- шахси аз нигоҳи касбӣ коршоям ва боэътимод;

- дорои таҳсилоти олии иқтисодӣ, салоҳият, таҷрибаи зарурӣ ва собиқаи кории на камтар аз панҷсола дар низоми бонкӣ, ки на камтар аз се соли он ҳамчун роҳбари воҳидҳои сохтории иқтисодии ташкилоти қарзӣ (кредитӣ) бошанд;

- доштани дониши кофӣ оид ба қонунгузории бонкӣ ва санадҳои меъерии ҳуқуқии Бонки миллии Тоҷикистон;

- корманди ташкилоти қарзӣ дигар набошанд,

- дар ҳамин ташкилоти қарзӣ пурра кор кунанд;

- дар Ҷумҳурии Тоҷикистон зиндагӣ кунанд.

13.5. Раёсати Ориенбанк дар асоси оинномаи мазкур, инчунин ҳуҷҷатҳои дохилибонкӣ, ки Маҷлиси умумии саҳмиядорон ва Шӯрои нозирон тасдиқ менамояд, низомнома, дастур ё дигар санадҳои меъерӣ ва дар онҳо мӯҳлат ва тартиби даъват кардан ва гузаронидани маҷлисҳои онҳо, инчунин тартиби қабули қарор муқаррар мегарданд, амал мекунад.

13.6. Ҳуқуқи ӯҳдадорихи Раёсат, аъзоени раёсат ва Раиси он бо қонун, дигар санадҳои меъерии ҳуқуқӣ ва оинномаи мазкур муайян карда мешавад.

13.7. Ҳар сол 30 рӯз пеш аз гузаронидани Маҷлиси умумии саҳмиядорони Ориенбанк, Раёсат бояд ҳисоботи солона, ҳисоботи тавозунӣ, ҳисобот дар бораи даромаду хароҷотҳоро тайер кунад.

13.8. Ба салоҳияти Раёсати Ориенбанк масъалаҳои зерин мебароянд

- ташкил ва таъмини иҷрои қарорҳои Маҷлиси умумии саҳмдорон, Шӯрои нозирон ва Комиссияи тафтишотии Ориенбанк;

- муайян намудани сохтор, тартиби ҳамкории мақомотҳои идоракунии Ориенбанк ва воҳидҳои сохтории он, ки ба салоҳияти пурраи дигар мақомотҳо намебароянд;

- баррасӣ ва ҳалли масъалаҳои қабул ва ҷобаҷогузории роҳбарият ва кормандони сохторҳои Ориенбанк, масъалаҳои ҳаҷми музди меҳнат, дигар мукофотҳо барои кормандони Ориенбанк ва тасдиқи санадҳои меъерии дохилибонкӣ (дастурамалҳои хизматӣ, вазифавӣ, низомномаҳо, дастурҳо) вобаста ба фаъолияти сохторҳо,

- роҳбарӣ аз болои фаъолияти филиалҳо ва дигар сохторҳои Ориенбанк;

- коркардан ва дар амал ҷорӣ намудани намудҳои нави хизматрасонии Ориёнбанк ва муқарар кардани ҳаққи хизматрасонӣ ,
- таъмин ва назорат аз болои кормандони Ориёнбанк оиди иҷро намудани вазифаҳои хизматнашон;
- ҳалли масъалаҳои ташкили қарзидӣ, маблағгузорӣ, хизматрасонии ҳазинавӣ, таъминоти пул ва ашёҳои қиматнок, ҳисобдорӣ ва ҳисоббарорӣ, тафтишоти дохили бонкӣ, таъмин кардани манфиати Ориёнбанк, мизочон ва дигар масъалаҳои фаъолияти Ориёнбанк;
- баррасии ҳисоботи солона ва тавозуни Ориёнбанк ва филиалҳояш, ҳисоби даромад ва зарар, тақсимооти фонда ва ғайра, барои пешниҳод ба Шӯрои нозирони Ориёнбанк.
- муайян кардани шартҳои умумӣ ва тартиби додани уҳдадориҳо, тасдиқи шартномаҳои вобаста ба аҳди Ориёнбанк аз он ҷумла суғуртаи амволи бонк ва хавфи соҳибкории дар ҳаҷми маблағи суғурта, инчунин имзогузорӣ ба ҳуҷҷатҳои пулӣ-молия ва мактубҳо,
- масъалаҳои харидани воситаҳои асосӣ, ба тавозун гирифтани амволи гарав, маблағгузорӣ дар биною иншоотҳо вобаста ба фаъолияти бонк ва фурӯштани онҳо,
- дигар масъалаҳои фаъолияти бонкӣ, ки бо қарори Маҷлиси умумӣ ва Шӯрои нозирони Ориёнбанк ба зиммаи Раёсати Ориёнбанк гузошта шудааст

13.9. Раёсат салоҳияти ҳал намудани масъалаҳоеро, ки барои баррасӣ ба вай пешниҳод шудааст, дар он мавриде дорад, ки дар маҷлиси он аз се ду ҳиссаи аъзои Раёсат иштирок дошта бошанд. Қворуми гузаронидани маҷлисҳои мақомоти Раёсат, набояд камтар аз нисфи аъзои интихобгардидаи Раёсат, бошад.

13.10. Маҷлиси Раёсат дар мавриди зарурӣ, аммо на кам аз 1 бор дар як моҳ гузаронида мешавад ва дар ҷаласа масъалаҳое, ки барои баррасии он пешниҳод шудаанд, ҳаллу фасл менамояд. Қарор бо аксарияти овоздиҳандагон қабул карда мешавад ва дар вақти баробарии овозҳо, овози Раис ҳалкунанда мебошад. Дар ҳолати норизой ба қарори қабулгардида, аъзои Раёсат ҳуқуқ дорад, оиди фикри худ ба Шӯрои нозирони Ориёнбанк хабар диҳад.

Гузаронидани маҷлисҳои Раёсатро шахсе ташкил менамояд, ки вазифаи Раиси Раёсатро ба уҳда дорад. Ҳуқуқи овоздиҳии худро аъзои Раёсат ба дигар шахс, аз ҷумла ба зиммаи аъзои дигари Раёсат, вогузоштанаш мумкин нест.

13.11. Пайнавишти ҷаласаҳои Раёсати Ориёнбанк, тибқи талаботи муқарраркардан коргузорӣ бурда ва аз тарафи Раис ва котиби масъули Раёсат 8 шахсонӣ дар ҷаласа онҳоро ивазкунанда имзо мешавад.

13.12. Фаъолияти Раёсатро Раиси Раёсат, ки ўро Шӯрои нозирони Ориёнбанк бе маҳдудияти муҳлат таъин менамояд, роҳбарӣ мекунад.

Раиси Раёсати Ориёнбанк метавонад, дар ҷаласаи Шӯрои нозирони Ориёнбанк бо ҳуқуқи овози машваратӣ иштирок намояд.

13.13. Раиси Ориёнбанк шахси мансабдори олии Ориёнбанк буда, аз рӯи фаъолияти Ориёнбанк мувофиқи салоҳияте, ки ба вай Маҷлиси умумии саҳмиядорон ва Шӯрои нозирони Ориёнбанк додааст, роҳбарӣ мекунад ва шахсан аз рӯи иҷроиши вазифаҳои ба Ориёнбанк гузошташуда, ҷавобгар мебошад.

13.14. Раиси Раесат бе ваколатнома аз номи Ориенбанк баромад мекунад, аз ҷумла манфиатҳои Ориенбанкро дар сохторҳои ҳукумати, давлатӣ ва ташкилотҳои ғайридавлатӣ, судин Ҷумҳурии Тоҷикистон ва берун аз ҳудуди он ҳимоя менамояд, аҳдҳо бандад, рӯйхати вазифаҳои Ориенбанкро тасдиқ намояд, фармонҳо мебарорад, боваринома ва супоришҳо медиҳад, ки иҷрои онҳо барои ҳамаи кормандони Ориенбанк ҳатмӣ мебошад

13.15. Ба салоҳияти Раиси Раесат ҳалли масъалаҳои зайл дохил мешавад:

- ба қор қабул кардан ва аз вазифа озод намудан, муқаррар кардани маоши мансабӣ, ҳавасманд кардани кормандони бехтарин, ба ҷазои интизомӣ кашидани вайронкунандагони тартибу интизом;
- тасдиқи меъёри фоидаҳо бо ҳисобҳо ва депозитҳо;
- таъин ва муқаррар намудани уҳдадорҳои вазифагии муовинонаш ва аъзоёни Раёсат;
- мутобиқи моддаи 23 Қонуни Ҷумҳурии Тоҷикистон «Дар бораи фаъолияти банки» баъди гирифтани розигии Бонки миллии Тоҷикистон ба вазифа таъин ва дар давоми се рӯзи қорӣ аз санаи озодкунии кормандони роҳбарикунанда огоҳ кардани Бонки миллии Тоҷикистон

2. Дар мувофиқа бо Шӯрои нозирони ба вазифа таъин кардани Муовинони раис, сармуҳосиб, роҳбарон ва сармуҳосибони филиалҳо

- таъин ва озод кардани ҳуқуқшиносони филиалҳо;
- бурдани пайнавишти маҷлиси Раёсати Ориенбанк;
- тасдиқи маблағи хароҷоти (смет) солони Ориенбанк;
- роҳбарии амалиёти фаъолияти хоҷагидории Ориенбанк,
- амалӣ намудани муомилаҳо, бастанӣ аҳдномаву шартномаҳо, додани амрҳо ва супоришҳо, аз номи Ориенбанк, ки иҷрояшон аз тарафи кормандони Ориенбанк ҳатмӣ аст,
- вобаста ба масъалаҳо, ки ба салоҳияти ӯ мебароянд, барои дида баромадан дар Шӯрои нозирони Ориенбанк ва Маҷлиси умумии сармоядорони Ориенбанк тақлифҳо пешниҳод менамояд,
- дигар амалҳо, ки муҳолифи қонунҳои Ҷумҳурии Тоҷикистон, санадҳои меъриии Бонки миллии Тоҷикистон ва ҳамаи Оиннома нестанд ва барои расидан ба мақсадҳои Ориенбанк заруранд, ба иҷро мерасонад.

13.16. Новобаста аз ҷавобгарии шахсии Раис аз рӯи фаъолияти Ориенбанк ҷонишинони раис, аъзоёни Раёсат, дигар коргарони кормандони маъсулин, роҳбарони филиалҳо ва намояндагии Ориенбанк, ки дар асоси Ваколатнома ва ё Фармони Раиси Раесат вобаста ба тақсими уҳдадорҳои меҳнатӣ ва вазифаҳои хизматӣ амал мекунанд, вобаста ба ҳудуди фаъолияти қоришон ҷавобгар ҳастанд.

13.17. Аъзои Раёсат ва Раиси Раёсати Ориенбанк:

- наметавонанд ба сифати узви мақомоти иҷроия ё ҳамчун шахси мансабдори роҳбарикунандаи дигар ташкилоти кредитиву молиявӣ рақобаткунанда, фаъолият намоянд;
- барои дурустии маълумоте, ки дар ҳисоботи Ориенбанк оварда мешаванд, масъул мебошанд;

- ҳангоми татбиқи ҳуқуқҳои худ ва иҷрои ўҳдадориҳо бояд ба манфиати Ориенбанк амал кунанд, ҳуқуқи ўҳдадориҳои худро нисбат ба Ориенбанк софдилона ва бошуурона татбиқ намоянд,

- дар назди Ориенбанк барои зараре, ки аз амали (беамалии) гуннаҳкоронашон ба Ориенбанк расидааст, масъулият доранд, агар дигар асосҳо ё андозаи масъулият тибқи қонунгузорӣ муқаррар нашуда бошад.

13.18. Ҳамзамон узви Раесат, ки зидди қарори ба Ориенбанк зарароварда овоз додаанд ва ё дар овоздиҳӣ иштирок нанамудаанд, масъулият надоранд агар:

- ҳангоми муайян кардани асосҳо ва андозаи масъулияти аъзои Раесат, Раиси Раесат, бояд ҳолатҳои барои кор муҳим ба инobat гирифта шаванд,

- агар мутобиқи ҳамин муқаррарот якчанд шахс масъулият дошта бошанд, пас масъулияти онҳо дар назди Ориенбанк муштарак хоҳад буд.

13.19. Ориенбанк ҷаъмиадор (саҳмиадорон), ки дар маҷмӯи дорои на камтар аз 10 фоизи саҳмиаҳои паҳнкардашудаи Ориенбанк мебошад, ҳуқуқи дорад нисбат ба узви Раесат ва Раиси Раесат, ҳамчунин дар мавриди ҷуброни зарари ба Ориенбанк расонидашуда дар ҳолатҳои пешбинишудаи ҳамин қисми бо даъво ба суд муроҷиат намояд.

13.20. Ориенбанк кодекси идоракунии корпоративии худро қабул намуда, дар он мутобиқи Кодекси граҷданӣ, Қонунҳои Ҷумҳурии Тоҷикистон «Дар бораи фаъолияти бонкӣ», «Дар бораи ҷамъиятҳои саҳомӣ» муносибати байни сохторҳои дохилибонкӣ бо саҳмиадорон, мизочон, субъектҳои хоҷагидорӣ ватанӣ ва хориҷӣ, инчунин бо шахсони сеюм ва бо мақомоти давлатиро танзим менамояд.

13.21. Ориенбанк дар фаъолияти худ меъёрҳои байналхалқӣ соҳаи бонкӣ, қоидаҳои Базел, Вольсберг ва дигар одатҳои байналхалқиро дар доираи бо қонунҳои Ҷумҳурии Тоҷикистон иҷозатшаванда риоя менамояд.

XIV. НАЗОРАТИ ФАЪОЛИЯТИ МОЛИЯВИЮ ХОҶАГИДОРИИ ОРИЕНБОНК

14.1. Ҷиҳати анҷом додани назорати фаъолияти молиявӣ хоҷагии Ориенбанк Маҷлиси умумии саҳмиадорон тибқи оинномаи мазкур Комиссияи тафтишотӣ на кам аз 3 кас ва Шӯрои назирон Кумитаи аудито на кам аз 3 кас таъсис медиҳад. Аъзои кумитаи аудит ва Раиси он аз ҷониби Шӯрои назирон ба муҳлати 4 сол интихоб карда мешаванд.

14.2. Комиссияи тафтишотӣ:

Аъзоёни Комиссияи тафтишотӣ наметавонанд ҳамзамон аъзои Шӯро бошанд, инчунин дар мақомоти идораи Ориенбанк мансабҳои дигарро ишғол намоянд. Саҳмиаҳои марбут ба аъзои Шӯро ҷаъсонӣ, ки дар мақомоти идораи Ориенбанк мансаб ишғол мекунанд, наметавонанд ҳангоми интихоби аъзои Комиссияи тафтишотӣ дар овоздиҳӣ иштирок намоянд.

14.3. Комиссияи тафтишотӣ аз тарафи Ориенбанк, риоя шудани санадҳои қонунгузорӣ ва санадҳои меъёрии дигарро, ки фаъолияти онро ба танзим медиҳанд, дуруст ба роҳ мондани назорати дохилибонкӣ, қонуни будани амалиёти аз ҷониби Ориенбанк иҷрошуда (бо тафтиши сартосарӣ ҷаъсонӣ), вазъи ҳазина ва амволро, тафтиш менамояд.

14.4. Оид ба натиҷаҳои тафтиши фаъолияти молиявӣ ҳоҷагии Комиссияи тафтишотӣ бо тартиби тасдиқнамудан Маҷлиси умумии саҳмиядорон ҳулоса таҳия менамояд ва ҳисобот дар бораи тафтиши гузаронидашуда ва ҳамчунин ҳулоса бо тавсияҳо ба Маҷлиси умумии саҳмиядорони Ориёнбанк пешниҳод мекунад.

14.5. Дар вақти иҷрои вазифаашон Комиссияи тафтишотӣ метавонад, экспертҳоро аз ҷумлаи шахсоне, ки дар Ориёнбанк дар ягон мансаби доимӣ кор намеkunанд, ҷалб кунад. Барои фаъолияти экспертҳои ҷалбкарда, раиси Комиссияи тафтишотӣ ҷавобгар аст.

14.6. Бо қарори Маҷлиси умумии саҳмиядорон ба аъзои Комиссияи тафтишотӣ дар давраи иҷро намудани ўҳдадориҳояшон метавонад подош пардохта, хароҷоти вобаста ба иҷрои ўҳдадориҳояшон ҷуброн карда шавад. Андозаи чунин подош ва ҷубронпулӣ бо қарори Маҷлиси умумии саҳмиядорон, бо тавсияи Шӯрои нозирони Ориёнбанк муқаррар карда мешавад.

14.7. Салоҳияти Комиссияи тафтишотӣ оид ба масъалаҳое, ки қонун пешбинӣ нанамудааст, бо қарори Маҷлиси умумӣ муайян мегардад. Тартиби фаъолияти Комиссияи тафтишотӣ тибқи низомнома, ки Маҷлиси умумии саҳмиядорон тасдиқ менамояд, муайян карда мешавад.

14.8. Тафтиши фаъолияти молиявӣ ҳоҷагии Ориёнбанк вобаста ба натиҷаи фаъолияти яксолаи он, инчунин ҳар вақти дигар бо ташаббуси Комиссияи тафтишотӣ, қарори Маҷлиси умумии саҳмиядорон, Шӯрои нозирон ё бо ташаббуси саҳмиядоре (саҳмиядороне), ки дар маҷмӯъ дорои на камтар аз 10 фоизи саҳмияҳои овоздор мебошад, гузаронида мешавад. Бо талаби Комиссияи тафтишотӣ, шахсоне, ки дар мақомоти идораи Ориёнбанк соҳибмансабанд, бояд дар хусуси фаъолияти молиявӣ ҳоҷагии он ҳуҷҷатҳо пешниҳод намоянд.

14.9. Кумитаи аудит:

Кумитаи аудит дар назди Шӯрои нозирон амал карда, дорои ваколату ўҳдадориҳои зерин мебошад

-баррасӣ ва тавсияи қабули нақшаи солони аудит, қоидаҳои ҳисобдорӣю назорати онҳо ва идоракунии хавфҳо дар Ориёнбанк,

-додани тавсия барои таъини аудитори берунии Ориёнбанк;

-баррасии ҳисоботи аудитори беруни оид ба ҳисоботи молиявии Ориёнбанк ва ба Шӯрои нозирон хабар додани ҳар гуна камбудҳои ошкоршуда то аз ҷониби он маъқул донишани ҳисоботи молиявӣ;

-талаб кардани ҳисобот аз сараудитори дохилии Ориёнбанк;

-мониторинги мутобикати фаъолияти Ориёнбанк ба қонунҳо ва санадҳои меъерии ҳуқуқӣ ва пешниҳоди маълумот ба Шӯрои нозирон,

-баррасии ҳисоботи Ориёнбанк, ки ба Бонки миллии Тоҷикистон пешниҳод мешавад;

-гузориш оид ба ҳар гуна масъалаҳое, ки аз ҷониби Шӯрои нозирон дар назди Кумитаи аудит гузошта шудаанд;

-баррасии амалиёт ва аҳдҳои Ориёнбонк, ки дар заминаи нақшаҳое, ки Кумитаи аудит қабул кардааст, мутобиқи дархости Шурои нозирон, дархости саҳмиядорони Ориёнбонк, ки беш аз 10 фоизи саҳмияҳои овоздиҳандаро соҳибанд;

-ҳар сол на камтар аз як маротиба пешниҳоди ҳисобот дар Маҷлиси умумии саҳмиядорон оид ба фаъолияти худ.

14.10. Қарорҳои Кумитаи аудит бо аксарияти овози аъзои иштирокдошта қабул мешаванд. Ҳангоми баробар будани миқдори овозҳо, овози Раиси Кумитаи аудит ҳалкунанда мебошад.

14.11. Дар Ориёнбонк хадамоти аудити дохилӣ амал менамояд, ки ба он сараудитори дохилӣ роҳбарӣ менамояд.

14.12. Салоҳияти Кумита оид ба масъалаҳое, ки қонун пешбинӣ нанамудааст, Шурои нозирон муайян менамояд. Раиси Шурои нозирон, Раиси Раёсат ва аъзои Раёсат аъзои Кумитаи аудит буда наметавонанд.

14.13. Ориёнбонк барои тафтиши ҳарсола ва тасдиқи ҳисоботи солони молияваш мутобиқи моддаи 45 Қонуни Ҷумҳурии Тоҷикистон «Дар бораи фаъолияти бонкӣ» ва аз рӯи рӯйхати Бонки миллии Тоҷикистон, ташкилотҳои аудиториро, ки дорони иҷозатномаи дахлдор, таҳассус ва таҷрибаи кофӣ аудити ташкилоти қарзӣ (кредитӣ) буда, аудити тақилотҳои қарзиро (кредитиро) дар Ҷумҳурии Тоҷикистон гузаронида метавонанд, ҷалб менамояд.

14.14. Аудит мутобиқи Қонуни Ҷумҳурии Тоҷикистон «Дар бораи фаъолияти аудиторӣ» ва шартномаи тарафайн амалӣ мегардад.

14.15. Санҷиши аудити метавонад ҳар вақт аз рӯи талаби саҳмиядороне, ки ҷамъи саҳмияҳои онҳо дар сармояи пардохтшудаи оиннома зиёда аз 10 фоизро ташкил мекунад, гузаронида шавад.

14.16. Хулосаи аудитӣ низ ба тартиби муқарраршуда, ба Бонки миллии Тоҷикистон пешниҳод карда мешавад.

XV. ФИЛИАЛҲО, НАМОЯНДАГИҲО ВА ДИГАР ВОҲИДҲОИ СОҲТОРИ ОРИЁНБОНК

15.1. Ориёнбонк ҳуқуқ дорад бо риояи талаботи қонунҳои амалкунанда дар ҳудуди Ҷумҳурии Тоҷикистон бо розигии Бонки миллии Тоҷикистон филиалҳо, намояндагиҳо таъсис диҳад. Ориёнбонк ва филиалҳои онҳо метавонанд берун аз маҳалли воқеъгардидаи худ воҳидҳои дигари сохториро (марказҳои хизматрасонии бонкӣ, нуқтаҳои интиқоли пул, нуқтаи мубодилаи асъор ва ғайра) бо тартиби муқаррарнамудаи Бонки миллии Тоҷикистон таъсис диҳанд.

15.2 Воҳидҳои сохтории мазкур аз номи ҶСК «Ориёнбонк» амалиёти алоҳидаи бонкиро иҷро мекунанд, ки номгуӣ онҳо бо санадҳои меъерии ҳуқуқии Бонки миллии Тоҷикистон муқаррар карда мешавад.

15.3. Таъсис додани филиалҳо ва кушодани намояндагиҳои берун аз ҳудуди Ҷумҳурии Тоҷикистон тибқи қонунгузории давлати хориҷии маҳалли ҷойгиршавии филиал ё намояндагӣ анҷом дода мешавад, агар дар шартномаи байналмилалӣ Ҷумҳурии Тоҷикистон тартиби дигаре пешбинӣ накунад.

15.4. Филиал ва намояндагӣ шахсони ҳуқуқӣ набуда, дар асоси низомномаи тасдиқнамудаи Шурои нозирони Ориёнбонк амал мекунанд. Филиал ё намояндагӣ бо молу мулк таъмин мегардад, ки он ҳам дар тавозуни алоҳидаи онҳо ва ҳам дар

тавозуни Ориентбанк ба ҳисоб гирифта мешавад. Роҳбари филиал ва намоёндагӣҳо мутобиқи талаботи банди 13.6 Оиннома ба вазифа таъин ва аз вазифа озод карда мешаванд.

15.5. Филиал ва намоёндагӣ фаъолиятро аз номи Ориентбанк дар асоси низомнома ва ваколатномаи аз ҷониби Раиси Раёсат додашуда амалӣ мекунанд. ҶСК «Ориентбанк» аз рӯи ўҳдадориҳои филиал ё намоёндагӣ масъул мебошад.

15.6. Филиалҳо ва намоёндагӣҳои Ориентбанк дар қаламрави Ҷумҳурии Тоҷикистон бо тартиби пешбиниамудан Қонуни Ҷумҳурии Тоҷикистон «Дар бораи бақайдгирии давлатии шахсони ҳуқуқӣ ва соҳибкорони инфиродӣ» ба қайди ҳисобгирӣ (фехрист) гирифта мешаванд.»

15.7. Ориентбанк мутобиқи қонунҳо дар ҳудуди Ҷумҳурии Тоҷикистон, инчунин берун аз ҳудуди Ҷумҳурии Тоҷикистон мутобиқи қонунгузории давлати хориҷӣ, агар дар шартномаҳои байналмилалии Ҷумҳурии Тоҷикистон тартиби дигаре пешбинӣ нашуда бошад, субъектҳои саҳомии фаръӣ ва вобастаи дорои шахси ҳуқуқиро бо иштироки афзалиятноки худ дар сармояи оинномавии он, мутобиқи шартномаҳо, ё ба тариқи дигар имконияти муайян намудани қарорҳои аз ҷониби чунин субъектҳо қабулшавандаро дошта бошад. Субъекти фаръӣ аз рӯи ўҳдадориҳои Ориентбанк масъулият надорад.

15.8. Ориентбанк, ки ҳуқуқи ба субъекти саҳомии фаръӣ додани дастурҳои барояш ҳатмиро дорад, аз рӯи аҳдҳое, ки субъекти саҳомии фаръӣ бо мақсади иҷрои чунин дастурҳо бастааст, бо ин субъектҳои саҳомӣ масъулияти муштарак дорад. Ориентбанк вақте дорои ҳуқуқи ба субъекти саҳомии фаръӣ додани дастурҳои барои иҷро ҳатмӣ эътироф мегардад, ки агар ин ҳуқуқ дар шартнома бо субъекти саҳомии фаръӣ ё оинномаи он пешбинӣ шуда бошад.

15.9 Филиалҳои ҶСК «Ориентбанк»:

15.9.1. Дар ноҳияҳои И.Сомонӣ, Шохмансур, Сино ва маҳаллаи 91-уми шаҳри Душанбе.

15.9.2. Дар ноҳияҳо ва шаҳрҳои Ҳисор, Шаҳринав, Турсунзода, шаҳраки Сомониени ноҳияи Рудакӣ, Ваҳдат, Файзобод, Роғун ва Рашти тобеи Ҷумҳур:

15.9.3. Дар ноҳияҳо ва шаҳрҳои Норақ, Ёвон, Қургонтеппа, Сарбанд, Данғара, Қулоб, Муминобод, Мир Сайид Али Ҳамадонӣ, :

15.9.4. Дар ноҳияҳо ва шаҳрҳои Хучанд, Чкаловск, Конибодом, Исфара, Қайроққум, Истаравшан, Панҷакент, Ҷаббор Расулов, шаҳраки Нови ноҳияи, Спитамен, шаҳраки Зарафшонӣ ноҳияи Айни, шаҳраки Бустони ноҳияи Мастчоҳ, вилояти Суғд:

15.9.5. Дар шаҳри Хоруғи Вилояти Мухтори Кӯҳистони Бадахшон

15.10. Намоёндагӣҳои ҶСК «Ориентбанк» дар:

шаҳри Москваи Федератсияи Россия, Ҷумҳурии Қазоқистон, Ҷумҳурии Федеративии Олмон, Аморти Муттаҳиди Арабистон, Ҷумҳурии Ислонд, Афғонистон, Иёлоти муттаҳиди Амрико, Швейтсария, Ҷумҳурии Халқии Хитой,

Бритониен Кабир, Ҷумҳурии Қирғизистон, Ҷумҳурии Узбекистон, Ҷумҳурии Беларус, Ҷумҳурии Украина, Давлатҳои Балтия, Ҳиндустон ва Туркия

XVI ДОХИЛ НАМУДАНИ ТАҒЙИРОТУ ИЛОВАҲО БА ОИННОМА

16.1. Тағйиру иловаҳо ба оиннома вобаста ба зиёд ё кам кардани сармояи оинномавии Ориёнбонк дар асоси қарори зиёд намудани сармояи оинномавии Ориёнбонк бо роҳи зиёд кардани арзиши номиналии саҳмияҳои бароварда ё паҳн намудани саҳмияҳои иловагӣ ё кам намудани он, ки Маҷлиси умумии саҳмиядорон қабул намудааст, ворид карда мешаванд.

16.2. Ворид намудани тағйиру иловаҳо ё тасдиқ намудани оинномаи Ориёнбонк дар таҳрири нав дар асоси қарори Маҷлиси умумии саҳмиядорон бо аксарияти аз чор се ҳиссаи овози саҳмиядорони дорандаи саҳмияҳои овоздори иштироккунандагони Маҷлиси умумии саҳмиядорон қабул карда мешавад.

БОБИ XVII. АЗНАВТАШКИЛДИҲӢ ВА БАРҲАМДИҲӢИ ОРИЁНБОНК

17.1. Азнавташкилдиҳии (муттаҳидшавӣ, ҳамроҳшавӣ, тақсимшавӣ, ҷудошавӣ, табдилдиҳӣ) ва барҳамдиҳии Ориёнбонк тибқи Кодекси гражданин Ҷумҳурии Тоҷикистон, дигар қонунҳо ва бо назардошти талаботи санадҳои меъерии Бонки миллии Тоҷикистон амалӣ мегардад.

17.2. Ориёнбонк ихтиёрий, бо назардошти талаботи қонун ва оинномаи худ, ҳамчунин метавонад бо қарори суд аз рӯи асосҳои пешбининамудаи қонунҳои Ҷумҳурии Тоҷикистон барҳам дода мешавад.

17.3. Барҳамдиҳии Ориёнбонк аз рӯзе, ки мақоми давлатии бақайдгирӣ ба Феҳристи ягонаи давлатии шахсони ҳуқуқӣ сабти дахлдорро ворид намудааст, анҷомефта ва барҳамхӯрда ба ҳисоб меравад.

17.4. Ҳангоми барҳамдиҳии ихтиёрии Ориёнбонк, Маҷлиси умумии саҳмиядорон вазифадор аст, дар ин хусус қарори пешакии Бонки миллии Тоҷикистонро гирад. Дар асари барҳамдиҳӣ фаъолияти Ориёнбонк бе гузаштани ҳуқуқ ва ўҳдадориҳо бо тартиби ворисияти ҳуқуқӣ қатъ мегардад.

РАИСИ РАЁСАТ



Ҳ. АСАДУЛЛОЗОДА

"Approved"

by the General Meeting of Shareholders

OJSC "Orienbank", Protocol No.22

dated June 20 , 2009

The Chairman of Supervisory Board of OJSC "Orienbank"

(stamp and signature) Sh. M.Malikov

THE CHARTER OF OPEN JOINT STOCK COMPANY

"ORIENBANK"

This is to certify that this is a true and correct translation
of the charter of OJSC "Orienbank" in English language

Chairman

Permanent Representative



T. Hasan Asadullozoda

Mr Bakhtiyor Oripov

With accounts of amendments and additions in accordance with decision of the General Meeting of Shareholders dated April 17, 2010 (Protocol No. 23).

1. THE GENERAL PROVISIONS

- 1.1. Open Joint Stock Company "The Orienbank" hereinafter referred as to "the The Orienbank" is financial credit institute which organized on November 2, 1991 as Open Joint Stock Company and is the legal person from the moment of state registration in the Ministry of Justice, as well as re-registration in Tax authority of the Republic of Tajikistan.
- 1.2. Open Joint Stock Company "The Orienbank" on the basis of Certificate of the State Registration in the Tax committee under the Government of the Republic of Tajikistan in accordance with the article 53 of the Civil Code of the Republic of Tajikistan acts on the base of its Charter.
- 1.3. Registration of shares and obligations of The Orienbank in accordance with the Law of the Republic of Tajikistan "On securities and share stock exchange" is realized in the Ministry of Justice of the Republic of Tajikistan.
- 1.4. The Orienbank has been established without limitation of expiration of date and for its activity fulfills obligations not prohibited by the Legislation of the Republic of Tajikistan.
- 1.5. The full official firm name of the The Orienbank is as follows:
 - In the Tajik language: Ҷамъияти саҳомии кушодаи «Ориёнбанк»
 - In the Russian language: Открытое акционерное общество «Ориёнбанк»
 - In the English language: Open Joint Stock Company "Orienbank"
- 1.6. The brief official firm name of the The Orienbank:
 - In the Tajik language: ҶСК «Ориёнбанк»
 - In the Russian language: ОАО «Ориёнбанк»
 - In the English language: OJSC "The Orienbank"
- 1.7. The Orienbank enters into structure of sole bank system of the Republic of Tajikistan and realizes its activity in accordance with the Constitution of the Republic of Tajikistan, the Civil Code of the Republic of Tajikistan, the Laws of the Republic of Tajikistan "On the National Bank of the Republic of Tajikistan", "On the banks and banks activity", "On the Joint Stock Companies" and other legal and normative acts of the Republic of Tajikistan, the National Bank of Tajikistan, the international legal acts, recognized by Tajikistan and the present Charter.
- 1.8. The main aim of the Orienbank is receiving of profit through attracting of deposits, other monetary resources of the clients and other sources (banks, investment companies) their effective deposit for the determined period on

terms of return, backing, profit, mutual settlement between clients by their request, opening and keeping of bank account and receiving of profit from service.

- 1.9. The Orienbank carries out the activity on the basis of the bank license of National Bank of the Republic of Tajikistan and special license for separate kinds of activity which are determined by the Law of the Republic of Tajikistan "On licensing for some kinds of activity".
- 1.10. The Orienbank has separate property according to the article 33 of the Law of the Republic of Tajikistan "On bank activity", which is in its balance, can on its own behalf have the private property and non-property rights and use them, and undertakes duties, to be the respondent and claimant in court and to open the bank accounts within the Republic of Tajikistan and abroad in the certain order.
- 1.11. The Orienbank owns, disposes and uses the acquired property and profit according to its purposes and tasks. Money funds and other valuable assets of Orienbank may be confiscated only by court order, came into force.
- 1.12. The Orienbank has round stamp with the indication of the complete name of The Orienbank on state and other languages, stamp, emblem, special marks, letterhead with its name forms and others representational distinctive means.
- 1.13. The Orienbank under the obligations bears responsibility by all its property.
- 1.14. The Orienbank does not bear responsibility under the obligations of the shareholders.
- 1.15. The shareholders do not bear responsibility under the obligations of The Orienbank and bear joint responsibility on activity of The Orienbank within the limits of the paid and not completely paid shares, that he owns.
- 1.16. The Orienbank does not bear responsibility under the obligations of the State. The State does not bear responsibility under the obligations of The Orienbank, except cases if they themselves accepted such responsibility.
The Orienbank does not bear responsibility under the obligations of National Bank. The National Bank does not bear responsibility under the obligations of The Orienbank, except cases if they themselves accepted such responsibility.
- 1.17. The Public authorities of the Republic of Tajikistan have no right to interfere with activity of The Orienbank. The agreement of Local Public authorities is not required to The Orienbank for opening of branch or representation office of The Orienbank in Republic of Tajikistan and appointment of its executive employees.
- 1.18. Orienbank can carry out personal errands of the Government of the Republic of Tajikistan and the Government agencies, operations and mutual payments with means of the republican and local budget under the special contract, concluded on the basis of competition,
- 1.19. The revision of activity of The Orienbank is carried out by affluent international and local auditors, National Bank of the Republic of Tajikistan, Auditing Commission and Bank Auditors in the order stipulated by the Law.
- 1.20. The Tax Bodies can supervise The Orienbank only on payment of the tax on banking activity.

- 1.21. All other ministries and departments of the Republic of Tajikistan and their departments have no right to check activity of The Orienbank. The relations between them and the Orienbank are realized in order, provided by Article 48 of the Law of the Republic of Tajikistan "On bank activity".
- 1.22. The Orienbank has the right independently invest by acquisition of shares, bonds connected with investments and various securities at the rate to ten percents and over ten percents of the adjustable capital from the written approval of National Bank of Tajikistan.
- 1.23. The official language in activity of The Orienbank is the Tajik language. Office-work, record, minutes and reports, which are analyzed and made by The Orienbank, are carried out in the Tajik language.
The present Charter is made in accordance with the Legislation of the Republic of Tajikistan and other normative acts of the National Bank of Tajikistan and will be commented in accordance with them.
- 1.24. Location of The Orienbank: Republic of Tajikistan, Dushanbe, 95/1, Rudaky Avenue.

II. BANK OPERATIONS OF THE ORIENBANK

2.1. On the basis of Article 3 of the Law of the Republic of Tajikistan "On bank activity" and the License of National Bank, The Orienbank can carry out the following bank operations and other agreements:

1. Bank operations:

- to attract deposits;
- disbursement of loans (secured, not-secured), including:
 - a) consumer, mortgage loan and interbank credits.
 - b) factoring;
 - c) financing of commercial contracts, including forfeiting;
- opening and keeping of bank account;
- purchase and sale of below-mentioned means for itself or clients:
 - a) market money resources (including: checks, bills, obligations and depositary certificates);
 - b) foreign currency;
 - c) exchange rate and interest rate;
 - d) shares and other remitted valuable papers;
 - e) forward contracts, the agreement of swap, the futures, an option and other product concerning currency, shares, bonds, metals and jewels or an exchange and interest rates;
- issue of guarantees, the account of treaty obligations, including guarantees and letter of credit for itself and clients;
- clearing service, mutual payment and transfers, connected with money resources, securities, payment commissions and other payment means (including: checks, credit payment cards, debtor and other traveling checks, bills, the wire transfers, earlier resolved debits and the credits);
- brokerage in the monetary market;

- saving operations, storage and management of assets (money, securities, metals, jewelry and others);
 - the operational services based on trust (management of money resources, securities and others in favor of the principal and on the basis of its commission);
 - the various operations following from operations specified in the present article and provided by regulations of National Bank of Tajikistan;
 - cash operations, reception, recalculation, exchange, package and storage of bills and coins;
 - reception (collection) and sending of bills, coins and precious subjects.
- 2.2. The order of carrying out of the operations specified in 1 part of present article is established by regulatory-legal acts of National Bank of Tajikistan.
- 2.3. The Orienbank has the right to carry out below-mentioned transactions except the bank operations specified in part 1 of present article:
- issue of guarantees, provided performance of liabilities before the third party;
 - financial rent (leasing);
 - operations with precious metals and stones according to the legislation;
 - service as the financial agent;
 - service as the adviser or the financial adviser;
 - service of the financial and credit information.
- 2.4. The Orienbank has no right to carry out production, trade and direct insurance activities.
- 2.5. The Orienbank with the purpose of duly return of duties, uses guarantee kinds of pledge, guarantees on the power of attorney and other kinds of the obligations of the banks, accepted from bank experience all over the world.
- 2.6. The credit resources of The Orienbank are formed at the expense of private resources, resources of the National bank of the Republic of Tajikistan, other local and foreign banks, deposit of the legal and physical persons, pure not distributed annual profit of The Orienbank and other money resources at the expense of the involved domestic and foreign investment.

III. THE CHARTER CAPITAL OF THE ORIENBANK

- 3.1. The Charter capital of The Orienbank is formed at the expense of the paid funds of the sale of the bank shares in national and foreign currency.
- 3.2. The Charter capital of The Orienbank determines the minimal size of property, which guarantees interests of the creditors.
- 3.3. The Orienbank may increase the Charter capital by increasing of nominal cost of the shares at the expense of money resources, at the expense of property of The Orienbank or issue of the additional shares, in view of complete payment of the announced capital, in cases, stipulated by the Law to reduce the Charter capital by reduction of nominal cost of the shares, reduction of their general number or in cases stipulated by the law by purchase of a part of the shares.
- The additional shares are distributed only within the framework of amount of the announced shares determined by the present Charter. Cost of each share of The Orienbank is equal.

3.4. The Orienbank, in accordance with amount and the order determined by General Meeting of the shareholders, may formed its own Charter capital by means of the net profit and the following Reserve Funds:

- a) general cases and cases of emergency;
- b) anticipated losses - deposits in the liquidated banks (partially at the expense of general reserves);
- c) revaluation of property;
- d) revaluation of foreign currency;
- e) undistributed profit of the last years;
- f) indemnification of anticipated losses on credits of The Orienbank, on the basis of the normative acts of National Bank of Tajikistan;
- g) special corporatization of the employees The Orienbank;

3.5. With the purpose of increase the ability to meet payments of The Orienbank and performance of the requirements of National Bank of Tajikistan about economic norms, Charter capital, reserve funds, currency fund and others funds are kept in The Orienbank.

At increase of the statutory capital at the expense of property of bank by distribution of the additional shares, these shares are distributed between the shareholders. Simultaneously each shareholder is distributed the share of the same kind equal to number of his shares.

3.6. The Charter capital of The Orienbank makes 300 000 000 (three hundred million) somoni, which is distributed on 3 000 000 (three million) shares and nominal cost of each share is equal to 100 (hundred) somoni.

IV. THE SHARES OF THE ORIENBANK

4.1. The issue and placement of the shares of The Orienbank at a rate of the authorized capital of The Orienbank is carried out in the order determined by the Laws of the Republic of Tajikistan "On joint-stock companies " and "On securities and exchange funds".

4.2. Nominal amount of the shares is determined in national currency and is the same for all issued shares of The Orienbank.

4.3. The Orienbank issues the ordinary shares. The shares of the Orienbank are divisible. If one share belongs to several legal and physical persons, all these persons are considered as the owners of one share and the right of a vote at the General meeting of the shareholders is executed according to their competence on the part of one of the participants of general property of share or their representative. The powers of each of the mentioned persons properly should be legalized.

4.4. The ordinary share entitles its owners with equal rights and authorized to participate at the General meeting of the shareholders at the decision of all issues offered on voting and to receive profit.

4.5. One ordinary share has one vote.

4.6. The Orienbank can distribute the bonds in the order, determined by the Legislation of the Republic of Tajikistan on securities.

4.7. The bonds are distributed by the Orienbank by the Decision of Supervisory Board of The Orienbank and bonds converted to the shares are distributed by the Decision of General Meeting of the shareholders. The bonds have nominal value. The placement by the Orienbank of bonds is made after full payment of its Charter capital. The bonds are realized in accordance with decision on their issue for cash or in exchange for property.

4.8. The shares, which property right was transferred to The Orienbank, and also the shares before complete payment have not the right of a vote, at voting it is not taken into account and the dividends are not charged on them.

4.9. Cost of the additional shares distributed by a subscription, can be paid by money, securities, others property either property rights, or other rights having money cost. The method of payment of the additional shares is determined according to the decision on their placement. Payments of the additional shares of The Orienbank, distributed by a subscription, shall be made at the price determined by General Meeting of the Shareholders not less than its nominal cost.

4.10. Price (monetary value) of property, and also cost of purchase and placement of the shares of The Orienbank determines the Supervisory Bord in view of the market price.

4.11. The placement of ordinary shares making more than 25 percents of the ordinary shares, that have been distributed before is made only by Decision of General Meeting of the shareholders accepted by the majority votes of third of quarter of the holders of the shares, participated at the General Meeting of Shareholders.

4.12. By the Decision of General Meeting of the Shareholders, The Orienbank can consolidate its distributed or announced shares depending on a kind, as a result of which two or more shares of The Orienbank turn to one share of the same kind, or can distribute its distributed shares, therefore one share The Orienbank can be transformed in two or more shares of The Orienbank. The Orienbank issues free the certificate for all the shares, belonging to the shareholder.

4.13. The certificate of the share is evidence of the ownership of the person mentioned in it on the certain quantity of the shares of The Orienbank. In a case of lose of the certificate, on the basis of the application of the shareholder a new certificate is issued to him. In case of reception of the second copy of the certificate the shareholder should make payment in the certain amount, indicated by Orienbank.

4.14. The Orienbank makes a decision on payment of the dividends under the distributed shares once in one year.

4.15. The dividends are paid of the net profit of The Orienbank is paid in national currency by means of the special fund of the Orienbank, made for this purposes.

4.16. Decision on payment of the annual dividends is accepted by General Meeting of the Shareholders. The size of the dividends can not exceed the amount offered by Supervisory Board of the Orienbank.

4.17. Term of payment of the dividends is determined by the Decision of General Meeting of the Shareholders on payment of the dividends. The list of the persons having the right on reception of the dividend is made under date of the list of persons, who have the right to participate in General Meeting of the Shareholders.

4.18. The dividends for payment under the stipulated shares, at the request of the shareholders are given in cash or non-cash by transfer or by other way convenient for the shareholder, or for purchase of the new shares.

V. THE RIGHTS AND OBLIGATIONS OF THE SHAREHOLDERS

5.1. The share entitles the holders of the shares the rights:

- to receive the dividends and bonds, if the shares were purchased not later than one month and the bonds were purchased not later than 10 days prior to termination of fiscal year;
- to participate in the management of the Joint Stock Company if the Law of the Republic of Tajikistan "On Joint Stock Companies" does not provide the other procedure;
- on the part of property of The Joint Stock Company, remaining after its liquidation;
- to sell, to give by will, carve-out or by other way of all shares or by one, not fully paid part by the legal and individual persons;
- to receive the information on activity of The Orienbank, to familiarize with accounting and other documents;

The nominal value of the shares is determined in national currency and if legislation does not provide otherwise, on all issues of shares of the Joint Stock Company, it should be the same.

The Joint Stock Company has the right to issue nominative shares and bearer shares. The Joint Stock Company issues certificated shares and non-certificated shares.

5.2. The shareholders (shareholder), that are jointly the owners of not less than 2 percents of the voting shares, have the right to bring in the agenda of annual general meeting of the shareholders the issues and to offer nominees in Supervisory Board of The Orienbank, Executive body - Board, the Audit Commission and Tabulating Commission and also to a post of a Managerial Body. Such offers can be brought in term not later than 30 days after termination of fiscal year.

5.3. At the request of the shareholder of The Orienbank, he is given the opportunity within a reasonable time to familiarize with the Charter of The Orienbank in particular with changes and additions.

5.4. The shareholders are obliged:

- to observe rules of the constituent documents of The Orienbank, in particular the present Charter and other acts regulating activity of The Orienbank;
- not to disclose the confidential information of The Orienbank that was received by them after they became the shareholders of the bank;
- to carry out the obligations in relation to the Orienbank in accordance with the Legislations of the Republic of Tajikistan and decisions of General Meeting of the Shareholders of The Orienbank;
- to promote The Orienbank in achievement of its authorized purposes;
- to refrain from actions, which can bring harm The Orienbank.

5.5. In case of end of activity of the shareholder - legal person or death of the shareholder - individual person, their rights and the obligations, belonging to the shareholder of the Orienbank pass to his successor(s).

VI. REGISTER AND PROCEDURE OF REGISTRATION OF THE SHAREHOLDERS

6.1. The register of the shareholders of The Orienbank is kept by the registrar according to the article 41 of the Law of Republic of Tajikistan "On joint-stock companies"

6.2. The person, registered in the register of the shareholders of The Orienbank is obliged within 5 days to give the information on the occurred changes of his data. In case of failure to provide information about changes of his data – the location, or residence or other changes, The Orienbank as the owner of the register does not bear responsibility for the damage, put in connection with such action.

6.3. The Orienbank is obliged, on demand of the shareholder or nominee shareholder, to certify his right on the share by issue of a copy of record from the register of the shareholders of The Orienbank, which is not the securities.

6.4. The registration of the shareholder will be coordinated by corresponding record in the register.

VII. THE GUARANTEE OF INTERESTS OF THE CLIENTS

7.1. The relation of The Orienbank with the clients and others legal and individual persons is carried out on the basis of the contracts.

7.2. The Orienbank guarantees a safe storage of money resources and others assets, which the clients hand over on its discretion. The Orienbank guarantees a safe storage of all movable and immovable property, funds and money resources of The Orienbank, which are formed according to the Bank Legislation and Present Charter, and also which are realized by measures of provision of a stable financial position of The Orienbank.

7.3. For timely and complete performance of the obligations by regulation of balance structure, the Orienbank takes measures according to obligatory norms established by National Bank of the Republic of Tajikistan.

7.4. The Orienbank guarantees confidentiality of operations, accounts and deposits of the clients and correspondents. The information on the activities and financial situation of the client, that became known to the Orienbank at service and relationships with client or a third party and its disclosure may cause material or moral damage to the client, is bank secrecy.

7.5. The information having confidential character is given by The Orienbank with observance of the requirements article 48 of the Law of the Republic of Tajikistan "On banks and bank activity", including:

- about availability of the bank account, its owners, about money resources in them and operation on these accounts, carried out by clients;
- about the money transfer by individual persons without opening of the settlement accounts and about their senders (addressees);

- about money resources, jewels of the client, keeping in the Orienbank.

7.6. The information having confidential character is given only to bellow-mentioned people:

- to the owners of bank settlement accounts and owners of jewels or their representatives;

- to senders and addressees of transfers;

- to National Bank of Tajikistan on its requirement;

- to courts on the basis of their decision

– to agency of credit history according to the Law of Republic of Tajikistan “On credit history”;

– to agency of inquiry and preliminary investigation: on initiated and pending criminal cases, in cases when money funds, property, jewels of the clients which are on accounts or stored of the Orienbank, the property may be recovered, arrested or confiscated – on the basis of decision of investigator or criminal investigator, approved by the Procurator General of the Republic of Tajikistan, procurators of region, cities and districts;

– to Tax authorities on issues of tax payment by legal entities on the basis of the letter of the Head of Tax authority with submitting of the copy of order of Tax authority on its inspection, if it is provided by the Tax Code of the Republic of Tajikistan

This provision does not lose its validity in case of termination of relationships on any reason between the client and the Orienbank

7.7. The information on the bank secrecy is disclosed in case of death of the owner:

- to the persons, which were specified by the client in the wills.

- to courts, notarial offices in which there are hereditary businesses of the savings of the deceased, and also foreign consulates.

7.8. Disclosure of bank secrecy without observance of the established order is forbidden, if the Law does not provide other circumstance.

For the unlawful disclosure of bank secrecy, the offender is brought to responsibility in accordance with established order of the legislation of the Republic of Tajikistan.

7.9. For the purpose of guarantee of property safety and bank secrecy, The Orienbank has the right to create the special service, to get and use the weapon and necessary technical means according to the established order of the Law of the Republic of Tajikistan “On weapon”.

7.10. Money resource on the bank account and other funds and assets, which are stored in The Orienbank are subject to arrest on the basis of the court decision, also decision of bodies of supplementary examination or the preliminary investigation, confirmed by the public prosecutor.

In case of arrest of funds on the bank account, the Orienbank promptly suspends operations on them within the arrested amounts.

In case of arrest of other valuable things, that are kept in the Orienbank, Orienbank suspend their issue to owner.

7.11. Disclosure of the bank secrecy by executive employees, by employees and the former employees and representatives of The Orienbank to the third parties,

the provision of it for their analysis is forbidden, except the cases, provided by legislation of the Republic of Tajikistan "On bank activity".

Restrictions also concern the workers and observers of the National bank of Tajikistan and persons, whom they appointed for the check according to the Law, and also those, who indirectly or directly investigates the similar information when performing their duties or its activity.

7.12. Assembled, acquired and saved during activity of The Orienbank information, and also other information on magnetic disks and on the various electronic means, that is considered by The Orienbank as a commercial secret, can not be sold, transferred, copied, exchanged and otherwise to be distributed and to be multiplied.

7.13. The Orienbank provides the Government agencies only information, necessary for the performance of the national system of analysis, development and finalizing of informational and economic findings in order, provided by the law. The Orienbank displays the information concerning the issued securities at a rate, term and order established by the Legislation of the Republic of Tajikistan.

VIII. ACCOUNTING, SECURITY OF THE DOCUMENTS AND INFORMATION OF DATA OF THE ORIENBANK

8.1. The Orienbank maintain the accounting records, gives the financial report in the order established by the Law of Republic of Tajikistan "On banks and bank activity ", National bank of Tajikistan and other normative legal acts of the Republic of Tajikistan.

8.2. The results of activity of The Orienbank are reflected in the monthly, quarterly and annual balance sheets, in the statements on the profit and loss, and also in the annual report that is provided to the National Bank of Tajikistan, within a specified period of time.

8.3. The responsibility for organization, for a condition and the accuracy of the accounting report in The Orienbank, for duly granting of the annual report and other financial statements to the National bank of Tajikistan and other relative bodies, as well as information on activity of the Orienbank which is given to the shareholders, creditors and mass media, is assigned to the Board of The Orienbank. The Audit Commission of The Orienbank shall confirm the accuracy of the information of annual report.

8.4. The Orienbank for annual revision and confirmation of the annual financial statements, in accordance with Article 45 of the Law of the Republic of Tajikistan "On bank activity" and according with the list of the National Bank of the Republic of Tajikistan attracts Audit Companies, having the appropriate license, qualification and experience of audit of credit organization with the possibility to audit credit organization in the Republic of Tajikistan.

8.5. The annual report of The Orienbank is certified beforehand by the Supervisory Board of The Orienbank within 30 days before holding of General Meeting of of the Shareholders, then it is certified by the General Meeting of the Shareholders of The Orienbank also is published in mass media.

8.6. The fiscal year of The Orienbank begins on January 1 and comes to an end on December 31.

8.7. The net profit of The Orienbank after payment of the taxes in the budget according to the order established by Tax Code of the Republic Tajikistan and transfer of means to funds according to the International accounting standards (IFRS), remains at the disposal of The Orienbank, and in accordance with decision of the General Meeting of the Shareholders of the Orienbank is distributed between the shareholders as the dividends, for promotion of services and motivation among employees, and also for other purposes as cash or shares.

8.8. According to the procedure, stipulated by the Legislation of the Republic of Tajikistan the personal documents of the employees of The Orienbank are submitted on a state storage. The structure of the documents and term of their storage is determined according to the register (list of businesses). The destruction of the documents is authorized only after revision on the termination of the term of storage and on the basis of the write-off acts, complied and agreed in an appropriate order.

The Orienbank keeps the following documents on not less than 5 years and registering on each contract:

- particular information about clients;
- applications and all documents on contracts (including loan agreements and the secured guarantees) and decisions of the credit organizations about their approval;
- registrations of contracts with partners (including the creditors, the debtors and guarantors) and the various documentary references which are a basis for approval of these contracts;
- opening of bank accounts;
- other documents established by the regulations of the National bank of Tajikistan.

8.9. The registration is made in writing form. Orienbank stores registration, accounts books, reports, documents, letters, cable messages, notices and other concerning financial activity in the short form (the microfilm, various electronic forms and other) within the term established by the law so, that in this place there was a corresponding order and rules of full restoration of information. Such reduced copies are valid along with an original copy.

8.10. The Orienbank gives the following information:

- Annual report of The Orienbank, annual accounting report;
- IPO prospectus of The Orienbank in cases stipulated by the laws;
- information on holding of the General Meeting of the shareholders in accordance with established order;
- other information determined by the authorized body.

8.11. The procedure of work with the information of The Orienbank, referred to commercial secret of the Orienbank, and also responsibility for the violation of the procedure of work with them is established by the Board of The Orienbank and the Chairman of the Board of The Orienbank in view of the requirements of the Legislation of the Republic of Tajikistan.

IX. THE RIGHTS OF THE ORIENBANK

9.1. For the security of obligations, operations on financing, crediting and reciprocal payments, The Orienbank has the right:

- a) to prepare the instructions, regulations and other legal acts which are necessary for implementation by structural units of The Orienbank and the clients.
- b) on a basis of the agreements with the clients to determine the amount of the profit at realization of active and passive operations, and also to determine the tariffs of cost of the provided services.
- c) to require from organizations and enterprises obtaining the credit, the report, balance and other documents, reflecting their financial solvency and security of issued credits.
- d) to require from the clients carrying out of expert examination of environmental protection and the draft decision concerning a construction, reconstruction, which are financed by the loans of The Orienbank
- e) in case of breach of claims of the contract at obligations of the clients, imposed on itself to request early termination of the contract.
- f) on the basis of the Law of Republic of Tajikistan "On bankruptcy " to go to the court with the application for the composition in bankruptcy of creditors, which fails to make timely payment of the credit and other obligations to the Orienbank.
- g) to contribute to the organization of the enterprises and agencies to participate in activity of commercial banks, domestic and foreign joint-stock companies or to buy the their issued shares.
- h) to acquire the fixed assets, to finance its money funds for construction and buildings, to rent them out or to sell, to insure the property.
- i) to advertise the activity of the Orienbank.
- j) to protect interests of the clients according to the order, established by the legislation.

X. INTEREST OF THE ORIENBANK AND REFINED PERSONS IN THE SETTLEMENT OF MAJOR TRANSACTIONS

10.1. The Orienbank implements a major deals (including credit, mortgage, and guarantee) one or more deals on purchase, assignment or possibility of direct or indirect assignment of the property by the Orienbank, except the transactions at the process of economic activity of The Orienbank, the transactions, involving the placement of ordinary shares and transactions on subscription, associated with placement of bonds converted in ordinary shares.

10.2. For acceptance of the Decision by the Supervisory Board and General Meeting of the Shareholders on approval of major transactions, the cost of alienated or acquired property (services) is determined by Supervisory Board according to the law and is approved by the General Meeting of the shareholders.

10.3. The decision on approval of the major deal, which subject is the property which cost is from 30 to 50 percents of balance cost of assets of The Orienbank, is adopted by the General Meeting of the shareholders by the majority two third of votes of the owners of the voting shares, from 2 to 30 percents - by Supervisory

Board and from 2 percents by the Board of OJSC "Orienbank", participating on General Meeting of the shareholders,

10.4. The decision on approval of the major transaction, which subject is cost of property of more than 50 percent from balance cost of assets of The Orienbank, is accepted by the General Meeting of the shareholders by the majority of two-thirds of votes – owners of the voting shares, participating at General meeting of shareholders.

10.5. The interested person is liable to The Orienbank at a rate of damage caused by him. The responsibilities of the several persons before The Orienbank are equal.

10.6. If the refined person caused material damage to the Orienbank by not granting of the information or the delayed granting of the information, refined person bears responsibility to The Orienbank at a rate of the inflicted damage.

10.7. The Orienbank registers its refined persons and provides report on them in the order, stipulated by the Legislation of the Republic of Tajikistan.

XI. GOVERNING BODIES OF THE ORIENBANK

11.1. The Governing bodies of The Orienbank are:

- Supreme Body - General meeting of the shareholders;
- Governing body - Board of directors of The Orienbank;
- Incorporated Executive Body – the Board of the Orienbank and its Chairman;
- Control Body - Auditing commission.

11.2. The General Meeting of the Shareholders is the Supreme Body of Management of The Orienbank and is held annually not earlier than two months and not later than six months after fiscal year. General meetings of the shareholders are extraordinary, except Annual General Meeting.

11.3. The meeting is considered as proxy when there participated not less than 50 % of the shareholders or authorized persons of the shareholders (by quantity of the shares). The decision of the meeting is accepted by ordinary voting of the majority on ratability of the shares. Changes of the Charter and the decision on liquidation of activity of The Orienbank are accepted by the votes of three-fourths votes of the shareholders, participating at the meeting.

11.4. The competence of General Meeting of the shareholders is:

- amendments and additions in the Charter of The Orienbank;
- voluntary reorganization of the Company;
- liquidation of the Joint Stock Company, appointment of commission and approval of interim and final liquidation balance;
- determination of quantity of the members of Supervisory Board, the election of its members and early termination of their powers;
- determination of quantity, nominal cost, the types of the announced shares and bonds and also rights given on these shares and bonds;
- increase of the Charter capital of The Orienbank by increase of nominal cost of the shares or by distribution of the additional shares;
- reduction of the Charter capital of The Orienbank by reduction of nominal cost of the shares, by purchase by The Orienbank of some part of these shares in order

to reduce the their total number, and also by payment of cost of the acquired or newly acquired shares of The Orienbank;

- the establishment of Governing body of the Joint Stock Company, the approval of its provisions, early termination of their powers;
- approval of auditor of The Joint Stock Company and his repayment, electing of an Audit Commission;
- approval of the annual report, accounting report, including in the case of the profitability and loss ratio of the Joint Stock Company, and also distribution of the profit, compensation of damage on results of fiscal year;
- approval of the procedure of work of General Meeting of the shareholders;
- election of the members of the Tabulating commission and early termination of their powers;
- making decisions on approval of agreements in cases, provided in Articles 81 and 85 of the Law of the Republic of Tajikistan "On Joint Stock Companies".
- acquisition of shares distributed by the Joint Stock Company in cases, stipulated by this Law;
- decisions, concerning participation of the Joint Stock Company in establishment or activity of other legal entities by transferring of one or more parts of assets, which are together form 25% or more of the all assets of the Joint Stock Company;
- approval of the internal documents of the Joint Stock Company, which approval is given to the General Meeting of Shareholders.
- payment of the dividends;

Issues, referred to the competence of the General Meeting of shareholders can not be transferred for solving to Executive body of the Joint Stock Company.

The General Meeting of the Shareholders does not have right to consider and take decisions on issues, which are not within its competence.

11.5. Issues, referred to the competence of General Meeting of the Shareholders can not be transferred for solving to the Executive Body – Board of The Orienbank.

11.6. The General Extraordinary Meeting of the shareholders is held on the decision of Supervisory Board and on its the initiative, on demand of an Audit Commission and also on demand of the shareholders (shareholder), owning not less than 10 percents of the voting shares of The Orienbank on the date of granting the requirement.

11.7. The Extraordinary General Meeting of the Shareholders should be held within 30 days from the moment of granting of the requirement on holding of Extraordinary general meeting of the shareholders.

11.8. The decision on refusal to convene the General Extraordinary meeting of the shareholders and on inclusion or non-inclusion of issues and offers in the agenda of General Extraordinary Meeting of the Shareholders is accepted not later than 5 days after end of the terms, established by the law.

11.9. In indicated terms the notification on holding of the General meeting of the shareholders shall be published in print publication, available for all shareholders, determined by Supervisory Board of the Orienbank or by mass media or by registered letter of shareholders.

11.10. The decision of General Meeting of the Shareholders on issues put to a vote is accepted by the majority votes of the shareholders - owners of the voting shares participating at a meeting, if the law does not stipulate other order.

11.11. Calculation of votes at General Meeting of the shareholders on issues put to a vote, the right to vote at decision of which have the shareholders - owners of the ordinary shares is implemented on all voting shares collectively.

11.12. The accepted decisions of the General meeting of the shareholders, and also results of voting are brought to the attention to the shareholders according to the order and in term stipulated by law, but not later than 45 days from the date of acceptance of these decisions.

11.13. The decision of General Meeting of the Shareholders can be accepted without holding of meeting (joint participation of the shareholders for discussion of issues of the agenda and acceptance of the decision on issues put to a vote) by holding of absent voting.

11.14. The General Meeting of the shareholders, which agenda contains issues on election of Supervisory Board of The Orienbank, Audit Commission, approval of auditor, and also the issues of election of Tabulating Commission and early termination of their powers can not be hold in the form of absent voting.

11.15. The shareholder has the right to participate at the General Meeting personally or through his representative. The representative of the shareholder acts at General Meeting of the shareholders according to powers based on the law or power of attorney. The power of attorney should be legalized according to the Legislation of the Republic of Tajikistan.

11.16. In case of the conclusion of the contract on discretionary management of the shares of the shareholder, the custodian acts at the General meeting and votes as his representative.

11.17. The voting on debts shares is realized according to conditions of the pledge contract, unless otherwise is provided by the law.

11.18. The General Meeting of the shareholders is entitled to (has a quorum) if it has been participated by the shareholders having more than half of the distributed voting shares. The participants of the General Meeting of the shareholders, carried out by absent voting, are those shareholders, whose ballots have been received before the deadline.

11.19. If in the agenda of General Meeting of shareholders includes issues to be voted by different set voters, quorum for the decision on these issues is determined separately.

11.20. In the absence of quorum for holding of general annual meeting of the shareholders, the General Meeting should be held the repeated with same agenda. In the absence of quorum for holding of General Extraordinary Meeting of the shareholders, the shareholders can carry out the repeat general meeting of the shareholders with same agenda.

11.21. The repeat General meeting of the shareholders is considered competent (has quorum) if it was attended by the shareholders, owning as a whole not less than 30 % of the voting distributed voting shares.

11.22. The voting at General Meeting of the shareholders is held according to the principle "one voting share - one vote ", except cases of cumulative voting if required by the law.

11.23. The voting on issues of the agenda of General Meeting of the shareholders is held by open voting. The voting on issues of General Meeting of the shareholders, held in the form of absent voting is carried out only by the ballots of voting.

11.24. In case of cumulative voting the ballot shall contain the reference on this and the explanation of the specification of cumulative voting.

11.25. The Minutes of General Meeting of the shareholders is prepared within 10 days after closing of General Meeting of the shareholders and is signed by the Chairman and Secretary of the General meeting.

XII. SUPERVISORY BOARD OF THE ORIENBANK

12.1. The Supervisory Board consists of 7 members. It is created as a Governing body of Orienbank (except for the issues, referred by the law the competence of General Meeting of the shareholders) for the period of 4 years with the rights of unlimited election.

12.2. The Supervisory Board is responsible for definition and realization of main directions of activity of The Orienbank. The Supervisory Board establishes standards of risk management, investment policy, minimum internal rules and procedures of internal control of The Orienbank.

12.3. The Supervisory Board may be elected by shareholders, including the founders as well as by other invited experts – experts with corresponding professional experience. Supervisory Board elects the Chairman of Board among its members.

12.4. The member of the Supervisory Board should be:

- legally capable, have a business-like, and in terms of professionalism, the competence and reliability;
- to have higher education;
- not to work in other credit organizations, except concerning societies;
- not to be the Director, Deputy Director, the Head of structure of the public authority;

Not less than one-quarter of members of the Supervisory Board should have a work experience in bank system over 3 years.

12.5. On the Decision of General Meeting of the shareholders, the members of Supervisory Board of The Orienbank during the performance of their duties are paid for their work, and (or) their expenses, connected with performance of duties of the member of Supervisory Board are reimbursed. The salary of the Chairman of Supervisory Board is established by the decision of General Meeting of the shareholders.

12.6. The member of Supervisory Board of The Orienbank may be only an individual person. The member of Supervisory Board of The Orienbank may not be a shareholder of The Orienbank.

12.7. The members of Supervisory Board are elected by cumulative voting. At cumulative voting the number of votes, held by each shareholder is multiplied by a number of the persons, and the shareholder has the right to transfer received votes for one of the candidates or to distribute them among two or more candidates. Those, who gain the most number of votes are elected to the Supervisory Board.

12.8. Competence of Supervisory Board includes the issues of the general management of activity of The Orienbank, except for issues, referred by the law to the competence of General Meeting of the shareholders.

12.9. The competence of Supervisory Board of The Orienbank includes the following issues:

- determination of priority directions in activity of The Orienbank (including crediting and investment);
- convening of Annual and Extraordinary general meetings of the shareholders;
- establishment of a Tabulation Commission at the absent voting without holding of General Meeting of the shareholders;
- approval of the agenda of General Meeting of the shareholders;
- determination of the date of preparation of the list of the persons entitled to participate at the General Meeting of the shareholders and other issues within the competence of Supervisory Board in accordance with provisions of the Law and associated with preparation and holding of the General Meeting of the shareholders;
- presentation of the candidate to the Governing Body of The Orienbank;
- acceptance of the decision on participation of The Orienbank in establishment or financing in activity of other legal entities (including the joint-stock companies), financial and industrial groups, associations of commercial organizations and domestic and foreign bank associations by transferring of a part or several parts of assets at the cost, equal as a whole to 25 % of all assets of The Orienbank;
- granting the recommendations on the amount of the dividends and order of their payment;
- approval of the Decision of the Board of The Orienbank on interbank structure and payroll fund of the employees of The Orienbank;
- approval of the regulatory documents, the internal documents and policy of The Orienbank, determining the order of activity of Governing bodies of The Orienbank and other issues within the competence of Supervisory Board of The Orienbank.
- distribution and purchase of the shares, bonds and other securities on behalf of The Orienbank in cases stipulated by the law;
- purchase of the shares, bonds and other securities on behalf of The Orienbank in cases, stipulated by the law;
- granting the recommendations on the amount of monthly wage of the Chairman of Supervisory Board, remunerations, compensation and expenses of the members of Supervisory Board, determination of Auditor's fee other compensations to indicated persons;
- establishment of branches and open of representation offices of The Orienbank;

- approval of the registrar of the Orienbank and conditions of the contract with him as well as the termination of the contract with him;
- establishment of the Board of The Orienbank, the appointment of the Chairman of the Board and approval of candidate of the Vice Chairman of the Board and early termination of powers of the Chairman of the Board and members of the Board;
- if necessary, organization of committees for the solution of specific issues at their own expense and at the expense of other employees of The Orienbank;
- other issues, provided by the Law, General Meeting and present Charter.

12.10. Examination of issues within the competence of Supervisory Board can not be transferred to the Board of The Orienbank.

12.11. The termination of powers of the member of Supervisory Board under his initiative is carried out at any time by written notification of Supervisory Board. The powers of the member of Supervisory Board are terminated upon receipt by Supervisory Board of the notice, unless the later date is not specified in the notice which can not exceed six months and this term is accepted by the majority of votes of the rest members of Supervisory Board.

12.12. The Chairman of Supervisory Board of The Orienbank is elected by secret voting by the majority of votes of total number of the members of Supervisory Board. The Chairman of Supervisory Board organizes its work, convenes meeting and chairs at them, chairs at General meeting of the shareholders. In the absence of the Chairman of Supervisory Board on decision of the Board his functions are carried out by one of the members of Supervisory Board.

12.13. The meeting of Supervisory Board of The Orienbank is convened by the Chairman of Supervisory Board on his own initiative, at the request of the member of Supervisory Board, Audit Commission, Auditor, the Board of The Orienbank, and also other persons, stipulated by the law. The procedure for convening and holding of meetings of Supervisory Board is determined by the present Charter and the internal documents. The members of Supervisory Board of The Orienbank should be notified on holding of each meetings of Supervisory Board of The Orienbank at least three days before the meeting.

12.14. Quorum for holding of the meeting of Supervisory Board should not be less than half of the elected members of Supervisory Board. If the number of the members of Supervisory Board is less than number of indicated quorum, the Supervisory Board is obliged to accept the decision on holding of Extraordinary annual meeting of the shareholders for the election of new Supervisory Board.

12.15. The decisions at the meeting of Supervisory Board are accepted by the majority votes, participating at the meeting. At the solution of issues at the meeting of Supervisory Board, each member of Supervisory Board has one vote. The transfer of voting rights to other person, including another member is not allowed. In case of tie vote at taking of the decision the right of casting vote belongs to the Chairman of Supervisory Board.

12.16. The minutes of meeting of Supervisory Board is made not later than three days after the meeting. The minutes of the meeting of Supervisory Board is signed by the Chairman and secretary of the meeting.

XIII. EXECUTIVE BODY OF THE ORIENBANK

13.1. The Board and Chairman of Board carry out the direct management of current activity of The Orienbank. The Supervisory Board forms the Executive Board consisting of 5 members for an indefinite period. As the Board and the Chairman of bank are formed simultaneously as an executive body, the Chairman shall also carries out the functions of the Chairman of Board.

13.2. Executive Board is responsible for implementation of decisions of General Meeting of shareholders, the Supervisory Board and for management of daily operations of the bank. Competence of the Board of The Orienbank includes all issues of management of the current activity of The Orienbank except for issues within the competence of General Meeting of the shareholders or Supervisory Board. The Board is accountable to Supervisory Board.

13.3. The Chairman of Board is appointed and dismissed by the Supervisory Board. The Vice Chairman, Chief accountant, managers and Chief accountants of branches are appointed by the Chairman of Board in coordination with the Supervisory Board.

The member of Board can not be elected by a member of the Supervisory Board. The Chairman of the Supervisory Board can not be appointed by the Chairman of Board.

13.4. Executives employees of The Orienbank should meet the following requirements:

- reliable person and reasonable in terms of professionalism;
- to have the higher economic education, to be competent, to have the experience of work not less than 5 years in the bank system, three years of them shall be the management in economic structure of the credit organizations;
- to have sufficient knowledge of bank legislation and regulation acts of the National bank of Tajikistan;
- can not be the employee of other credit organization;
- to work in the present credit organization fully;
- to reside in the Republic of Tajikistan;

13.5. The Board of The Orienbank acts on the basis of the present Charter and also approved by the General Meeting of the shareholders and Supervisory Board internal documents, provisions or other normative documents, that establish the terms and procedure of convening and holding of its meetings, as well as decision-making procedures.

13.6. The rights and obligations of the Board, members of the Board and its Chairman are determined by the law, other regulative acts and also by present Charter.

13.7. Each year thirty days before the General meeting of the shareholders of The Orienbank, the Board should prepare the annual report, balance report, profit and losses statement.

13.8. Competence of the Board of The Orienbank includes the following issues:

- organization and implementation of the decisions of General meeting of the shareholders, Supervisory Board and Audit Commission of The Orienbank;

- determination of the structure, the procedure of cooperation of governing bodies of The Orienbank and its structural units, which are not included into the full competence of other bodies;
- consideration and solution of issues on the acceptance and placement of management and structural employees of The Orienbank;
- solution of issues on wages, other compensations for the employees of The Orienbank and approval of the internal normative acts (service, duty regulations, positions, management) of the Orienbank, connected with the activities of structures;
- supervision over activity of branches and other structures of The Orienbank;
- development and realization of new kinds of services of The Orienbank and establishment of the cost for the services;
- monitoring of the employees of The Orienbank on fulfillment of their official duties;
- solution of issues on organization of crediting, financing, cash management services, security of cash and jewelry, account and calculation, internal bank auditing, security of interests of The Orienbank, clients and other issues of activity of The Orienbank;
- review of the annual report and balance of The Orienbank and its branches, the statement on the profit and losses, distribution of profit and other for submission to Supervisory Board of The Orienbank;
- definition of general conditions and order of the obligations, approval of the contracts on transactions, including insurance of bank property and risks of commercial activity in the amount of insured sum and also signing of the commodity-money documents and letters;
- issues of purchase of the fixed assets, acceptance on a balance of collateralized property, financing of buildings and constructions, connected with bank activity and their sale;
- other issues of bank activity, referred by the decision of General Meeting of Shareholders and Supervisory Board to the competence of the Board of the Orienbank.

13.9. The Board is authorized to resolve issues, submitted for review if the meeting was participated by two-thirds of members of the Board. Quorum of meetings of Executive body - the Board, should not be less than half of elected members of the Board.

13.11. The meetings of the Board are when necessary, but not less than once per one month and at meeting are discussed the issues submitted for its consideration. The decisions are taken by the majority votes and in case of a tie vote, the cast vote belongs to the Chairman. In case of disagreement with the decision, the member of the Board has to give his opinion the Supervisory Board of The Orienbank.

Conduction of meetings of the Board is held by the person, engaged as the Chairman of the Board. The member of the Board has not the right to give his vote to other member of the Board.

13.11. The Minutes of meetings of the Board of The Orienbank is conducted in accordance with the requirements, established records management and is signed by the Chairman, secretary of the Board or persons replacing them at the meeting.

13.12. The Chairman of the Board supervises over activity of the Board, which is appointed by Supervisory Board of the Orienbank on indefinite period.

The Chairman of the Board of The Orienbank can participate at meeting of Supervisory Board of The Orienbank in advisory capacity.

13.13. The Chairman of The Orienbank is the Supreme official of The Orienbank, supervises activity of The Orienbank according to powers given to him by General Meeting of the shareholders and Supervisory Board of The Orienbank and personally bears responsibility for performance of duties, entrusted on The Orienbank.

13.14. The Chairman of the Board acts on behalf of bank without the power of attorney, in particular protects interests of The Orienbank in state, government agencies and non- governmental organizations, courts of the Republic of Tajikistan and abroad, concludes the bargains, approves the list of positions of the Orienbank, issues the orders, issues the powers of attorney and instructions, which execution is obligatory for all employees of The Orienbank.

13.15. The Competence of the Chairman of the Board includes the following issues:

- hiring and dismissal, establishment of salary, promotion of the best employees, bringing to disciplinary responsibility against offenders and troublemakers;
- approval of interests rate accounts and deposits;
- establishment of the official obligations of deputies and members of the Board;
- in accordance with Article 23 of the Law of the Republic of Tajikistan "On bank activity" after obtaining of the consent of the National Bank on appointment and within three days from the date of dismissal of senior employee to notify National Bank of Tajikistan.

2. In coordination with Supervisory Board, an appointment on position of Vice Chairman, Chief accountant, managers and Chief accountant of branches;

- appointment and dismissal of the lawyers of the branches;
- keeping of minutes of the meeting of the Board of the Orienbank
- approval of the annual budget of the Orienbank;
- supervision of operational and economic activity of The Orienbank;
- implementation of the operations, conclusion of transactions and contracts, issue of the orders and instructions on behalf of Oreinbank, which performance is obligatory for the employees of The Orienbank;
- make proposals on issues within its competence for consideration at the meeting of Supervisory Board of The Orienbank and General Meeting of shareholders of The Orienbank;
- performs other activities, which do not contradict to the laws of the Republic of Tajikistan, regulatory and legal acts of the National Bank of Tajikistan and present Charter and necessary for achievement of the purposes of The Orienbank.

13.16. Regardless the personal responsibility of the Chairman on activity of The Orienbank, Vice Chairmen, members of the Board, acting on the basis of Power of attorney or order of the Chairman of the Board on distribution of the labor

duties and position obligations are responsible within the limits of the labor activity.

13.17. Members of the Board and Chairman of the Board of The Orienbank:

- can not carry out activities as members of the executive body or as the official manager of other competing credit and financial organization;
- are responsible for accuracy of the information given in the reports of The Orienbank;
- exercising their rights and performing the obligations shall act in interests of The Orienbank, carry out the rights and obligations honorably and reasonably;
- are responsible to The Orienbank for damages, caused to the Orienbank by their guilty activities (omission), if other reasons and the size of the responsibility are not provided by the legislation.

13.18. In this case the members of Board, who voted against the decision of The Orienbank, or didn't participate in voting, which has caused the losses, shall not be liable, if:

- in determining of the basis and the size of responsibility of member of Board and The Chairman of Board, necessary circumstances should be taken into account;
- if in accordance with the provisions of this Article several persons bear responsibility, they bear the joint responsibility to the Orienbank;

13.19. The Orienbank or shareholder (shareholders) owning as a whole not less than 1 percents of the distributed shares of The Orienbank, have the right to apply to court with the complaint on the member of the Board and Chairman of the Board, and also for compensation of damages, caused to The Orienbank in case, stipulated in this Article.

13.20. The Orienbank may adopt its own Code of corporate governance, which regulates the relations between bodies of the bank, relationships of bank with the shareholders, clients, relationship of the given body with the third parties and Government agencies.

13.21. The Orienbank in its activities observes the international regulations of bank sphere, the rules of Basel, Wolsberg and other international rules within frames, permitted by the legislation of the Republic of Tajikistan.

XIV. CONTROL OF FINANCIAL AND ECONOMIC ACTIVITY OF THE ORIENBANK

14.1. For the control of the financial and economic control of The Orienbank by the General Meeting of the shareholders in accordance with the present Charter is elected Audit Commission, consisting of not less than three members and Supervisory of The Orienbank creates an Auditing Committee consisting of not less than 3 members. The members and the Chairman of Committee are elected by the Supervisory Board for the term of 4 years.

14.2. The Audit Commission:

The members of the Audit Commission can not simultaneously be the members of the Supervisory Board, as well as occupy other positions in the Governing bodies of The Orienbank, can not participate in voting in the election of the members of an Audit commission.

14.3. The Auditing Commission checks observance by The Orienbank of legislative and other regulatory acts, regulating its activity, correctness of the inter-banking control, legality of operations carried out by The Orienbank (by full or spot check), cash and financial position.

14.4. The Audit Commission submits to the General Meeting of the shareholders of The Orienbank the report on the results of inspection, and also statement of compliance of accounting balance and profit and losses statement, submitted for approval to the actual condition of business in The Orienbank with the recommendations on prevention of the identified lacks.

14.5. At performance of its obligations the Audit Commission can involve the experts, from the persons who does not occupy a constant position in The Orienbank. The Chairman of Audit Commission bears responsibility for activity of the involved experts.

14.6. By the decision of General Meeting of the shareholders the members of an Audit Commission during performance of their obligations may be paid remunerations and compensated the charges connected with performance of their obligations. The amount of such remunerations and compensations is established by the decision of General Meeting of the shareholders on recommendations of Supervisory Board of The Orienbank.

14.7. The competence of an Audit Commission on the issues which have not been provided by the law, is determined by decision of the General Meeting of shareholders. The order of activity of an Audit Commission is determined according to the provision, approved by General Meeting of the shareholders.

14.8. The audit of economic and financial activity of The Orienbank is carried out on results of annual activity, as well as at any time on the initiative of an Audit Commission, decision of General Meeting of the Shareholders, Supervisory Board of The Orienbank or on the initiative of the shareholder (shareholders), owning as a whole not less than 10 percents of the voting shares. At the request of an Audit Commission, the persons, occupying the positions in Governing bodies of The Orienbank shall provide the documents on economic and financial activity.

14.9. Audit committee:

Audit Committee acts under The Supervisory Board and has the following powers and duties:

- review and recommendation on the approval of annual audit plan, accounting rules and their control and risks management in the Orienbank;
- provision of recommendations for appointment of external auditor of The Orienbank;
- review of the report of the external auditor on the financial statements of The Orienbank and provision of information to The Supervisory Board on the revealed deficiencies for his approval of financial statement.
- the requirement of the report from Chief internal auditor of The Orienbank;
- monitoring of compliance of activity of The Orienbank to the laws and regulatory acts, and also provision of information to the Supervisory Board;
- review of the report of the Orienbank, submitted to the National bank of Tajikistan;

- a memorandum on the various issues to the Audit committee, provided by the Supervisory Board;
 - review of operations and transactions of The Orienbank on the basis of the adopted plans of Audit committee in accordance with the request of The Supervisory Board and shareholders of The Orienbank, owning 10 percent of voting shares;
 - every year, at least once to report on its activity to the General Meeting of shareholders;
- 14.10. Decisions of Audit committee are taken by the majority of votes. In case of a tie vote the right of casting vote belongs to the Chairman.
- 14.11. In The Orienbank operates the internal audit, headed by the Chief internal auditor.
- 14.12. The Supervisory Board determines the competence of Committee on issues, which are not provided by the law. The Chairman of Supervisory Board, the Chairman of the Board and the members of Board can not be members of Audit committee.
- 14.13. The Orienbank for annual inspection and approval of annual financial statements in accordance with Article 45 of the Law of the Republic of Tajikistan "On bank activity" and on the list of the National Bank of the Republic of Tajikistan attracts audit organizations, having corresponding license, qualification and experience of auditing of the credit organization with possibility to audit the credit organization in the Republic of Tajikistan.
- 14.14. The audit is carried out according to the law of the Republic of Tajikistan «On audit activity" and the bilateral agreement.
- 14.15. The audit may be carried out at any time at the request of the shareholders owning as a whole 10 percents of the shares.
- 14.16. The opinion of audit is submitted to the National Bank of Tajikistan in the stipulated order.

15. BRANCHES, REPRESENTATIVE OFFICES AND OTHER STRUCTURAL UNITS OF THE ORIENBANK

15.1. Orienbank may establish branches, open representative offices and proxy points on the territory of Republic of Tajikistan with observance of laws and with the consent of National bank of Tajikistan. Orienbank and its branches may establish other structural units (the centers of bank service, points of an exchange of money, points of a currency exchange and other) on the established order of National Bank of Tajikistan.

15.2. The above-mentioned structural units carry out certain bank operations on behalf of the OJSC "Orienbank" the list of which is established by the regulations of the National bank of Tajikistan.

15.3. The establishment of branches and open of the representative offices outside of the territory of the Republic of Tajikistan is carried out in accordance to the legislation of the foreign state at the location of branches or representative

offices, unless otherwise is provided by the international contract of the Republic of Tajikistan.

15.4. Branch and representation office are not the legal entities, and act on the basis of the provision, approved by Supervisory Board of the Orienbank. Branch and representative office are provided with property, which is taken into account as on separate balance as well as on balance of The Orienbank. The Head of branch and the Head of representation office is appointed and removed in accordance with Article 13.6 of present Charter.

15.5. Branch and representative office carry act on behalf of The Orienbank on the basis of provisions and power of attorney given by the Chairman of the Board. The OJSC The Orienbank is responsible for the obligations of branches and representative offices.

15.6. The branches and representative offices of The Orienbank on the territory of the Republic of Tajikistan are brought to the register in the order stipulated by the Law of the Republic of Tajikistan "On state registration of the legal entities and individual entrepreneurs".

15.7. The Orienbank in accordance with the laws on the territory of the Republic of Tajikistan, as well as outside the territory of the Republic of Tajikistan - in accordance with the legislation of the foreign state, if other order is not stipulated by the international contracts of the Republic of Tajikistan, may have the subsidiaries and dependent joint-stock parties with rights of legal entity with its predominant participation in the Charter capital, in accordance with agreements, concluded between them or any other possibility of determining of decisions, taken by this entities. The subsidiary subject is not responsible for the obligations of The Orienbank.

15.8. The Orienbank, which has the right to give the subsidiary joint stock entity the obligatory instructions, is liable jointly with subsidiary joint-stock entity on transactions, concluded by the joint stock entity pursuant to implementation of such instructions. The Orienbank has the right to give to the subsidiary joint stock entity the obligatory instructions only in case, when this right is provided in agreement with the subsidiary joint stock entity or in its Charter.

15.9. Branches of OJSC "Orienbank":

15.9.1. In districts I.Somoni, Shohmansur, Shahrinav, Firdavsi, Sino and in 91 micro-district of Dushanbe city.

15.9.2. In districts and cities Hissor, Shahrinav, Tursunzoda, Rudaky, Vahdat, Faizabad, Rogun, Rasht and Republic Subordination.

15.9.3. In districts and cities Norak. Yavan, Qurgonteppa, Sarband, Dangara, Kulob, Muminobod, Mir Said Alii Hamadoni.

15.9.4. In districts and cities Khujand, Chkalovsk, Konibodom, Isfara, Qaiaraqum, Istaravshon, Panjikent, Proletar, Jabbor Rasulov, Nov, Spitamen, Aini, Buston, Mastchoh, Bobojon Gafurov, Gonchi, Shahrison and Asht of Sogd region.

15.9.5. In Khorog city of Gorno-Badakhshan Autonomous Region.

15.10. Representation offices of OJSC "The Orienbank":

In Moscow city of Russian Federation, Republic of Kazakhstan, Federal Republic Germany, United Arab Emirates, Islamic Republic of Afghanistan, USA,

Switzerland, the People's Republic of China, Great Britain, Republic Kyrgyzstan, Republic of Uzbekistan, Republic of Belorussia, Republic of Ukraine, Baltic States, India, Turkey.

XVI. CHANGES AND ADDITIONS IN THE CHARTER

16.1. Changes and additions in the charter connected with increase or reduction of the Charter capital of the Orienbank, are implemented on the basis of the decision to increase the Charter capital by increase of nominal value of shares or its reduction, adopted by General meeting of shareholders.

16.2. Changes and additions in the charter or approval of Charter of Orienbank in new reduction are implemented by the decision of General meeting of shareholders, adopted by the majority in three-fourths of votes of shareholders - owners of the voting shares, participated in the General meeting of shareholders.

XVII. REORGANIZATION AND LIQUIDATION OF THE ORIENBANK

17.1 Reorganization (merge, joining, division, allocation, transformation) and liquidation of Orienbank is carried out according to the Civil Code of Republic of Tajikistan, other laws and taking into account requirements of regulations of the National bank of Tajikistan

17.2. Orienbank may be liquidated voluntary taking into account the requirements of the law and its Charter, and also can be liquidated under the court decision on the basis, provided by laws of the Republic Tajikistan.

17.3. The liquidation of The Orienbank is considered completed from the moment, when the state registration body makes the corresponding record to the Uniform State Register of legal entities.

17.4. At voluntary liquidation of The Orienbank, the General Meeting of the Shareholders is obliged to receive the prior Decision of the National Bank of Tajikistan. The liquidation of the activity of The Orienbank entails its termination without transfer of rights and obligations in order of succession to other persons.

The Chairman of the Board (stamp and signature) H.Asadullozoda.



ИҚТИБОС

Аз Феҳристи ягонаи давлатии шахсони ҳуқуқӣ

Маълумоти асосӣ оиди шахси ҳуқуқӣ			
Мақомоти бақайдгиранда	Ноҳияи И Сомони		
Шакли таъкидӣ-ҳуқуқӣ	ҶАМЪИЯТИ САҲОМИИ КУШОДА		
Номи пурраи фирмавии шахси ҳуқуқӣ	ҶАМЪИЯТИ САҲОМИИ КУШОДА "ОРИЕНБОНК"		
Номи кӯтоҳи фирмавии шахси ҳуқуқӣ	ЧСК "ОРИЕНБОНК"		
РЯМ – Рақами ягонаи мушаххас	0210005107		
РМА – Рақами мушаххаси андозсупоранда	020003038		
РМН – Рақами мушаххаси иҷтимоӣ	-		
Рамаҳсон оморӣ	ТУКТ	10172015	ТУТОМХ- 3501266
	ТУМХДН	4524	ТШМ 125
	ТШТХ	1216	КНФИ
Санаи бақайдгирии давлатии таъсисёбӣ	02 06 2008		
Санаи ворид намудани маълумот ба ФЯД	17 07 2014		

Маълумот оиди тарзи таъсисёбии шахси ҳуқуқӣ
Тарзи таъсисёбии шахси ҳуқуқӣ


Маълумот оиди суроғи ҳуқуқии шахси ҳуқуқӣ	
Мамлакат/Вилоят/Шаҳр/Ноҳия/Кӯча/Ҷамоат	Душанбе, Сомони, Рудаки
Хочаг	95/1
Хичра	
Маълумоти иловагӣ	Душанбе, Сомони, Рудаки


Маълумот дар бораи муассисони шахси ҳуқуқӣ		
Маълумот дар бораи муассисон – шахсони ҳуқуқӣ		
Номи пурраи шахси ҳуқуқӣ	Ҷамъияти саҳомии пушидаи "Сомон-Тачхизот"	
Номи кӯтоҳи шахси ҳуқуқӣ.	Ҷамъияти саҳомии пушидаи "Сомон-Тачхизот"	
РМА	040002668	
Мамлакат	Тоҷикистон, Ҷумҳурии Тоҷикистон	
Ҳаҷми муассис дар сармояи оғинамавӣ	13863400,00	3,896 %
Маълумот дар бораи муассисон – шахсони воқеӣ		
(маълумот нест)		

Маълумот дар бораи раҳбари шахси ҳуқуқӣ	
Ном, насаб ва номи падар	Ҳасан Асадulloзода
РМА	025177078
Шаҳривандии раҳбари шахси ҳуқуқӣ	Тоҷикистон, Ҷумҳурии Тоҷикистон

Маълумот дар бораи сармояи оғинамавии шахси ҳуқуқӣ
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This is to certify that this is a copy of the original document

Chairman  Hasan Asadullozoda

Permanent Representative  Mr. Bakhtiyor Oripov

Маъёри сармояи оинномавӣ	355823000,00
Маълумот онли ташаккулёбни сармояи оиннома	
Санан ташаккулёбни сармояи оинномавӣ	-

Маълумот дар бораи филиалҳо ва намоёндагӣҳои шахси ҳуқуқӣ	
Маълумот дар бораи филиалҳои шахси ҳуқуқӣ	
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбанк" дар ноҳияи Ғайзобод
РМА:	020003038
Суроға	Ғайзобод И Сомони, 16,
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санан	17 07 2014
Роҳбари филиали шахси ҳуқуқӣ:	Нуридинов Санд Садридинович
Номи пурраи филиали шахси ҳуқуқӣ.	Филиали ЧСК "Ориёнбанк" дар шаҳри Турсунзода
РМА:	020003038
Суроға	Турсунзода М.Турсунзода, 159,
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санан	17 07 2014
Роҳбари филиали шахси ҳуқуқӣ.	Маруфов Абдуманон ВАХОБОВИЧ
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбанк" дар шаҳраки Пролетар ноҳияи Чаббор Расулов
РМА:	020003038
Суроға	Чаббор Расулов Пролетар, Нурматов, 2
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санан.	17 07 2014
Роҳбари филиали шахси ҳуқуқӣ	Розиков Акмал Аюбҷонович
Номи пурраи филиали шахси ҳуқуқӣ.	Филиали ЧСК "Ориёнбанк" дар шаҳри Истаравшан
РМА:	020003038
Суроға.	Истаравшан Роҳи Ленин, 2,
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санан	17 07 2014
Роҳбари филиали шахси ҳуқуқӣ	Бадиев Зоҳир Миробидович
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбанк" дар шаҳри Ёвон
РМА	020003038
Суроға	Ёвон Гагарин, 4,
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санан	17 07 2014
Роҳбари филиали шахси ҳуқуқӣ.	Азизов Азамҷон Азизович
Номи пурраи филиали шахси ҳуқуқӣ:	Филиали ЧСК "Ориёнбанк" дар шаҳри Данғара
РМА.	020003038
Суроға.	Данғара Ленин 1,
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санан	17 07 2014
Роҳбари филиали шахси ҳуқуқӣ	Содиқова Хуснияҷон Нуруллоевна
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбанк" дар шаҳри Қайроққум
РМА	020003038
Суроға	Қайроққум Мирзо Турсунзода 28,
Маълумот дар бораи ҳолати филиал	Амалкунанда

Ҳолати субъект ба санаи	17.07.2014
Роҳбари филиали шахси ҳуқуқӣ	Бабаев Камолҷон Собитҷонович
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар шаҳри Ваҳдат
РМА	020003038
Суроға:	Ваҳдат Тугдона, 38
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санаи	17.07.2014
Роҳбари филиали шахси ҳуқуқӣ	Насриддинов Мусофир Бадинович
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар шаҳри Рогун
РМА	020003038
Суроға:	Рогун Сохтмончиен 27 1-2
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санаи	17.07.2014
Роҳбари филиали шахси ҳуқуқӣ	Орлова Оксана
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар шаҳри Конибодом
РМА	020003038
Суроға:	Конибодом Ленин, 318А
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санаи	17.07.2014
Роҳбари филиали шахси ҳуқуқӣ	УМАРОВ СУЛАЙМОН УСМОҶОВИЧ
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "ОРИЁНБОНК" дар шаҳри Қўлоб
РМА	020003038
Суроға:	Қўлоб Пушкина 7,
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санаи	17.07.2014
Роҳбари филиали шахси ҳуқуқӣ	Курбонов Хабибулло
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар ноҳияи Рашт
РМА	020003038
Суроға:	Рашт Бурҷонов ,
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санаи	17.07.2014
Роҳбари филиали шахси ҳуқуқӣ	Ҳайдаров Сирочиддин
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар шаҳри Панҷакент
РМА:	020003038
Суроға	Панҷакент Рудеки. 161,
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санаи	17.07.2014
Роҳбари филиали шахси ҳуқуқӣ	Пулатов Иброҳимҷон Раҳимович
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар ноҳияи Исмонти
РМА:	Сомони шаҳри Душанбе
Суроға:	020003038
Маълумот дар бораи ҳолати филиал	Душанбе Сомони Шотемур, 28
Ҳолати субъект ба санаи	Амалкунанда
Роҳбари филиали шахси ҳуқуқӣ	17.07.2014
Номи пурраи филиали шахси ҳуқуқӣ	РАҲМОНОВ ИСЛОМИДДИН ХАЙРИДДИНОВИЧ
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар ноҳияи Сино шаҳри Душанбе

РМА.	020003038
Суроға:	Душанбе Сино Маяковский, 77.
Маълумот дар бораи ҳолати филиал.	Амалкунанда
Ҳолати субъект ба санан.	17.07 2014
Роҳбари филиали шахси ҳуқуқӣ	Зухуров Шуҳрат Шукурджонович
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар шаҳраки Шаҳринав ноҳияи Шаҳринав
РМА:	020003038
Суроға	Шаҳринав И. Сомони, 7
Маълумот дар бораи ҳолати филиал.	Амалкунанда
Ҳолати субъект ба санан	17.07 2014
Роҳбари филиали шахси ҳуқуқӣ	Сатторов Бободжон Бобомулонов
Номи пурраи филиали шахси ҳуқуқӣ.	Филиали ЧСК "Ориёнбонк" дар шаҳри Чкаловск
РМА:	020003038
Суроға	Чкаловск Бобочон Гафуров, 12.
Маълумот дар бораи ҳолати филиал.	Амалкунанда
Ҳолати субъект ба санан	17.07.2014
Роҳбари филиали шахси ҳуқуқӣ.	Шарафов Чунайдулло Абдуллоев
Номи пурраи филиали шахси ҳуқуқӣ:	Филиали ЧСК "Ориёнбонк" дар шаҳри Норак
РМА:	020003038
Суроға	Норак Ленин, 10,
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санан	17.07.2014
Роҳбари филиали шахси ҳуқуқӣ	ШАРИПОВ ДОДАРҶОН РАМАЗОНОВИЧ
Номи пурраи филиали шахси ҳуқуқӣ.	Филиали ЧСК "Ориёнбонк" дар шаҳри Хисор
РМА	020003038
Суроға:	Хисор 60 солагии Хисор 3
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санан:	17.07 2014
Роҳбари филиали шахси ҳуқуқӣ:	Насриддинов Абдуманон СУХБАТОВИЧ
Номи пурраи филиали шахси ҳуқуқӣ:	Филиали ЧСК "Ориёнбонк" дар ноҳияи Айни
РМА:	020003038
Суроға:	Айни Зарафшон, ,
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санан.	17.07 2014
Роҳбари филиали шахси ҳуқуқӣ.	Ходжиев Исмоил
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар маҳаллаи 91-уми шаҳри Душанбе
РМА.	020003038
Суроға:	Душанбе Сино А. Навои, 3/3
Маълумот дар бораи ҳолати филиал	Амалкунанда
Ҳолати субъект ба санан	17.07 2014
Роҳбари филиали шахси ҳуқуқӣ	Гафуров Садриддин Гулов
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар шаҳраки Бустони ноҳияи Мастчоҳ
РМА:	020003038
Суроға:	Мастчоҳ Исмоили Сомони, 6А.

Маълумот дар бораи хотати филиал	Амалкунанда
Ҳолати субъект ба санзи:	17 07 2014
Рохбари филиали шахси ҳуқуқӣ	Чаҳонгиров Хисравбек Содиқбеғович
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар шаҳри Хучанд
РМА:	020003038
Суроға:	Хучанд Камоли Хучандӣ, 189А,
Маълумот дар бораи хотати филиал	Амалкунанда
Ҳолати субъект ба санаи	17 07 2014
Рохбари филиали шахси ҳуқуқӣ:	РАХМАТОВ АҲМАДЧОН ЭРҒАШЕВИЧ
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар ноҳияи Шохмансур
РМА	шаҳри Душанбе
Суроға:	020003038
Маълумот дар бораи хотати филиал	Душанбе Шохмансур Дустии Халқо. 15,
Ҳолати субъект ба санаи	Амалкунанда
Рохбари филиали шахси ҳуқуқӣ:	17 07 2014
	Хукумов Махмадиероғ Амонуллоевӣ
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар шаҳри Курғонтеппа
РМА:	020003038
Суроға:	Курғонтеппа Мирзоқодиров, 3А,
Маълумот дар бораи хотати филиал	Амалкунанда
Ҳолати субъект ба санаи:	17 07 2014
Рохбари филиали шахси ҳуқуқӣ:	Насруллоев Зубайдулло
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар ноҳияи Спитамен
РМА:	020003038
Суроға:	Спитамен Нов Маркс, 1
Маълумот дар бораи хотати филиал:	Амалкунанда
Ҳолати субъект ба санаи:	17.07.2014
Рохбари филиали шахси ҳуқуқӣ	КАРИМОВ АКРАМ КАҲҲОРОВИЧ
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар шаҳри Исфара
РМА:	020003038
Суроға:	Исфара Коммунар, 158,
Маълумот дар бораи хотати филиал:	Амалкунанда
Ҳолати субъект ба санаи	17 07 2014
Рохбари филиали шахси ҳуқуқӣ	Маҳкамов Зайниддин
Номи пурраи филиали шахси ҳуқуқӣ:	Филиали ЧСК "Ориёнбонк" дар шаҳри Сарбанд
РМА	020003038
Суроға:	Сарбанд Ленин 21,
Маълумот дар бораи хотати филиал:	Амалкунанда
Ҳолати субъект ба санаи:	17 07 2014
Рохбари филиали шахси ҳуқуқӣ:	Тургуналиев Аббарати
Номи пурраи филиали шахси ҳуқуқӣ:	Филиали ЧСК "Ориёнбонк" дар шаҳраи Ленингради
РМА:	ноҳияи Муминобод
Суроға:	020003038
Маълумот дар бораи хотати филиал:	Муминобод Ленинград, Ленин .
Ҳолати субъект ба санаи	Амалкунанда
Рохбари филиали шахси ҳуқуқӣ	17.07 2014
	Курбонов Дилшод ТАВАРОВИЧ

Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар шаҳраки Чубеки ноҳияи Мир Саид Алии Ҳамадонӣ
РМА:	020003038
Суроға	Мир Саид Али Ҳамадонӣ Чубек, II Сомони, 8/1.
Маълумот дар бораи ҳолати филиал.	Амалкунада
Ҳолати субъект ба санаи	17 07 2014
Роҳбари филиали шахси ҳуқуқӣ	Одинаев Маҳмудбек Абрамбекович
Номи пурраи филиали шахси ҳуқуқӣ	Филиали ЧСК "Ориёнбонк" дар шаҳраки Сомониен
РМА:	020003038
Суроға	Рудакӣ Сомониен, Ҷавонон, 129,
Маълумот дар бораи ҳолати филиал	Амалкунада
Ҳолати субъект ба санаи	17 07 2014
Роҳбари филиали шахси ҳуқуқӣ	Саидов Кароматулло Назарович
Номи пурраи филиали шахси ҳуқуқӣ.	Филиали ЧСК "Ориёнбонк" дар шаҳри Хоруг
РМА:	020003038
Суроға:	Тоҷикистон, ВМКБ, Хоруг, Азизбек 7.
Маълумот дар бораи ҳолати филиал.	Амалкунада
Ҳолати субъект ба санаи	17 07 2014
Роҳбари филиали шахси ҳуқуқӣ	НАЗРИШОЕВ КОБИЛ ДИЛОВАРШОЕВИЧ

Маълумот дар бораи намоидаи ғайри шахси ҳуқуқӣ
(маълумот нест)

Маълумот дар бораи намуна(ҳо)-и фаъолияти шахси ҳуқуқӣ	
Намунаи асосии фаъолияти шахси ҳуқуқӣ.	Фаъолияти бонки
Намунаи фаъолият бо рамзи АОИПЧТ	
Намунаи иловагии фаъолияти шахси ҳуқуқӣ.	

Маълумот дар бораи ҳолати шахси ҳуқуқӣ	
Маълумот дар бораи ҳолати шахси ҳуқуқӣ.	Амалкунада
Сана	17 07 2014

Нусхабардорӣ иҷтибоси мазкур ба тариқи қонунӣ таъсир карда бошад ҳама қарорҳои қонунӣ надорад

Имзои шахси зақозатдор



Санаи ҷомъа иҷтибос:

17.07.2014

EXTRACT
From Uniform State Register of juridical entities

Registering body: I Somoni district
Organizational legal form: Open Joint-Stock Company
Full name of Company name of juridical entity: OPEN JOINT-STOCK COMPANY
"ORIENBANK"
Short Company name of juridical entity: OJSC "ORIENBANK"
UIN: 0210005107
TIN: 020003038
Statistical codes:
National Classifier of Enterprises and Organizations 10172015
National (All Russian) Classifier of Administrative Territorial Entities 3501266
National Classifier of Government Entities and Administration. 4524
Ownership form code: 125
Legal form code: 1216
National Classifier of Kinds of Economic Activity
Date of state registration: June 2, 2008
Date of entering information to USR: July 17, 2014
Type of forming: Founding
Legal address: Republic of Tajikistan
Dushanbe city, Somoni, Rudaki ave 95/1

Information on founder juridical persons

Full name of founder juridical person: Closed Joint-Stock Company «Somon-Tajhizot»
TIN: 040002668
Country: Tajikistan, Republic of Tajikistan
Share of the charter capital: 13863400,00 3,896 %

Information on founder individual persons
(no information)

Information on manager of juridical entity

Name, surname and patronymic: Hasan Asadullozoda
TIN: 025177078
Nationality: Tajikistan, Republic of Tajikistan

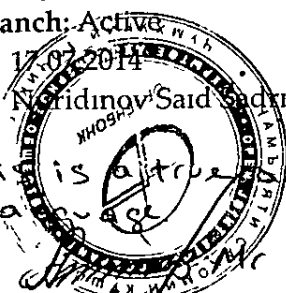
Information on charter capital

Amount of the share capital: 355823000,00

Information on branch and representative offices

Branch offices

1. Full name of the branch: Branch of OJSC "Orienbank" in Fayzabad area
TIN: 020003038
Branch address: Fayzabad area, I Somoni str 16,
Information on the status of the branch: Active
On the date: 17.07.2014
Manager of the branch: Noridinov Said Sadudinovich



This is to certify that this is a true and correct translation of the
original document in English language
Chairman _____ Mr. Hasan Asadullozoda
Permanent Representative _____ Mr. Bakhtiyor Oripov

2. Full name of the branch: Branch of OJSC "Orienbank" in Tursunzade city
TIN: 020003038
Branch address: Tursunzade city, M Tursunzade str 159,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Marufov Abdumanin Vahobovich
3. Full name of the branch: Branch of OJSC "Orienbank" in Proletar city of Jabbor
Rasulov area
TIN: 020003038
Branch address: Jabbor Rasulov are Proletar city, Nurmatov str 2,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Rozikov Akmal Ayubdjonovich
4. Full name of the branch: Branch of OJSC "Orienbank" in Ishtaravshan city
TIN: 020003038
Branch address: Istaravshan city, Rohi Lenin str 2,
Information on the status of the branch: Active
On the date: 17.07 2014
Manager of the branch: Badiev Zokhid Mirobidovich
5. Full name of the branch: Branch of OJSC "Orienbank" in Yovon city
TIN: 020003038
Branch address: Yovon city, Gagarin str. 4,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Azizov Azamdzhon Azizovich
6. Full name of the branch: Branch of OJSC "Orienbank" in Dangara city
TIN: 020003038
Branch address: Dangara city, Lenin str 1,
Information on the status of the branch: Active
On the date: 17 07.2014
Manager of the branch: Sodikova Husniyajan Nurulloevna
7. Full name of the branch: Branch of OJSC "Orienbank" in Kayrokum city
TIN: 020003038
Branch address: Kayrokum city, Mirzo Tursunsoda str 28,
Information on the status of the branch: Active
On the date: 17 07.2014
Manager of the branch: Babaev Kamoldzhon Sobitdjonovich
8. Full name of the branch: Branch of OJSC "Orienbank" in Vahdat city
TIN: 020003038
Branch address: Vahdat city, Tugdona str 38,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Nasriddinov Musofir Badinovich

- 9. Full name of the branch:** Branch of OJSC "Orienbank" in Rogun city
TIN: 020003038
Branch address: Rogun city, Sohtmonchiyon str 27, 1-2
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Orlova Oksana
- 10. Full name of the branch:** Branch of OJSC "Orienbank" in Konibodom city
TIN: 020003038
Branch address: Konibodom city, Lenin str 318A,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Umarov Sulaymon Usmonovich
- 11. Full name of the branch:** Branch of OJSC "Orienbank" in Kulob city
TIN: 020003038
Branch address: Kulab city, Puskina str. 7,
Information on the status of the branch: Active
On the date: 17 07.2014
Manager of the branch: Kurbonov Habibullo
- 12. Full name of the branch:** Branch of OJSC "Orienbank" in Rasht area
TIN: 020003038
Branch address: Rasht area, Burkhonov str
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Khaydarov Sirodzhiddin
- 13. Full name of the branch:** Branch of OJSC "Orienbank" in Panjakent city
TIN: 020003038
Branch address: Panjakent city, Rudaki str 161,
Information on the status of the branch: Active
On the date: 17.07 2014
Manager of the branch: Pulotov Ibrohimdzhon Rakhimovich
- 14. Full name of the branch:** Branch OJSC "Orienbank" in Ismoil Somoni district of Dushanbe city
TIN: 020003038
Branch address: Dushanbe city, Somoni, Shotemur str 28,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Rahomonov Islomiddin Hayriddinovich
- 15. Full name of the branch:** Branch OJSC "Orienbank" in Sino district of Dushanbe city
TIN: 020003038
Branch address: Dushanbe city, Sino, Mayakovski str 77,
Information on the status of the branch: Active
On the date: 17.07 2014
Manager of the branch: Zuhurov Shukhrat Shukurdzhonovich

- 16. Full name of the branch:** Branch OJSC "Orienbank" in Shahrinav city of Shahrinav area
TIN: 020003038
Branch address: Shahrinav city, I Somoni str , 7
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Satorov Bobodzhon Bobokulovich
- 17. Full name of the branch:** Branch OJSC "Orienbank" in Chkalov city
TIN: 020003038
Branch address: Chkalov city, Bobojon Gafurov str , 12
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Sharafov Junaydullo Abdulloevich
- 18. Full name of the branch:** Branch OJSC "Orienbank" in Norak city
TIN: 020003038
Branch address: Norak city, Lenin str , 10
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Sharipov Dodardzhon Ramazonovich
- 19. Full name of the branch:** Branch OJSC "Orienbank" in Hisor city
TIN: 020003038
Branch address: Hisor city, 60 solagi Hisor str , 3
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Nasridinov Abdumanon Suhbatovich
- 20. Full name of the branch:** Branch OJSC "Orienbank" in Ayni area
TIN: 020003038
Branch address: Ayni area, Zarafshon str ,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Khodzhiev Islomkul
- 21. Full name of the branch:** Branch OJSC "Orienbank" in 91-th micro district of Dushanbe city
TIN: 020003038
Branch address: Dushanbe city, Sino, A Navoi str 3/3,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Gafurov Sadridin Gulovich
- 22. Full name of the branch:** Branch OJSC "Orienbank" in Buston city of Mastchoh area
TIN: 020003038
Branch address: Mastchoh area, Ismoil Somoni str , 6A,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Dzahongirov Khisravbeg Sodikbegovich

23. Full name of the branch: Branch OJSC "Orienbank" in Hudjand city
TIN: 020003038
Branch address: Hudjand city, Kamoli Hudhjandi str , 189A,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Rakhmatov Akhmadzhon Ergashevich

24. Full name of the branch: Branch OJSC "Orienbank" in Shohmansur district of Dushanbe city
TIN: 020003038
Branch address: Dushanbe city, Shohmansur, Dustii Khalkho str 15,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Hukumov Makhmadisroil Amonulloevich

25. Full name of the branch: Branch OJSC "Orienbank" in Kurganteppa city
TIN: 020003038
Branch address: Kurganteppa city, Mirzokodirov str , 3A,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Nasrulloev Zubaydullo

26. Full name of the branch: Branch of OJSC "Orienbank" in Spitamen area
TIN: 570003245
Branch address: Spitamen area Nov, Marks str 1,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Karimov Akram Kahhorovich

27. Full name of the branch: Branch OJSC "Orienbank" in Isfara city
TIN: 020003038
Branch address: Isfara city, Kommunar str , 158,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Mahkamov Zayniddin

28. Full name of the branch: Branch OJSC "Orienbank" in Sarband city
TIN: 020003038
Branch address: Sarband city, Lenin str., 21,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Turgunaliyev Akbarali

29. Full name of the branch: Branch OJSC "Orienbank" in Leningrad city of Muminabad area
TIN: 020003038
Branch address: Muminabad area, Leningrad, Lenin str ,
Information on the status of the branch: Active
On the date: 17 07 2014
Manager of the branch: Kurbonov Dilshod Tavarovich

30. Full name of the branch: Branch OJSC "Orienbank" in Chubek city of Mir Said Ali Hamadoni area
 TIN: 020003038
 Branch address: Mir Said Ali Hamadoni area, Chubek, I Somini str , 8/1
 Information on the status of the branch: Active
 On the date: 17 07 2014
 Manager of the branch: Odinaev Mahmudbek Akrambekovich

31. Full name of the branch: Branch OJSC "Orienbank" in Somoniyon city of Rudaki area
 TIN: 020003038
 Branch address: Rudaki area, Somoniyon, Djavonon str , 129
 Information on the status of the branch: Active
 On the date: 17 07 2014
 Manager of the branch: Saidov Karomatullo Nazarovich

32. Full name of the branch: Branch OJSC "Orienbank" in Khorog city
 TIN: 020003038
 Branch address: Tajikistan, VMKB, Khorog, Azizbek str , 7
 Information on the status of the branch: Active
 On the date: 17 07 2014
 Manager of the branch: Nazrishoev Kobil Dilovarshoevich

Information on kind (kinds) of activity

Principal kind (kinds) of activity: Banking activities
 Activity code:
 Additional activity:
 Information on situs during liquidation: Active
 Date of issue: 17 07.2014

Copy of the acting extract is not valid even if it will notarize

Signature of authorized person (signature and seal)
 Date of printing July 17, 2014

Tax committee at the
 Government of the Republic of Tajikistan
 Management of state registration of the juridical persons
 Department of state registrations of Dushanbe city

МАМАДЖАНОВ ШУХРАТ SHUHRAT MAMAJANOV Тарҷумон - Переводчик - Translator	
Шаҳодатнома - Сертификат РЯМ ЕИИ - UIN 0230040947	
ТАРҶУМА ДУРУСТ АСТ ПЕРЕВОД ВЕРЕН TRANSLATION IS CORRECT	
Дата/Date 25 03 2015	Подпись/Signature
Адрес г Душанбе, ул. М. Турсунзаде 67а Address 67/A M. Tursunzade str Dushanbe Tel +992 901 111 301, E mail n° tish@list.ru	

OPEN JOINT STOCK COMPANY “ORIENBANK”

Financial Statements
for the year ended December 31, 2014
and independent auditors' report

OPEN JOINT STOCK COMPANY “ORIENBANK”

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OPEN JOINT STOCK COMPANY "ORIENBANK"

STATEMENT OF MANAGEMENT'S RESPONSIBILITIES FOR THE PREPARATION AND APPROVAL OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014

The following statement, which should be read in conjunction with the independent auditors' responsibilities stated in the independent auditors' report, is made with a view to distinguishing the respective responsibilities of management and those of the independent auditors in relation to the financial statements of the Open Joint Stock Company "Oriensbank" (the "Bank")

Management is responsible for the preparation of the financial statements that present fairly the financial position of the Bank as at December 31, 2014, the results of its operations, cash flows and changes in shareholders' capital for the year then ended, in accordance with International Financial Reporting Standards (the "IFRS")

In preparing the financial statements, management is responsible for

- properly selecting and applying accounting policies,
- making judgments and estimates that are reasonable and prudent,
- stating whether IFRS have been followed, subject to any material departures disclosed and explained in the financial statements, and
- preparing the financial statements on a going concern basis, unless it is inappropriate to presume that the Bank will continue in business for the foreseeable future

Management is also responsible for

- designing, implementing and maintaining an effective and sound system of internal control, throughout the Bank,
- maintaining proper accounting records that disclose, with reasonable accuracy at any time, the financial position of the Bank, and which enable them to ensure that the financial statements of the Bank comply with IFRS,
- maintaining statutory accounting records in compliance with legislation and IFRS,
- taking such steps as are reasonably available to them to safeguard the assets of the Bank, and
- detecting and preventing fraud and other irregularities

The financial statements for the year ended December 31, 2014 were approved and authorized for issue on March 13, 2015 by the management of the Bank

On behalf of the Management:

Asadullozoda Hasan
Chairman

March 13, 2015
Dushanbe, Republic of Tajikistan

Bakoev Dilshod
Chief Accountant

March 13, 2015
Dushanbe, Republic of Tajikistan



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INDEPENDENT AUDITORS' REPORT

To the Shareholders and Management of the Open Joint Stock Company "Orienbank"

We have audited the accompanying financial statements of the Open Joint Stock Company "Orienbank" (the "Bank"), which comprise the statement of financial position as at December 31, 2014 and the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, financial position of the Bank as at December 31, 2014, and its financial performance and cash flows for the year then ended, in accordance with International Financial Reporting Standards

Emphasis of Matter

We draw attention to Note 19 of the financial statements. The Bank adopted a revaluation model for property and equipment accounting in accordance with IAS 16 "Property, plant and equipment". Revaluation of property and equipment was held in 2006, however, the fair value could change over the time. Management of the Bank intends to make revaluation in the near future. These financial statements do not include any adjustments that might arise from the result of revaluation at the date of financial statements.

"Other fixed assets" category comprises of the tea-house building, which was constructed by the Bank in the Dangara city, Khatlon district in 2011. The Management of the Bank intends to attract financing pledged by the property during 2015. These financial statements do not include any adjustments that might arise from the result of this transaction.

Daler Kabilov
Director, Baker Tilly Tajikistan LLC

Baker Tilly Tajikistan LLC,
License number 000439 issued by the Ministry of Finance of
the Republic of Tajikistan and License number 9 issued by
National Bank of Tajikistan

March 13, 2015
Dushanbe, Republic of Tajikistan

OPEN JOINT STOCK COMPANY "ORIENBANK"

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED DECEMBER 31, 2014 (in thousands of Tajik Somoni)

	Notes	Year ended December 31, 2014	Year ended December 31, 2013 (restated)
Interest income	6	161,162	195,265
Interest expenses	6	(78,173)	(66,919)
NET INTEREST INCOME BEFORE ACCRUAL OF ALLOWANCE FOR IMPAIRMENT LOSSES ON INTEREST BEARING ASSETS		82,989	128,346
Accrual of provision for impairment losses on interest bearing assets	16	(65,722)	(109,766)
NET INTEREST INCOME		17,267	18,580
Commission income	7	46,759	59,466
Commission expenses	7	(2,688)	(3,755)
Net (loss)/gain on operations with financial instruments	8	(1,730)	170
Net gain on foreign exchange operations	9	54,382	49,182
Recovery/(accrual) of allowance for impairment losses on other assets	10	476	(19,045)
Other income, net	11	535	36,883
NET NON - INTEREST INCOME		97,734	122,901
Operating expenses	12	(78,335)	(75,196)
PROFIT BEFORE INCOME TAX		36,666	66,285
Income tax	13	(11,640)	(19,803)
NET PROFIT FOR THE YEAR		25,026	46,482
Other comprehensive income		-	-
TOTAL COMPREHENSIVE INCOME		25,026	46,482
Earnings per share, basic and diluted		8 34	15 49

On behalf of the Management:

Asadullozoda Hasan
Chairman

March 13, 2015
Dushanbe, Republic of Tajikistan

Bakoev Dilshod
Chief Accountant

March 13, 2015
Dushanbe, Republic of Tajikistan

The notes on pages 10-46 form an integral part of the financial statements. The Independent Auditors' Report is on pages 3-4.

OPEN JOINT STOCK COMPANY "ORIENBANK"

STATEMENT OF FINANCIAL POSITION AS AT DECEMBER 31, 2014 (in thousands of Tajik somoni)

	Notes	December 31, 2014	December 31, 2013 (restated)
ASSETS:			
Cash and cash equivalents	14	375,903	277,105
Due from banks	15	67,405	72,104
Loans to customers	16	980,910	878,883
Investments held to maturity	17	-	24,998
Investments available for sale	18	3,512	3,512
Property and equipment	19	354,742	356,749
Other assets	20	22,313	18,918
TOTAL ASSETS		1,804,785	1,632,269
SHAREHOLDERS' EQUITY AND LIABILITIES			
LIABILITIES			
Customer deposits	21	1,194,560	893,245
Due to banks and financial institutions	22	29,958	22,100
Borrowings and notes payable	23	178,382	327,044
Special government funds	24	2,517	2,517
Deferred tax liabilities	13	1,773	4,462
Other liabilities	25	6,627	16,682
		1,413,817	1,266,050
SHAREHOLDERS' EQUITY			
Share capital	26	355,823	300,000
PPE revaluation reserve		6,562	6,769
General reserves		16,100	15,000
Retained earnings		12,483	44,450
		390,968	366,219
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		1,804,785	1,632,269

On behalf of the Management:

Asadullozoda Hasan
Chairman

March 13, 2015
Dushanbe, Republic of Tajikistan

Bakoev Dilshod
Chief Accountant

March 13, 2015
Dushanbe, Republic of Tajikistan

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OPEN JOINT STOCK COMPANY "ORIENBANK"

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED DECEMBER 31, 2014 (in thousands of Tajik somoni)

	Notes	Share capital	PPE revaluation reserve	General reserves	Retained earnings	Total capital
Balance at December 31, 2012 (restated)		277,817	11,056	15,000	(6,319)	297,554
Operations with shareholders:						
Ordinary shares issued		22,183	-	-	-	22,183
Write-off of revaluation reserve		-	(4,287)	-	4,287	-
Total operations with shareholders		22,183	(4,287)	-	4,287	22,183
Total comprehensive income for the year		-	-	-	46,482	46,482
Balance at December 31, 2013 (restated)	26	<u>300,000</u>	<u>6,769</u>	<u>15,000</u>	<u>44,450</u>	<u>366,219</u>
Operations with shareholders.						
Dividends declared		-	-	-	(277)	(277)
Reinvestment of retained earnings to share capital		55,823	-	-	(55,823)	-
Change in general reserves		-	-	1,100	(1,100)	-
Write-off of revaluation reserve		-	(207)	-	207	-
Total operations with shareholders		55,823	(207)	1,100	(56,993)	(277)
Total comprehensive income for the year		-	-	-	25,026	25,026
Balance at December 31, 2014	26	<u>355,823</u>	<u>6,562</u>	<u>16,100</u>	<u>12,483</u>	<u>390,968</u>

On behalf of the Management:

Asadullozoda Hasan
Chairman

March 13, 2015
Dushanbe, Republic of Tajikistan

Bakoev Dilshod
Chief Accountant

March 13, 2015
Dushanbe, Republic of Tajikistan

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OPEN JOINT STOCK COMPANY "ORIENBANK"

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2014 (in thousands of Tajik somoni)

	Notes	Year ended December 31, 2014	Year ended December 31, 2013 (restated)
CASH FLOWS FROM OPERATING ACTIVITIES:			
Profit before income tax expenses		36,666	66,285
Adjustments for			
Change in allowance for impairment losses on interest bearing assets	16	65,722	109,766
Depreciation of property and equipment	12	11,402	10,775
Change in allowance on foreclosed assets	10	627	(16,136)
Change in bad debt allowance	10	(292)	(1,429)
Change in allowance on cash shortage	19	141	(1,243)
Change in unused vacation provision	12,25	711	83
Loss on disposal of property and equipment	11	176	1,316
Write-off of interest payable	11	-	(38,220)
Foreign exchange (gain)/loss		(5,940)	1,429
Net interest income		(82,989)	(128,346)
Cash flows before changes in operating assets and liabilities		26,224	4,280
Changes in operating assets and liabilities			
(Increase)/decrease in due from banks		(13,572)	42,600
Increase in loans to customers		(43,208)	(245,352)
(Increase)/decrease in other assets		(5,067)	46,335
Increase/(decrease) in customer deposits		249,176	(136,680)
Increase/(decrease) in due to banks and financial institutions		5,247	(115,063)
Increase/(decrease) in other liabilities		1,847	(546)
Cash inflow/(outflow) from operating activities before taxation		220,647	(404,426)
Interest received		111,664	197,691
Interest paid		(65,990)	(52,371)
Income tax paid		(31,488)	(9,765)
Net cash inflow/(outflow) from operating activities		234,833	(268,871)

OPEN JOINT STOCK COMPANY "ORIENBANK"

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2014 (CONTINUED) (in thousands of Tajik somoni)

	Notes	Year ended December 31, 2014	Year ended December 31, 2013 (restated)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of property and equipment	19	(6,865)	(26,499)
Purchase of long-term investments		-	(72)
Purchase of short-term investments		-	(24,997)
Proceeds from disposal of short-term investments		25,031	-
Net cash inflow/(outflow) from investing activities		18,166	(51,568)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Increase in share capital		-	22,183
Proceeds from loans received		826,995	1,749,560
Principal payments of loans received		(989,515)	(1,458,554)
Dividends paid		(277)	-
Net cash (outflow)/inflow from financing activities		(162,797)	313,189
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		90,202	(7,250)
Effect of exchange rate changes on the balance of cash held in foreign currencies		(9,932)	(4,288)
CASH AND CASH EQUIVALENTS, at the beginning of the year	14	293,533	305,071
CASH AND CASH EQUIVALENTS, at the end of the year	14	373,803	293,533

On behalf of the Management:

Asadullozoda Hasan
Chairman

Bakoev Dilshod
Chief Accountant

March 13, 2015
Dushanbe, Republic of Tajikistan

March 13, 2015
Dushanbe, Republic of Tajikistan

The notes on pages 10-46 form an integral part of the financial statements. The Independent Auditors' Report is on pages 3-4.

OPEN JOINT STOCK COMPANY "ORIENBANK"

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014

(in thousands of Tajik somoni, unless otherwise indicated)

1. BACKGROUND

Open Joint Stock Company "Orienbank" (the "Bank") operates in the Republic of Tajikistan since 1991. The Bank was established as a result of reorganization of State Industrial and Construction Bank "Tajikpromstroybank" to the Tajik Joint-Stock Manufacturing-Construction Bank "Orienbank". On April 5, 2002 the Bank has been reregistered to the Open Joint Stock Company "Orienbank".

The activity of the Bank is regulated by the National Bank of Tajikistan (the "NBT"). The Bank operates basing on the license #4 issued by the National Bank of Tajikistan on January 30, 2014.

The registered office of the Bank is 2 Rudaki Avenue, Dushanbe, Republic of Tajikistan. As of December 31, 2014 and December 31, 2013 the Bank had 32 branches on the territory of the Republic of Tajikistan and 9 representative offices located abroad. As of December 31, 2014 and December 31, 2013 the Bank had 1,181 and 1,199 employees, respectively.

As of December 31, 2014 and 2013 the structure of shareholders of the Bank was as follows:

Organization	December 31, 2014		December 31, 2013	
	Value	Share	Value	Share
"Firuz-LTD", LLC	29,675	8.3%	25,000	8.3%
"Orien-Toj", LLC	23,740	6.7%	20,000	6.7%
"GURGIN TECHNOLOGY", LLC	20,954	5.9%	17,652	5.9%
"Talco Management Limited", LLC	18,347	5.2%	15,456	5.1%
"Lochvar", LLC	17,805	5.0%	15,000	5.0%
Shareholders holding less than 5%	245,302	68.9%	206,892	69.0%
	<u>355,823</u>	<u>100%</u>	<u>300,000</u>	<u>100%</u>

The Financial Statements were approved by management of the Bank on March 13, 2015.

2. OPERATING ENVIRONMENT

In the last few years the Republic of Tajikistan has undergone substantial economic and social changes. As a country with developing economy, the Republic of Tajikistan does not have a fully developed business and regulatory infrastructure, as do countries with a more developed market economy. As a result, operations conducted in the Republic of Tajikistan are subject to risks that are not typical for countries with a developed market economy. The nature of the banking and microfinance sector of the Republic of Tajikistan reflects uncertainty about the future direction of economic development and issues within banking sector regulation. The relatively high level of risk in the Republic of Tajikistan impacts the interest rates, which are considered to be higher than the international benchmarks.

These financial statements do not include any adjustments that would have been required due to resolution of the uncertainty in the future. Potential adjustments may be added to the statements in the period when necessity of their reflection becomes evident, and thereafter it will be possible to estimate amount of adjustment.

3. PRESENTATION OF FINANCIAL STATEMENTS

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (the "IFRS") issued by the International Accounting Standards Board (the "IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee (the "IFRIC")

These financial statements are presented in thousands of Tajik somoni (the "TJS" or "somon"), unless otherwise indicated. These financial statements have been prepared under the historical cost convention, except for the evaluation of certain financial instruments carried at fair value.

The Bank is registered in the Republic of Tajikistan and maintains its accounting records in accordance with Tajikistan statutory accounting legislation. These financial statements have been prepared from the Tajikistan statutory accounting records and have been adjusted to conform to IFRS. Adjustments include certain reclassifications to reflect the economic substance of underlying transactions including reclassifications of certain assets and liabilities, income and expenses to appropriate financial statement captions.

Functional and reporting currency

Items included in the Bank's financial statements are estimated using the currency that best reflects the economic substance of the underlying events and circumstances related to the Bank (hereinafter - the "functional currency"). The functional and reporting currency of the accompanying financial statements is Tajik somoni (the "TJS" or "somon").

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Recognition and valuation of financial instruments

Financial assets and financial liabilities are recognized on the Bank's statement of financial position when the Bank becomes a party to the contractual provisions of the instrument. The Bank reflects purchasing and sale of financial assets and liabilities, which have regular nature at the date of payment. Purchased in such way financial instruments, which will be subsequently estimated at fair value, from the date of the transaction and before the date fixed for the calculations are taken into account in the same way as for acquired instruments.

Financial assets and liabilities are initially recognized at fair value. The acquisition cost of financial assets and liabilities that are not financial assets and liabilities and taken into account at fair value through profit or loss, adjusted for transaction costs, directly related to the acquisition or establishment of a financial asset or financial liability release. The principles of the following valuation of financial assets and liabilities are disclosed in appropriate accounting policies set out below.

Cash and cash equivalents

Cash and cash equivalents include cash on hand and due from banks, which can be converted to the corresponding amount of cash in the short term.

Due from banks

During ordinary activity the Bank allocates funds and deposit in banks on different periods. Due from banks initially recognized at fair value. Due from banks are subsequently evaluated at amortized cost using the effective interest method. Due from credit institutions are taken into account after deduction of any provision for impairment.

Derivatives

During ordinary activity the Bank concludes agreements on various derivative financial instruments, including mortgage loans. Derivatives are initially recognized at fair value at the date of the contract for a derivative and are subsequently revaluated to their fair value at each balance sheet date. Fair value is estimated based on quoted market prices or pricing models that take into account current market and contractual prices of the underlying instruments and other factors. Derivatives are taken into account as assets when their fair value is positive and as liabilities when it is negative. Derivatives are included in financial assets and liabilities at fair value through profit or loss in the balance sheet. Profits and losses arising from these instruments are included in net profit / losses on financial assets and liabilities at fair value through profit or loss in the statement of profit or loss and other comprehensive income.

Loans to customers

Loans to customers are financial assets that are not derivative financial instruments with fixed or determinable payments that do not have market quotations, except for assets which are classified in other categories of financial instruments. Loans to the Bank are initially recognized at fair value plus transaction costs directly attributable to the acquisition or establishment of such financial assets.

If the fair value of the provided funds is not equal to the fair value of loans, for example, in the case of providing loans at a rate below than market rates, difference between the fair value of provided funds and the fair value of loans is recognized as a loss on initial recognition of loans and is represented in the statement of profit or loss and other comprehensive income in accordance with the nature of such damages. In a subsequent loans are taken into account at amortized cost using the effective interest rate. Loans to customers are taken into account after deduction of allowance for impairment.

Write-off of loans and advances

In the case of impossibility of recovery of loans, including through repossession of collateral, they are written-off against the allowance for impairment. Loans and provided funds are written - off after taking by management of the Bank measures to recover amounts owed to the Bank and after selling by the Bank all available collateral. Subsequent recoveries of previously written-off amount are reflected as an offset to the charge for impairment of financial assets in the statement of profit or loss and other comprehensive income in the period of recovery.

Allowance for impairment

The Bank accounts impairment of financial assets when there is objective evidence of impairment of a financial asset or group of financial assets. Impairment of financial assets represents the difference between the book value of assets and the present value of expected future cash flows, including amounts that may be recoverable from guarantees and collateral, discounted at original effective interest rate on financial assets taken into account at amortized cost.

Such impairment losses are not recoverable, except when in a subsequent period the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the

impairment was recognized, such as compensation, in this case, the previously recognized impairment loss is reversed by adjusting the reserve

For financial assets taken into account at cost, impairment losses are measured as the difference between the book value of financial asset and the present value of estimated future cash flows, discounted at the current market rate of return for similar financial asset. Such impairment losses are not reversed.

The calculation of impairment is implemented on basis of analysis of risk assets and reflects the amount sufficient, in the opinion of management, to cover the losses. Reserves are created by an individual assessment of risk assets in respect of financial assets that separately are significant, and on the basis of individual or collective assessment in respect of financial assets, which separately are not significant.

Changes of impairment is charged to gain with the use of allowance account (financial assets carried at amortized cost), by direct writing-off (financial assets carried at cost) or by creating a general reserve in equity, in accordance with the legislation of the Republic of Tajikistan. Reflected in the balance sheet assets are reduced by the amount of impairment. Factors that the Bank considers in determining of availability of objective evidence of appearance of an impairment loss includes information about the liquidity of the debtor or issuer, their ability to pay, the risks of business and financial risks, levels and trends of non-compliance of liabilities for similar financial assets, national and local economic trends and conditions and the fair value of collateral and guarantees. These and other factors, either individually or in combination, provide sufficient objective evidence for recognition an impairment loss of a financial asset or group of financial assets.

It should be taken into consideration that estimates of losses involve an exercise of judgment. Management believes that the magnitude of the reflected impairment is sufficient to cover losses that have occurred on the risky assets on the balance sheet date, although it is possible that in certain periods of the Bank may incur more losses, than reflected impairment.

Derecognition of financial assets and liabilities

Financial assets

A financial asset (or, where applicable a part of the financial asset or part of a group of similar financial assets) is derecognized where

- Rights to receive cash flows from the asset has expired,
- The Bank has transferred its rights to receive cash flows from the asset or retained the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass-through' arrangement, and
- The Bank either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A financial asset is derecognized when it has been transferred and the transfer qualifies for derecognition. A transfer required that the Bank either (a) transfers the contractual rights to receive the asset's cash flows, or (b) retains the right to receive the asset's cash flows but assumes a contractual obligation to pay those cash flows to a third party. After a transfer, the Bank reassesses the extent to which it has retained the risks and rewards of ownership of the transferred asset. If substantially all the risks and rewards have been retained, the asset remains on the balance sheet. If substantially all of the risks and rewards have been transferred, the asset is derecognized. If substantially all the risks and rewards have been neither retained nor transferred, the Bank assesses whether or not it has retained control of the asset. If it has not retained control, the asset is derecognized. Where the Bank retained control of the asset, it continues to recognize the asset to the extent of its continuing involvement.

Financial liabilities

The Bank derecognizes financial liabilities when the Bank's obligations are discharged, cancelled or they expire

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in the statement of profit or loss and other comprehensive income.

Property and equipment

Buildings and constructions are accounted at fair value less accumulated depreciation, furniture, equipment, vehicles and other fixed assets are accounted at historical cost less accumulated depreciation. Such cost include cost of purchase or construction of buildings and eligible borrowing costs, in case of the long-term construction when recognition criteria are met. In case of need for replacement of significant items of the property and equipment Bank derecognizes replaced part and recognizes new components with appropriate useful life and depreciation rates.

Increase of the value at revaluation is accounted within equity as a revaluation reserve, except cases when such revaluation compensates previous impairment of those assets and recognizes through profit or loss. In this case the revaluation is recognized through profit or loss and other comprehensive income. Decrease of the value is recognizes through profit or loss and other comprehensive income, except cases when such decrease compensates previous increase recognized within equity.

Depreciation is charged on the carrying value of fixed assets to amortize assets over their useful lives. Accrual of depreciation is implemented using straight line method using the following annual rates:

Buildings and constructions	0.82%-6.67%
Furniture, equipment and vehicles	4%-20%
Other fixed assets	1%

Amortization of leasehold improvements is calculated over the useful life of the related leased assets. The cost of repair and overhaul are reflected in the statement of profit or loss and other comprehensive income within operating expenses as incurred unless they meet the requirements for capitalization.

On each balance sheet date the Bank estimates whether the carrying value of fixed assets does not exceed the replacement cost. Replacement cost is a higher value of fair value less costs to sell and value in use. In case of exceeding the carrying value of fixed and intangible assets over their replacement value the Bank reduces the carrying value of fixed assets to their replacement cost. After the recognition of an impairment loss the depreciation charge for fixed assets is adjusted in future periods to allocate the revised carrying value of assets, less its residual value (if any) over the remaining useful life.

Taxation

Income tax expense represents sum of the current and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or

deductible The Bank's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences, when the Bank is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized. Deferred tax is reflected in statement of profit or loss and other comprehensive income, except when they connected with items, which are directly related to equity, and in this case deferred tax is also reflected within equity.

The Bank conducts netting of deferred tax assets and liabilities and reflects summary difference in the financial statement, if

- The Bank has a legally enforceable right for netting current tax assets against current tax liabilities, and
- Deferred tax assets and deferred tax liabilities relate to corporate taxes levied by the same taxation authority from the same taxable entity

In addition to income tax there are requirements on accrual and payments of various taxes applicable to the Bank's activities in the Republic of Tajikistan where the Bank performs its activities. These taxes are recognized in the statement of profit or loss and other comprehensive income within operating expenses.

Borrowings and notes payable

Borrowings and notes payable are initially recognized at fair value. Subsequently received amounts are reflected at amortized cost and difference between the carrying and the redemption value is recognized in the statement of profit or loss and other comprehensive income over the period of the borrowings using the effective interest method within interest expense.

Contingent liabilities

Contingent liabilities are not recognized in the statement of financial position but are disclosed in financial statements unless the possibility of any outflow in settlement is remote. A contingent asset is not recognized in the statement of financial position but disclosed when an inflow of economic benefits is probable.

Share Capital

Share Capital is recognized at initial cost. Amount paid in excess of share's nominal value is recognized and presented as share premium in Additional paid-in capital account.

Dividends are recorded as a reduction in the period in which they are declared. Dividends declared after the balance sheet date are treated as an event after the balance sheet date under IAS 10 "Events after the Reporting Period" and information about it are disclosed accordingly.

Pension liabilities

In accordance with the laws of the Republic of Tajikistan the Bank withholds the amount of pension contributions from employee's salaries and transfers them to the state pension fund. The existing pension system provides for the calculation of current payments by the employer as a percentage of current gross salary payments. Such expenses are recognized in period, which includes appropriately payment for employees. At retirement, all pension payments are implemented by above mentioned pension fund. The Bank does not have any pension arrangements separate from the State pension system of the Republic of Tajikistan. In addition, the Bank has no benefits provided to employees upon retirement, or other significant compensated benefits requiring accrual.

Recognition of income and expense

Recognition of interest income and expense

Interest income and expense are recognized on an accrual basis using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial asset or a financial liability (or group of financial assets or financial liabilities) and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate by which future cash receipts are estimated to the net carrying amount on initial recognition of financial assets and liabilities. Discounting is made through the expected life of the debt instrument, or (where appropriate) a shorter period.

If a financial asset or a group of similar financial assets has been written down (partly written down) as a result of an impairment loss, interest income is thereafter recognized using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

Interest earned on assets at fair value is classified within interest income.

Recognition of commission income and expenses

Commission for loan origination and related direct costs associated with the loans providing are reflected as an adjustment to the effective interest rate on loans.

If there is a possibility that due to the presence of a liability of providing a credit will be signed a contract for a loan, commitment fee on the loan included in deferred revenue (together with related direct costs) and subsequently recognized as adjustment to actual income on the loan. If the probability of that the commitment to extend credit is estimated as low, the commitment fee on the loan is recognized in the statement of profit or loss and other comprehensive income over the remaining period of the loan commitment. Upon expiration credit commitments, which are not completed by providing a loan, commitment fee on the loan are recognized in the statement of profit or loss and other comprehensive income on the date of its expiration.

Foreign currency exchange

Monetary assets and liabilities denominated in foreign currencies are exchanged to Tajik somoni at the market rates prevailing at December 31, 2014. Transactions denominated in foreign currencies are reported at the rates of exchange prevailing at the date of the transaction. Any gains or losses arising from a change in exchange rates subsequent to the date of the transaction are included as an exchange gain or loss in the statement of operations.

Exchange rate

As at December 31, 2014 and 2013 the official exchange rates of Tajik somoni to US dollar and Russian rouble were

	December 31, 2014	December 31, 2013
Tajik somoni / US dollar	5 3079	4 7741
Tajik somoni / EUR	6 4550	6 5772
Tajik somoni / Russian rouble	0 0933	0 1446

Offset of financial assets and liabilities

Financial assets and liabilities are offset and reported in the balance net of the amount, if the Bank has a legally enforceable right to set off the recognized amounts and intends either to settle on a net basis or realize the asset and settle the liability simultaneously. In case of transfer a financial asset that does not qualify as write off, the Bank does not recognize this operation as a write-off of the asset and associated liability.

Areas of significant use of estimates and assumptions of management

The preparation of financial statements requires from Management to make estimates and assumptions that have an influence on reported amounts of assets and liabilities of the Bank, the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenues and expenses during the reporting period. The Bank's management conducts evaluations and judgments on an ongoing basis, based on previous experience and a number of other factors that are considered reasonable in the current environment. Actual results could differ from those estimates. The following estimates and assumptions are important to present financial position of the Bank.

Allowance for impairment of loans and accounts receivable

The Bank regularly reviews its loans for impairment. Reserves of the Bank's loan impairment are established to recognize incurred impairment losses in its portfolio of loans and receivables. The Bank considers accounting estimates related to the allowance for impairment of loans and receivables, a key source of uncertainty of estimation due to the fact that (i) they are highly susceptible to change from period to period as the assumptions on future non-compliance indicators and assessment of potential losses related to impaired loans and receivables, based on recent work, and (ii) any significant difference between the estimated losses and actual losses of the Bank requires from the Bank to create reserves, which could have a material impact on its financial statements in future periods.

The Bank uses management judgment to estimate the amount of any impairment loss in cases where the borrower has financial difficulties and there is little historical data relating to similar borrowers. Analogously, the Bank estimates changes in future cash flows based on past experience, the client's behavior in the past, the available data, indicating an adverse change in the status of repayment by borrowers in the group, as well as national or local economic conditions that correlate with defaults.

on assets in this group Management uses estimates based on historical experience of losses on assets with credit risk characteristics and objective evidence of impairment similar to those in this group of loans The Bank uses an assessment of Management for adjusting the available data on a group of loans to reflect current circumstances not reflected in historical data

Provisions for impairment of financial assets in the financial statements have been determined on the basis of economic and political conditions The Bank is unable to predict what kind of changes in economic and political conditions will take place in the country, and what kind of impact these changes may have on the adequacy of the allowance for impairment of financial assets in future periods

As of December 31, 2014 and 2013 the carrying amount of the allowance for impairment losses on loans amounted to 286,355 thousand somoni and 220,633 thousand somoni, respectively (Note 16)

Application of new and revised international financial reporting standards (IFRSs)

A number of new Standards and Interpretations has been issued and not yet adopted as at December 31, 2014 and had not been applied in preparation of these financial statements Following Standards and Interpretations are relevant to operations of the Bank The Bank intends to adopt these Standards and Interpretations from their effective dates. The Bank has not analyzed potential effect of adoption of these standards on its financial statements

The Bank has adopted the following new or revised standards and interpretations issued by International Accounting Standards Board and the International Financial Reporting Interpretations Committee (the "IFRIC") which became effective for the Bank's financial statement for the year ended December 31, 2014

- IFRS 10 "Consolidated Financial Statements" - the new standard replaces the part of IAS 27 "Consolidated and Separate Financial Statements" that deals with consolidated financial statements and SIC 12 "Consolidation – Special Purpose Entities" and focuses on control in determining whether an investor needs to consolidate an investee The definition of control under the new standard has been changed
- IFRS 12 "Disclosure of Interests in Other Entities" - IFRS 12 is a new disclosure standard that sets out what entities need to disclose in their annual consolidated financial statements when they have interests in subsidiaries, joint arrangements, associates or unconsolidated structured entities
- IAS 27 "Separate Financial Statements" (as revised in 2011) - the revised standard sets out the requirements regarding separate financial statements only Most of the requirements in the revised Standard are carried forward unchanged from the previous standard
- IAS 28 "Investments in Associates and Joint Ventures" (as revised in 2011) - similar to the previous Standard, the new Standard deals with how to apply the equity method of accounting However, the scope of the revised Standard has been changed so that it covers investments in joint ventures as well because IFRS 11 requires investments in joint ventures to be accounted for using the equity method of accounting
- Amendments to IAS 32 "Financial Instruments Presentation" - *Offsetting Financial Assets and Financial Liabilities* - the amendments to IAS 32 clarify existing application issues relating to the offsetting requirements,
- Amendments to IAS 36 "Impairment of assets" – amendments clarifies disclosure of the information regarding recoverable amount for non-financial assets
- Amendments to IAS 39 "Financial Instruments Recognition and Measurement" – Amendments make it clear that there is no need to discontinue hedge accounting if a hedging derivative is novated, provided certain criteria are met
- IFRIC 21 "Levies" Provides guidance on when to recognise a liability for a levy apart from profit tax and imposed by a government

The adoption of the new or revised standards did not have significant effect on the financial position or performance of the Bank

New and revised IFRSs in issue but not yet effective

At the date of authorization of this financial information, the following new standards and interpretations were in issue, but not mandatorily yet effective, and which the Bank has not early adopted

- IFRS 9 “Financial Instruments” - IFRS 9 is a new standard for financial instruments that is ultimately intended to replace IAS 39 in its entirety. The replacement project consists of the following three phases: Phase 1: Classification and measurement of financial assets and financial liabilities; Phase 2: Impairment methodology; Phase 3: Hedge accounting.
- Amendments to IFRS 10 “Consolidated Financial Statements”, IFRS 12 “Disclosure of Interests in Other Entities” and IAS 27 “Consolidated and Separate Financial Statements” - the amendments to IFRS 10 introduce an exception from the requirement to consolidate subsidiaries for an investment entity. Consequential amendments to IFRS 12 and IAS 27 have been made to introduce new disclosure requirements for investment entities.
- Amendments to IAS 19 “Employee contributions” clarify the requirements that relate to how contributions from employees or third parties that are linked to service should be attributed to periods of service.
- IFRS 11 “Joint arrangements” - Number of joint arrangements reduced to two: joint operation and joint venture. Accounting based on proportionate consolidation principle is cancelled for joint ventures, equity accounting is to be used instead.
- IFRS 14 “Regulatory Deferral Accounts” permits an entity which is a first-time adopter of International Financial Reporting Standards to continue to account, with some limited changes, for ‘regulatory deferral account balances’ in accordance with its previous GAAP, both on initial adoption of IFRS and in subsequent financial statements.
- IFRS 15 “Revenue from contracts with customers” provides a single model of Revenue accounting. It will replace all actual standards on Revenue recognition including IAS 18 “Revenue” and IAS 11 “Construction contracts” and corresponding interpretations.
- Amendments to IAS 16 ‘Property, plant and equipment’ and IAS 38 “Intangible assets” clarify acceptable methods of depreciation and amortisation.

The Bank does not expect these amendments to have a material effect on its financial position or results of operations.

5. RESTATEMENT AND RECLASSIFICATION

Prior year adjustments

In 2014 the Bank made the adjustments in the financial statements for the year ended December 31, 2013 in accordance with IAS 8 ‘Accounting Policies, Changes in Accounting Estimates and Errors’ due to correction of misstatements. Comparative amounts were restated and the corrections were made to the earliest prior period presented.

The effect of the adjustments made to the financial statements for the year ended December 31, 2013 is as follows

	As previously reported December 31, 2013	Amount of adjustment	Amount of reclassification	As restated December 31, 2013
ASSETS				
Cash and cash equivalents	298,833	-	(21,728)	277,105
Obligatory reserves in NBT	48,906	-	(48,906)	-
Due from banks	1,470	-	70,634	72,104
Investments in subsidiaries	1,000	-	(1,000)	-
Investments available for sale	-	-	3,512	3,512
Property and equipment	288,725	(1,623)	69,647	356,749
Investment property	69,647	-	(69,647)	-
Other assets	24,619	(3,189)	(2,512)	18,918
			-	
LIABILITIES				
Customer deposits	(891,360)	-	(1,885)	(893,245)
Bank accounts	(85,863)	-	85,863	-
Due to banks and financial institutions	-	-	(22,100)	(22,100)
Borrowings and notes payable	(262,820)	(463)	(63,761)	(327,044)
Deferred tax liabilities	(12,063)	7,601	-	(4,462)
Other liabilities	(17,435)	(1,130)	1,883	(16,682)
			-	
SHAREHOLDERS' EQUITY				
PPE revaluation reserve	(3,557)	-	(3,212)	(6,769)
General reserves	-	-	(15,000)	(15,000)
Retained earnings	(61,466)	(1,196)	18,212	(44,450)

6. NET INTEREST INCOME

Interest income and expenses of the Bank for the years ended December 31, 2014 and 2013 are as follows

	Year ended December 31, 2014	Year ended December 31, 2013 (restated)
Interest income		
Interest income from loans to customers	160,816	195,050
Interest income from timing deposits	313	214
Interest income from investments held to maturity	33	1
	<u>161,162</u>	<u>195,265</u>
Interest expenses		
Interest expenses on deposits	49,895	41,281
Interest expenses on interbank loans	17,344	15,488
Interest expenses on time placements of banks	7,343	9,617
Interest expenses on notes payable	3,591	533
	<u>78,173</u>	<u>66,919</u>
	<u>82,989</u>	<u>128,346</u>

7. COMMISSION INCOME AND EXPENSES

Commission income and expenses of the Bank for the years ended December 31, 2014 and 2013 are as follows

	Year ended December 31, 2014	Year ended December 31, 2013 (restated)
Commission income		
Commission income on customer accounts	21,257	26,738
Commission on money transfer	16,876	25,335
Commission income on off-balance transactions	8,626	7,393
	<u>46,759</u>	<u>59,466</u>
Commission expenses		
Commission expenses on borrowings	716	942
Commission expenses on off-balance transactions	417	457
Other commission expenses	1,555	2,356
	<u>2,688</u>	<u>3,755</u>
	<u>44,071</u>	<u>55,711</u>

8. NET (LOSS)/GAIN ON OPERATIONS WITH FINANCIAL INSTRUMENTS

Net (loss)/gain on operations with financial instruments of the Bank for the years ended December 31, 2014 and 2013 comprise

	Year ended December 31, 2014	Year ended December 31, 2013 (restated)
Foreign exchange differences, net	(1,499)	267
Interest expenses on swap	(231)	(97)
	<u>(1,730)</u>	<u>170</u>

9. NET GAIN ON FOREIGN EXCHANGE OPERATIONS

Net gain on foreign exchange operations of the Bank for the years ended December 31, 2014 and 2013 comprise

	Year ended December 31, 2014	Year ended December 31, 2013 (restated)
Dealing, net	58,374	54,899
Foreign exchange differences, net	(3,992)	(5,717)
	<u>54,382</u>	<u>49,182</u>

10. RECOVERY/(ACCRUAL) OF ALLOWANCE FOR IMPAIRMENT LOSSES ON OTHER ASSETS

	On foreclosed assets	On cash shortage	On bad debts	Total
at December 31, 2012 (restated)	(702)	-	-	(702)
Accrual	(16,373)	(1,243)	(1,429)	(19,045)
Write-off	237	-	-	237
at December 31, 2013 (restated)	(16,838)	(1,243)	(1,429)	(19,510)
Recovery/(accrual)	627	141	(292)	476
at December 31, 2014	<u>(16,211)</u>	<u>(1,102)</u>	<u>(1,721)</u>	<u>(19,034)</u>

11. OTHER INCOME, NET

Other income of the Bank for the years ended December 31, 2014 and 2013 comprise of

	Year ended December 31, 2014	Year ended December 31, 2013 (restated)
Rent income	224	175
Net, loss on disposal of fixed assets	(176)	(1,316)
Other income/expenses	487	(196)
Write-off of interest expenses	-	38,220
	<u>535</u>	<u>36,883</u>

The write-off of interest expense in 2013 represents Resolution #119 of the President of the Republic of Tajikistan dated November 5, 2013 which writes-off interest payable to the Ministry of Finance of the Republic of Tajikistan in the amount of 38,220 thousand somoni

12. OPERATING EXPENSES

Operating expenses of the Bank for the years ended December 31, 2014 and 2013 comprise

	Year ended December 31, 2014	Year ended December 31, 2013 (restated)
Salary expenses	33,445	31,743
Depreciation expenses	11,402	10,775
Social fund expenses	8,350	7,923
Taxes other than income tax	5,921	6,475
Membership fees and payments	5,207	5,240
Security expenses	1,932	1,776
Stationery	1,573	1,173
Fuel expenses	1,497	1,424
Communication expenses	1,388	1,501

Rent expenses	1,379	1,191
Utility expenses	1,004	924
Donations and charitable contributions	933	1,662
Accrual of unused vacation provision	711	83
Business trip expenses	558	331
Legal and other professional services	544	647
Fixed assets maintenance expenses	441	397
Representative expenses	217	423
Advertisement expenses	172	202
Other	1,661	1,306
	<u>78,335</u>	<u>75,196</u>

13. INCOME TAX

The Bank measures and records its current income tax payable and its tax base within assets and liabilities in accordance with the tax regulation of the Republic of Tajikistan, which may differ from the IFRS. For the years ended December 31, 2014 and 2013 on the territory of the Republic of Tajikistan the income tax rate for legal entities was equal to 25%.

The Bank is subject to certain permanent tax differences due to the non-tax deductibility of certain expenses and certain income being treated as non-taxable for tax purposes.

Deferred taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. Temporary differences as at December 31, 2014 and December 31, 2013 relate mostly to different methods of income and expense recognition as well as to temporary differences generated by tax – book bases' differences for certain assets and liabilities.

	Year ended December 31, 2014	Year ended December 31, 2013 (restated)
Current income tax expenses	14,329	19,817
Changes in deferred income tax	<u>(2,689)</u>	<u>(14)</u>
Income tax expenses	<u>11,640</u>	<u>19,803</u>

Reconciliation of tax and accounting profits for the years ended December 31, 2014 and 2013 is as follows:

	Year ended December 31, 2014	Effective tax rate	Year ended December 31, 2013 (restated)	Effective tax rate
Profit before taxes	<u>36,666</u>		<u>66,285</u>	
Tax at statutory rate (25%)	9,167	25%	16,571	25%
Tax effect on permanent differences	<u>2,473</u>	<u>7%</u>	<u>3,232</u>	<u>5%</u>
Income tax expenses	<u>11,640</u>	<u>32%</u>	<u>19,803</u>	<u>30%</u>

Temporary differences as at December 31, 2014 and 2013 comprise of

	December 31, 2012 (restated)	Recognized in the statement of profit or loss	December 31, 2013 (restated)	Recognized in the statement of profit or loss	December 31, 2014
Deferred income tax assets:					
Allowance on loans issued	7,667	33,252	40,919	3,606	44,525
Accounts payable	-	1,130	1,130	913	2,043
Bad debt allowance	-	1,429	1,429	292	1,721
Allowance on foreclosed assets	632	1,122	1,754	(117)	1,637
Unused vacation provision	392	83	475	711	1,186
Total deferred income tax assets	8,691	37,016	45,707	5,405	51,112
Deferred income tax liabilities:					
Interest payable on borrowings	-	36,358	36,358	(10,471)	25,887
Depreciation and amortization of property, equipment and intangible assets	21,385	983	22,368	5,147	27,515
Loans to customers	5,210	(509)	4,701	395	5,096
Interest receivable on loans to customers	-	130	130	(130)	-
Total deferred income tax liabilities	26,595	36,962	63,557	(5,059)	58,498
Net deferred income tax assets	(17,904)	54	(17,850)	10,467	(7,386)
Net deferred income tax liabilities at statutory tax rate (25% for 2013 and 24% for 2014)	(4,476)	14	(4,462)	2,689	(1,773)

The net deferred income tax liability as of December 31, 2014 has been recognized using the tax rate of 24%, because the Management of the Bank expects income tax in the Republic of Tajikistan to change within 2015 year down to 24%

14. CASH AND CASH EQUIVALENTS

As at December 31, 2014 and 2013 cash and cash equivalents of the Bank comprise of the following

	December 31, 2014	December 31, 2013 (restated)
Cash on hand	271,407	212,474
Accounts in the National Bank of Tajikistan	104,496	64,631
	375,903	277,105

As at December 31, 2014 and 2013 cash and cash equivalents of the Bank presented in the statement of cash flows comprise of

	December 31, 2014	December 31, 2013 (restated)
Cash on hand and account with the National Bank of Tajikistan	375,903	277,105
Correspondent accounts with other banks (Note 15)	60,966	65,334
Less obligatory reserves at NBT	<u>(63,066)</u>	<u>(48,906)</u>
	<u>373,803</u>	<u>293,533</u>

15. DUE FROM BANKS

As at December 31, 2014 and 2013 due from banks of the Bank comprise of the following

	December 31, 2014	December 31, 2013 (restated)
Correspondent accounts with other banks	60,966	65,334
Credit Union "Payment Center", LLC	4,969	5,300
Time deposits	<u>1,470</u>	<u>1,470</u>
	<u>67,405</u>	<u>72,104</u>

As of December 31, 2014 and 2013 weighted average interest rate on time deposits was 19.77%

16. LOANS TO CUSTOMERS

As at December 31, 2014 and 2013 loans to customers of the Bank comprise of the following

	December 31, 2014	December 31, 2013 (restated)
Loans to customers	675,550	628,210
Revised and overdue loans	588,794	470,454
Interest accrued	<u>2,921</u>	<u>852</u>
Less allowance for impairment losses	<u>(286,355)</u>	<u>(220,633)</u>
	<u>980,910</u>	<u>878,883</u>

Information about movements of loan loss allowance for loans for the years ended December 31, 2014 and 2013 is as follows

	Individual impairment	Collective impairment	Total impairment recognized through profit or loss	On standard loans
at December 31, 2012 (restated)	102,315	8,552	110,867	15,000
Accrual	<u>109,529</u>	<u>237</u>	<u>109,766</u>	<u>-</u>
at December 31, 2013 (restated)	211,844	8,789	220,633	15,000
Accrual	<u>64,702</u>	<u>1,020</u>	<u>65,722</u>	<u>1,100</u>
at December 31, 2014	<u>276,546</u>	<u>9,809</u>	<u>286,355</u>	<u>16,100</u>

Impairment reserve on standard loans is created within equity from retained earnings of the Bank in accordance with Instruction #176 "On the procedures of regulation of credit institutions" of the National Bank of Tajikistan

The Bank provides to its customers loans for business development. Below is the breakdown of loans by sector

	December 31, 2014	December 31, 2013 (restated)
Analysis by sector		
Power engineering	630,931	447,264
Manufacture	174,840	354,352
Transportation and communication	137,457	67,696
Agriculture and animal husbandry	113,833	79,767
Construction	110,138	21,015
Trade	54,414	107,156
Consumer loans	33,466	15,464
Services	6,821	2,577
Financial organizations	<u>5,365</u>	<u>4,225</u>
Less allowance for impairment losses	<u>(286,355)</u>	<u>(220,633)</u>
	<u>980,910</u>	<u>878,883</u>

The following table provides information about the quality of loans to customers as of December 31, 2014

	Gross loans	Impairment allowance	Net loans	Impairment allowance to gross loans
Loans to corporate customers				
Loans without individual signs of impairment	50,486	-	50,486	0%

Impaired loans				
- not overdue	80,079	(733)	79,346	1%
- overdue less than 30 days	362,189	(4,648)	357,541	1%
- overdue more than 30 and less 89 days	152,028	(10,025)	142,003	7%
- overdue more than 90 and less 359 days	445,664	(218,994)	226,670	49%
- overdue more than 360 and less 1800 days	85,952	(40,724)	45,228	47%
Total impaired loans	1,125,912	(275,124)	850,788	25%
Total loans to corporate customers	1,176,398	(275,124)	901,274	
Small business loans				
- not overdue	23,760	(205)	23,555	1%
- overdue less than 30 days	31,226	(94)	31,132	0%
- overdue more than 30 and less 89 days	5,076	(1,810)	3,266	36%
- overdue more than 90 and less 359 days	6,439	(5,626)	813	87%
- overdue more than 360 and less 1800 days	3,316	(3,032)	284	91%
Total small business loans	69,817	(10,767)	59,050	15%
Consumer loans				
- not overdue	9,118	(62)	9,056	1%
- overdue less than 30 days	10,707	(4)	10,703	0%
- overdue more than 30 and less 89 days	863	(46)	817	5%
- overdue more than 90 and less 359 days	47	(38)	9	81%
- overdue more than 360 and less 1800 days	315	(314)	1	100%
Total consumer loans	21,050	(464)	20,586	2%
Total loans to retail customers	90,867	(11,231)	79,636	
Total loans to customers	1,267,265	(286,355)	980,910	

The following table provides information about the quality of loans to customers as of December 31, 2013

	Gross loans	Impairment allowance	Net loans	Impairment allowance to gross loans
Loans to corporate customers				
Loans without individual signs of impairment	367,105	-	367,105	0%
Impaired loans			-	
- not overdue	354,407	(92,064)	262,343	26%
- overdue less than 30 days	-	-	-	-
- overdue more than 30 and less 89 days	116,932	(21,330)	95,602	18%
- overdue more than 90 and less 359 days	66,315	(20,487)	45,828	31%
- overdue more than 360 and less 1800 days	58,085	(52,876)	5,209	91%
Total impaired loans	595,739	(186,757)	408,982	31%
Total loans to corporate customers	962,844	(186,757)	776,087	

Small business loans

- not overdue	82,541	(247)	82,294	0%
- overdue less than 30 days	5,733	(512)	5,221	9%
- overdue more than 30 and less 89 days	1,963	(657)	1,306	33%
- overdue more than 90 and less 359 days	242	(107)	135	44%
- overdue more than 360 and less 1800 days	30,743	(31,275)	(532)	102%

Total small business loans	121,222	(32,798)	88,424	27%
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Consumer loans

- not overdue	13,857	-	13,857	0%
- overdue less than 30 days	223	(13)	210	6%
- overdue more than 30 and less 89 days	165	(50)	115	30%
- overdue more than 90 and less 359 days	758	(568)	190	75%
- overdue more than 360 and less 1800 days	447	(447)	-	100%

Total consumer loans	15,450	(1,078)	14,372	7%
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Total loans to retail customers	136,672	(33,876)	102,796	
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Total loans to customers	1,099,516	(220,633)	878,883	
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Breakdown of loans based on collateral type is as follows

	December 31, 2014	December 31, 2013 (restated)
Analysis by collateral type		
Guarantee	716,526	525,995
Unsecured loans	403,648	390,243
Real estate	124,254	152,462
Deposits	22,250	26,614
Other	587	1,419
Securities	-	2,783
Less allowance for impairment losses	(286,355)	(220,633)
	980,910	878,883

As of December 31, 2014 and 2013 the loan portfolio amounted to 980,910 thousand somoni and 878,883 thousand somoni (including accrued interest), respectively. Loans were issued to clients, operating on the territory of the Republic of Tajikistan which represent significant geographical concentration and the maximum size of credit risk.

As of December 31, 2014 and 2013 loans to customers included allowance in the amount of 286,355 thousand somoni and 220,633 thousand somoni, respectively, for loans which were impaired.

As of December 31, 2014 and 2013 weighted average interest rate on loans to customers was 21.8% and 22.3%, respectively.

17. INVESTMENTS HELD TO MATURITY

As at December 31, 2014 and 2013 investments held to maturity of the Bank comprise of the following

Certificate #	Interest rate	December 31, 2014	December 31, 2013 (restated)
		Nominal value	Nominal value
K 132001164	0 012%	-	24,997
Accrued interest		-	1
		-	24,998

On December 31, 2013 the Bank purchased certificate of the National Bank of Tajikistan with a maturity of 3 days. Certificates were purchased by the National Bank at maturity.

18. INVESTMENTS AVAILABLE FOR SALE

As at December 31, 2014 and 2013 investments held to maturity of the Bank comprise of the following

	December 31, 2014		December 31, 2013 (restated)	
	Value	Share	Value	Share
Unquoted investments				
Rogun Hydro Power Plant, OJSC	2,342	-	2,342	-
"Orien-Leasing", LLC	1,000	100%	1,000	100%
Credit and Information Office Bureau of Tajikistan, LLC	170	3 04%	170	3 04%
	<u>3,512</u>		<u>3,512</u>	

"Orien-Lizing", LLC is a subsidiary of the Bank. This company was not consolidated into the statements of the Bank due to the immaterial nature of the results of activity, assets and liabilities as at December 31, 2014 and 2013.

19. PROPERTY AND EQUIPMENT

As at December 31, 2014 and 2013 property and equipment of the Bank comprise of the following

	Buildings under construction	Buildings and constructions	Furniture, office equipment and vehicles	Other fixed assets	Total
Cost					
at December 31, 2012 (restated)	<u>64,852</u>	<u>178,761</u>	<u>52,260</u>	<u>69,647</u>	<u>365,520</u>
Additions	14,295	244	11,960	-	26,499
Disposals	<u>-</u>	<u>(4,361)</u>	<u>(500)</u>	<u>-</u>	<u>(4,861)</u>
at December 31, 2013 (restated)	<u>79,147</u>	<u>174,644</u>	<u>63,720</u>	<u>69,647</u>	<u>387,158</u>
Additions	4,764	82	2,019	-	6,865
Transfer from inventory	-	2,662	106	-	2,768
Disposals	<u>-</u>	<u>(4)</u>	<u>(1,421)</u>	<u>-</u>	<u>(1,425)</u>
at December 31, 2014	<u>83,911</u>	<u>177,384</u>	<u>64,424</u>	<u>69,647</u>	<u>395,366</u>
Accumulated depreciation					
at December 31, 2012 (restated)	<u>-</u>	<u>5,436</u>	<u>15,154</u>	<u>925</u>	<u>21,515</u>
Charge for the year	-	2,341	7,738	696	10,775
Disposals	<u>-</u>	<u>(1,293)</u>	<u>(588)</u>	<u>-</u>	<u>(1,881)</u>
at December 31, 2013 (restated)	<u>-</u>	<u>6,484</u>	<u>22,304</u>	<u>1,621</u>	<u>30,409</u>
Charge for the year	-	1,981	8,725	696	11,402
Disposals	<u>-</u>	<u>-</u>	<u>(1,187)</u>	<u>-</u>	<u>(1,187)</u>
at December 31, 2014	<u>-</u>	<u>8,465</u>	<u>29,842</u>	<u>2,317</u>	<u>40,624</u>
Net book value					
at December 31, 2013 (restated)	<u>79,147</u>	<u>168,160</u>	<u>41,416</u>	<u>68,026</u>	<u>356,749</u>
at December 31, 2014	<u>83,911</u>	<u>168,919</u>	<u>34,582</u>	<u>67,330</u>	<u>354,742</u>

“Other fixed assets” category comprises of the tea-house building, which was constructed by the Bank in the Dangara city, Khatlon district in 2011. The Management of the Bank intends to attract financing secured by the property during 2015. These financial statements do not include any adjustments that might arise from the result of this transaction.

As of December 31, 2014 and 2013 there were no fixed assets pledged as collateral.

As of December 31, 2014 and 2013 amount of fully depreciated property and equipment equaled to 7,619 thousand somoni and 8,231 thousand somoni, respectively.

20. OTHER ASSETS

As at December 31, 2014 and 2013 other assets of the Bank comprise of the following

	December 31, 2014	December 31, 2013 (restated)
Other financial assets		
Accounts receivable	10,347	10,501
Accounts receivable from money transfer systems	16	-
Other	1,169	1,293
Total financial assets	11,532	11,794
Other non-financial assets		
Foreclosed assets	16,212	16,838
Inventories	6,403	9,135
CIT prepayments	4,084	-
Prepaid expenses	3,116	661
Less allowance for impairment losses	(19,034)	(19,510)
Total non-financial assets	10,781	7,124
	22,313	18,918

21. CUSTOMER DEPOSITS

As at December 31, 2014 and 2013 customer deposits of the Bank comprise of the following

	December 31, 2014	December 31, 2013 (restated)
Demand deposits of legal entities	659,358	440,513
Time deposits of individuals	325,328	262,063
Demand deposits of individuals	105,551	142,356
Time deposits of legal entities	73,970	28,570
Saving deposits of individuals	10,876	10,321
Interest accrued	19,477	9,422
	1,194,560	893,245

As of December 31, 2014 and 2013 weighted average interest rate on customer deposits was 14.55% and 15.64%, respectively

22. DUE TO BANKS

As at December 31, 2014 and 2013 due to banks comprise of

	December 31, 2014	December 31, 2013 (restated)
Term placements of banks	27,800	19,096
Correspondent accounts of banks and financial institutions	<u>2,158</u>	<u>3,004</u>
	<u>29,958</u>	<u>22,100</u>

23. BORROWINGS AND NOTES PAYABLE

As at December 31, 2014 and 2013 borrowings and notes payable of the Bank comprise of the following

	December 31, 2014	December 31, 2013 (restated)
Borrowings	141,848	317,232
Notes payable	35,911	6,774
Accrued interest payable	<u>623</u>	<u>3,038</u>
	<u>178,382</u>	<u>327,044</u>

As of December 31, 2014 and 2013 weighted average interest rate on loans received was 9.11% and 8.30%, respectively

24. SPECIAL GOVERNMENT FUNDS

The special government funds represent funds, attracted by the Government of the Republic of Tajikistan for construction of the Rogun Hydro Power Plant. These funds comprise of deposits of individuals and legal entities placed on the special accounts beneficiary to the OJSC "Rogun Hydro Power" opened in the Bank. These deposits are held as interest-free demand deposits.

As at December 31, 2014 and 2013 balance of these funds amounted to 2,517 thousand somoni.

25. OTHER LIABILITIES

As at December 31, 2014 and 2013 other liabilities of the Bank consisted of the following

	December 31, 2014	December 31, 2013 (restated)
Other financial liabilities		
Accounts payable	4,878	1,179
Unused vacation provision	<u>1,186</u>	<u>475</u>
Total financial liabilities	<u>6,064</u>	<u>1,654</u>

Other non-financial liabilities

Other taxes payable	560	1,039
Other	3	913
Income tax liabilities	-	13,076
	<u>563</u>	<u>15,028</u>
Total non-financial liabilities	<u>6,627</u>	<u>16,682</u>

Movement in provision for unused vacation for the years ended December 31, 2014 and 2013 was as follows

	Year ended December 31, 2014	Year ended December 31, 2013 (restated)
Balance as at January 1	475	392
Accrual	<u>711</u>	<u>83</u>
Balance as at December 31	<u>1,186</u>	<u>475</u>

26. SHARE CAPITAL

On May 24, 2014 the Shareholders of the Bank decided to reinvest the retained earnings in amount of 55,823 thousand somoni to the share capital

As of December 31, 2014 and 2013 the amount of registered share capital equaled to 355,823 thousand somoni and 300,000 thousand somoni, respectively. In accordance to the Bank's charter the share capital comprise of 3,558,230 ordinary shares with par value of 100 somoni. Breakdown of the Bank's shareholder's capital as at December 31, 2013 and 2012 is shown below

Organization	December 31, 2014		December 31, 2013	
	Value	Share	Value	Share
"Firuz-LTD", LLC	29,675	8.3%	25,000	8.3%
"Orien-Toj", LLC	23,740	6.7%	20,000	6.7%
"GURGIN TECHNOLOGY", LTD	20,954	5.9%	17,652	5.9%
"Talco Management Limited", LLC	18,347	5.2%	15,456	5.1%
"Lochvar", LLC	17,805	5.0%	15,000	5.0%
Shareholders holding less than 5%	<u>245,302</u>	<u>68.9%</u>	<u>206,892</u>	<u>69.0%</u>
	<u>355,823</u>	<u>100%</u>	<u>300,000</u>	<u>100%</u>

During the year 2014 the Bank declared dividends to the shareholders in the amount of 56,100 thousand somoni, which includes dividends payable amount as of December 31, 2014 in the amount of 277 thousand somoni

27. CONTINGENT FINANCIAL LIABILITIES

Commitments for capital expenditure

As at December 31, 2014 and 2013 the Bank had no commitments for capital expenses

Commitments of loan kind, guarantees and other financial contracts

During its current operations the Bank offers its clients different financial instruments, which are accounted on off-balance accounts and have different categories of risk. Nominal or contractual amount of such commitments as at December 31, 2014 and 2013 were as follows

	December 31, 2014	December 31, 2013 (restated)
Off balance commitments		
Unpaid guarantees	142,904	59,657
Credit lines	58,111	16,121
Letters of credit	3,352	9,544
Repaid guarantees	1,092	-
	<u>205,459</u>	<u>85,322</u>

Commitments under operating leases agreement

As at December 31, 2014 and 2013 the Bank was committed to minimum lease payments under operating lease in amount of 313 thousand somoni and 525 thousand somoni, respectively

Legal proceedings

From time to time and in the normal course of business, claims against the Bank are received from customers and counterparties and the Bank also claims against customers. As of the reporting date the Bank was not involved in legal proceedings brought against it

Taxation

Commercial legislation of the Republic of Tajikistan, including tax legislation, may allow more than one interpretation. In addition, there is a risk of tax authorities making arbitrary judgments of business activities. If a particular treatment, based on management's judgment of the Bank's business activities, was to be challenged by the tax authorities, the Bank may be assessed additional taxes, penalties and interest. Such uncertainty may relate to the valuation of financial instruments, valuation of provision for impairment losses and the market pricing of deals. The management of the Bank believes that it has accrued all tax amounts due and therefore no allowance has been made in the financial statements

Recoverability of financial assets

As at December 31, 2014 the Bank's financial assets amounted to 1,439,262 thousand somoni (1,268,396 thousand somoni as at December 31, 2013). The recoverability of these financial assets is highly dependent on the effectiveness of fiscal and other measures taken in various countries to achieve economic stability, i.e. factors beyond the control of the Bank. Recoverability of financial assets is determined by the Bank on the basis of conditions existing at the balance sheet date. The Bank's management believes that there is no need at present for additional provision on financial assets, based on the prevailing circumstances and available information

28. RELATED PARTIES

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form

In the statement of financial position as of December 31, 2014 and 2013 the following amounts were represented which arose due to transactions with related parties

	December 31, 2014		December 31, 2013	
	Related party transactions	Total category as per the financial statements caption	Related party transactions	Total category as per the financial statements caption
Loans issued to related parties	10,810	980,910	5,658	878,883
Investments available for sale	1,000	3,512	1,000	3,512
Customer accounts	167,569	1,194,560	-	893,245
Borrowings and notes payable	34,886	178,382	6,774	327,044

In the statement of profit or loss and other comprehensive income for the years ended December 31, 2014 and 2013 the following amounts were represented which arose due to transactions with related parties

	2014		2013	
	Related party transactions	Total category as per the financial statements caption	Related party transactions	Total category as per the financial statements caption
Interest income on loans issued to related parties	1,350	160,816	524	195,050
Interest expenses on notes payable	3,486	3,591	533	533
Operating expenses				
- compensation to key management personnel	824	33,445	550	31,743
- contributions to the Social Fund of the Republic of Tajikistan	206	8,350	138	7,923

29. FAIR VALUE OF FINANCIAL INSTRUMENTS

The estimated fair value disclosures of financial instruments are made in accordance with the requirements of IAS 32 "Financial Instruments Disclosure and Presentation" and IAS 39 "Financial Instruments Recognition and Measurement". Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in forced or liquidation sale. The estimates presented herein are not necessarily indicative of the amounts the Bank could realize in a market exchange from the sale of its full holdings of a particular instrument.

The fair value of financial assets and liabilities approximate their carrying value due to their short-term nature, with the exception of loans to customers.

The fair value of loans to customers cannot be measured reliably as it is not practicable to obtain market information or apply any other valuation techniques on such instruments

The Bank does not hold any financial assets or liabilities which are carried at fair value and as such, no fair value hierarchy is presented

30. REGULATORY MATTERS

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios of total capital (12%) to risk weighted assets

The ratio was calculated according to the requirements of the National Bank of Tajikistan and may differ from principles employed by the Basel Committee by applying the following risk estimates to the assets and off-balance sheet commitments net of allowances for impairment losses

	2014	2013 (restated)
Movement in Tier 1 Capital		
At the beginning of the year	366,219	297,554
Operations with shareholders	(277)	22,183
Total comprehensive income for the year	<u>25,026</u>	<u>46,482</u>
At the end of the year	<u>390,968</u>	<u>366,219</u>
	December 31, 2014	December 31, 2013 (restated)
Composition of regulatory capital:		
Tier 1 capital		
Bank's shareholders' equity	390,968	366,219
Less Net book value of intangible assets	<u>-</u>	<u>-</u>
Total Tier 1 Common	390,968	366,219
Tier 2 capital	<u>-</u>	<u>-</u>
Total regulatory capital	<u>390,968</u>	<u>366,219</u>
Risk-weighted assets (RWA)	<u>1,344,281</u>	<u>1,339,671</u>

Bank's capital amount and ratios are presented below

Capital amounts and ratios	Actual amount	For Capital Adequacy purposes	Ratio for Capital Adequacy purposes	Minimum Required Ratio
	TJS '000	TJS '000	%	%
As at December 31, 2014				
Total capital	390,968	390,968	29.1%	12%
Tier 1 capital	390,968	390,968	29.1%	-
As at December 31, 2013				
Total capital	366,219	366,219	27.3%	12%
Tier 1 capital	366,219	366,219	27.3%	-

As at December 31, 2014 and 2013 total capital of the Bank calculated for Capital adequacy purposes consisted of Tier 1 capital and Tier 2 capital

31. CAPITAL RISK MANAGEMENT

The Bank manages its capital to ensure that the Bank will be able to continue as a going concern while maximizing the return to shareholders through the optimization of the debt and equity balance

The capital structure of the Bank consists of debt and equity of shareholders, which includes issued capital, reserves and retained earnings as disclosed in statement of changes in equity

The Management Board reviews the capital structure on a regular basis. As a part of this review, the Board considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the Board, the Bank balances its overall capital structure through capitalization of retained earnings, attraction of additional debts or the redemption of existing debt.

The Bank's overall capital risk management policy remains unchanged from 2013

32. RISK MANAGEMENT POLICIES

Management of risk is fundamental in the Bank's business. The main risks inherent to the Bank's operations are those related to

- Credit exposures,
- Operational risk
- Liquidity risk,
- Market risk

The Bank recognizes that it is essential to have efficient and effective risk management processes in place. To enable this, the Bank has established a risk management framework, whose main purpose is to protect the Bank from risk and allow it to achieve its planned objectives. These principles are used by the Bank to manage the following risks

Credit Risk

The Bank is exposed to credit risk which is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss

Risk management and monitoring is performed within set limits of authority. These processes are performed by the Credit Committees and the Management of the Bank. Before any application is made by the Credit Committee, all recommendations on credit processes (borrower's limits approved, or amendments made to loan agreements, etc.) are reviewed and approved by the Management. Daily risk management is performed by the Credit Department of the Branch.

The Bank has developed policies and procedures to manage credit risk, which includes questions on limiting portfolio concentration and the creation of the Credit Committee, which monitors the credit risk. The Bank's credit policy is reviewed and approved by the Supervisory Board. The Bank structures the levels of credit risk by setting limits to the size of the risk taken in relation to one borrower or group of borrowers, as well as by sector of economy. The Bank conducts daily monitoring of the actual risks in relation to the established limits.

Exposure to credit risk is managed through regular analysis of the ability of borrowers and potential borrowers to meet obligations related to payment of interest and principal amount, and by changing these lending limits when such necessity is arisen. Exposure to credit risk is also regulated by obtaining collateral and corporate and personal guarantee, however, portion of loans (8%) is personal lending, where no such facilities can be obtained. Such risks are monitored on a continuous basis and subject to annual or more frequent reviews.

Operational risk

The Bank is exposed to operational risk, which is a risk of loss arising from any system failures or interruptions of internal processes, systems, human error or the influence of external negative factors.

The Bank's risk management policy is designed to identify and analyze risks and set appropriate risk limits and controls.

Maximum Exposure

The Bank's maximum exposure to credit risk varies significantly and is dependent on both individual risks and general market economy risks.

The following table presents the maximum exposure to credit risk off-balance sheet and off balance sheet financial assets. For financial assets in the statement of financial statements, the maximum exposure is equal to the carrying amount of those assets prior to any offset or collateral. For financial guarantees and other off-balance sheet assets, the maximum exposure to credit risk is the maximum amount the Bank would have to pay if the guarantee was called on or in the case of commitments, if the loan amount was called on.

Collateral pledged is determined based on its estimated fair value on the reporting date and limited to the outstanding balance of each loan as at reporting date.

	Maximum exposure	Offset	Net exposure after offset	Collateral Pledged	Total 2014 Net exposure after offset and collateral
Cash and cash equivalents	-	-	-	-	-
Due from banks	67,405	-	67,405	-	67,405
Loans to customers	980,910	-	980,910	(147,091)	833,819
Investments available for sale	3,512	-	3,512	-	3,512
Other assets	11,532	-	11,532	-	11,532

	Maximum exposure	Offset	Net exposure after offset	Collateral Pledged	Total 2013 Net exposure after offset and collateral
Cash and cash equivalents	-	-	-	-	-
Due from banks	72,104	-	72,104	-	72,104
Loans to customers	878,883	-	878,883	(183,278)	695,605
Investments held to maturity	24,998	-	24,998	-	24,998
Investments available for sale	3,512	-	3,512	-	3,512
Other assets	11,794	-	11,794	-	11,794

In instances where one party to a financial instrument fails to fully or partially discharge a credit obligation, the Bank has the right to ensure fulfillment of these obligations through the

- 1 joint sale of the pledged assets,
- 2 transfer of ownership rights on pledged assets in accordance with the established law, and
- 3 exercising of the charge on pledged assets through judicial procedures

Where there is a joint sale of the pledged assets, the Bank normally uses a tripartite agreement with the borrower and acquirer of the pledged assets. Under this agreement the acquirer of the pledged assets has an obligation to repay the full amount of the outstanding debt, the borrower has an obligation to transfer the right of ownership of the assets to the acquirer, and the Bank releases the obligation from the borrower and removes the pledge over the assets.

The Bank exercises the charge on pledged assets through judicial procedures if it is impossible or inefficient to use alternative methods or where the seizure of assets pledged is required in order to protect the rights on the Bank.

Financial assets are graded according to the current credit rating they have been issued by an internationally regarded agency such as Standard and Poors. The highest possible rating is AAA. Investment grade financial assets have ratings from AAA to BBB. Financial assets which have ratings lower than BBB are classed as speculative grade.

The following table details the credit ratings of financial assets held by the Bank

	AAA	AA	A	BBB	>BBB	Not Rated	2014 Total
Cash and cash equivalents	-	-	-	-	-	375,903	375,903
Due from banks	-	-	394	481	58,090	8,440	67,405
Loans to customers	-	-	-	-	-	980,910	980,910
Investments available for sale	-	-	-	-	-	3,512	3,512
Other assets	-	-	-	-	-	11,532	11,532

	AAA	AA	A	BBB	>BBB	Not Rated	2013 Total
Cash and cash equivalents	-	-	-	-	-	277,105	277,105
Due from banks	-	-	1,337	2,396	60,754	7,617	72,104
Loans to customers	-	-	-	-	-	878,883	878,883
Investments held to maturity	-	-	-	-	-	24,998	24,998
Investments available for sale	-	-	-	-	-	3,512	3,512
Other assets	-	-	-	-	-	11,794	11,794

The corporate lending industry is generally exposed to the credit risk through its loans to customers and interbank deposits. The credit risk exposure of the Bank is concentrated within the Republic of Tajikistan. The exposure is monitored on a regular basis to ensure that the credit limits and credit worthiness guidelines established by the Bank's risk management policy are not breached.

The Bank had no past due but not impaired assets as at December 31, 2014 and 2013.

Geographical concentration

Risk management department exercise controls over the risk associated with changes in the norms of the legislation and assess its impact on the Bank. This approach allows the Bank to minimize potential losses from the investment climate in the Republic of Tajikistan.

The geographical concentration of assets and liabilities is set out below:

	Republic of Tajikistan	OECD countries	Other	Total 2014
FINANCIAL ASSETS:				
Cash and cash equivalents	375,903	-	-	375,903
Due from banks	1,470	30,264	35,671	67,405
Loans to customers	980,910	-	-	980,910
Investments available for sale	3,512	-	-	3,512
Other assets	11,532	-	-	11,532
TOTAL FINANCIAL ASSETS	1,373,327	30,264	35,671	1,439,262
FINANCIAL LIABILITIES:				
Customer deposits	1,102,407	11,321	80,832	1,194,560
Due to banks and financial institutions	29,386	-	572	29,958
Borrowings and notes payable	71,474	2,654	104,254	178,382
Special government funds	2,517	-	-	2,517
Other liabilities	6,064	-	-	6,064
TOTAL FINANCIAL LIABILITIES	1,211,848	13,975	185,658	1,411,481
NET POSITION	161,479	16,289	(149,987)	27,781

	Republic of Tajikistan	OECD countries	Other	Total 2013
FINANCIAL ASSETS:				
Cash and cash equivalents	277,105	-	-	277,105
Due from banks	1,470	14,936	55,698	72,104
Loans to customers	878,883	-	-	878,883
Investments held to maturity	24,998	-	-	24,998
Investments available for sale	3,512	-	-	3,512
Other assets	11,794	-	-	11,794
TOTAL FINANCIAL ASSETS	1,197,762	14,936	55,698	1,268,396
FINANCIAL LIABILITIES:				
Customer deposits	707,286	22,845	163,114	893,245
Due to banks and financial institutions	21,590	-	510	22,100
Borrowings and notes payable	275,855	-	51,189	327,044
Special government funds	2,517	-	-	2,517
Other liabilities	1,654	-	-	1,654
TOTAL FINANCIAL LIABILITIES	1,008,902	22,845	214,813	1,246,560
NET POSITION	188,860	(7,909)	(159,115)	21,836

Liquidity risk

Liquidity risk - the risk of difficulties in obtaining funds for the payment of obligations upon the occurrence of the actual date of payment and to meet cash requirements in the process of lending to clients

Management controls this risk by maturity analysis, determining the Bank's strategy for the next fiscal period. Current liquidity is managed by the Finance Director, who supports the current level of liquidity sufficient to minimize liquidity risk.

The following table presents an analysis of balance sheet interest rate risk and liquidity risk

	Less than 1 month	1 – 3 months	3 months -1 year	1-5 years	More than 5 years	Unde- fined	Total 2014
FINANCIAL ASSETS.							
Loans to customers	65,767	79,834	419,911	390,680	24,718	-	980,910
Time deposits	-	-	1,470	-	-	-	1,470
Total financial assets, interest bearing	65,767	79,834	421,381	390,680	24,718	-	982,380
Cash and cash equivalents	375,903	-	-	-	-	-	375,903
Correspondent accounts with other banks	65,935	-	-	-	-	-	65,935
Investments available for sale	-	-	-	-	-	3,512	3,512
Other assets	750	1,465	8,147	-	-	1,170	11,532
TOTAL FINANCIAL ASSETS	508,355	81,299	429,528	390,680	24,718	4,682	1,439,262

FINANCIAL LIABILITIES

Customer deposits	81,196	31,896	147,534	222,645	10,286	701,003	1,194,560
Borrowings and notes payable	2,933	26,127	66,331	63,337	19,654	-	178,382
Term placements of banks	18,575	9,040	185	-	-	-	27,800
Total financial liabilities, interest bearing	102,704	67,063	214,050	285,982	29,940	701,003	1,400,742
Correspondent accounts of banks and financial institutions	2,158	-	-	-	-	-	2,158
Special government funds	-	-	-	-	-	2,517	2,517
Other liabilities	1,448	198	4,418	-	-	-	6,064

TOTAL FINANCIAL LIABILITIES

106,310	67,261	218,468	285,982	29,940	703,520	1,411,481
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Difference between financial assets and liabilities

402,045	14,038	211,060	104,698	(5,222)	(698,838)	27,781
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Difference between interest bearing financial assets and liabilities

(36,937)	12,771	207,331	104,698	(5,222)	(701,003)	(418,362)
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Less than 1 month	1 – 3 months	3 months -1 year	1-5 years	More than 5 years	Unde-fined	Total 2013
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FINANCIAL ASSETS:

Loans to customers	164,224	101,613	537,361	72,412	3,273	-	878,883
Time deposits	-	-	-	1,470	-	-	1,470
Investments held to maturity	24,998	-	-	-	-	-	24,998
Total financial assets, interest bearing	189,222	101,613	537,361	73,882	3,273	-	905,351
Cash and cash equivalents	277,105	-	-	-	-	-	277,105
Correspondent accounts with other banks	70,634	-	-	-	-	-	70,634
Investments available for sale	-	-	-	-	-	3,512	3,512
Other assets	149	298	1,417	8,635	-	1,295	11,794

TOTAL FINANCIAL ASSETS

537,110	101,911	538,778	82,517	3,273	4,807	1,268,396
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FINANCIAL LIABILITIES:

Customer deposits	149,182	42,915	119,860	92,610	9,705	478,973	893,245
Borrowings and notes payable	201,876	94,113	13,570	2,065	15,420	-	327,044
Term placements of banks	7,208	11,888	-	-	-	-	19,096
Total financial liabilities, interest bearing	358,266	148,916	133,430	94,675	25,125	478,973	1,239,385
Correspondent accounts of banks and financial institutions	3,004	-	-	-	-	-	3,004
Special government funds	-	-	-	-	-	2,517	2,517
Other liabilities	1,219	79	356	-	-	-	1,654

TOTAL FINANCIAL LIABILITIES

362,489	148,995	133,786	94,675	25,125	481,490	1,246,560
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Difference between financial assets and liabilities	<u>174,621</u>	<u>(47,084)</u>	<u>404,992</u>	<u>(12,158)</u>	<u>(21,852)</u>	<u>(476,683)</u>	<u>21,836</u>
Difference between interest bearing financial assets and liabilities	<u>(169,044)</u>	<u>(47,303)</u>	<u>403,931</u>	<u>(20,793)</u>	<u>(21,852)</u>	<u>(478,973)</u>	<u>(334,034)</u>

Almost all of the assets and liabilities that bear interest are charged at fixed interest rates

Periods of maturity of assets and liabilities and the ability to replace interest liabilities in acceptable costs (at the time of redemption) are the most important conditions in determining the liquidity of the Bank and its sensitivity to fluctuations in interest rates and exchange rates

Further analysis of liquidity risk and risk of changing in interest rate is presented in the following tables in accordance with IFRS 7. The amounts disclosed in these tables do not correspond to the amounts disclosed on the balance sheet, as the table above includes a maturity analysis of financial liabilities that shows total remaining contractual payments (including interest payments) which are not recognized in the balance sheet under the effective interest rate method

Undiscounted liabilities analysis

The table below presents distribution of Bank's liabilities as at December 31, 2014 and 2013 for contractual undiscounted cash outflows. Liabilities that are to be paid on demand were classified as on demand, however Bank expects that most of the customers will not request their deposits in the least possible terms and the table below do not represent the expected cash outflows based on history of retaining deposits of customers

	Less than 1 month	1 – 3 months	3 months - 1 year	1-5 years	More than 5 years	Unde- fined	Total 2014
FINANCIAL LIABILITIES:							
Customer accounts	81,280	32,571	159,490	293,495	39,461	701,003	1,307,300
Borrowings and notes payable	3,707	27,850	71,333	80,703	22,371	-	205,964
Due to banks and financial institutions	20,925	9,044	200	-	-	-	30,169
Special government funds	-	-	-	-	-	2,517	2,517
Other liabilities	<u>1,448</u>	<u>198</u>	<u>4,418</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>6,064</u>
TOTAL FINANCIAL LIABILITIES	<u>107,360</u>	<u>69,663</u>	<u>235,441</u>	<u>374,198</u>	<u>61,832</u>	<u>703,520</u>	<u>1,552,014</u>
	Less than 1 month	1 – 3 months	3 months - 1 year	1-5 years	More than 5 years	Unde- fined	Total 2013
FINANCIAL LIABILITIES:							
Customer accounts	149,262	44,081	129,802	127,469	39,768	478,973	969,355
Borrowings and notes payable	201,876	95,736	26,250	2,520	22,486	-	348,868
Due to banks and financial institutions	10,384	11,961	-	-	-	-	22,345
Special government funds	-	-	-	-	-	2,517	2,517
Other liabilities	<u>1,219</u>	<u>79</u>	<u>356</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,654</u>
TOTAL FINANCIAL LIABILITIES	<u>362,741</u>	<u>151,857</u>	<u>156,408</u>	<u>129,989</u>	<u>62,254</u>	<u>481,490</u>	<u>1,344,739</u>

Market risk

Market risk includes risk of changes in interest rate, currency risk and other price risks faced by the Bank. In 2014 there was no change in the composition of these risks and methods for assessing and managing risks in the Bank.

The Bank is not exposed to interest rate risk since the Bank does not attract funds on floating rate. In case of attraction of funds on floating interest rate the risk is to be managed by the Bank through maintain the necessary balance between borrowing at fixed and floating rates.

Currency risk

Currency risk is the risk that the value of a financial instrument due to changes in exchange rates. Financial position and cash flows of the Bank are exposed to impact fluctuations in foreign currency exchange rates. Management exercise currency risk by determining open currency position on the basis of the alleged impairment of the TJS, and other macroeconomic indicators, which enables companies to minimize losses from significant fluctuations in national and foreign currencies.

The Bank concludes agreements on various derivative financial instruments including currency swaps, and collateral loans with commercial banks to insure against currency risk. The result for the year ended December 31, 2014 in the statement of profit or loss and other comprehensive income has been recognized as a gain on exchange rate differences and similar transactions in the amount of 54,382 thousand somoni (2013 gain in the amount of 49,182 thousand somoni).

Information about level of foreign currency exchange rate risk of the Bank is set out below.

	TJS	USD	EUR	RUR	Other	Total 2014
FINANCIAL ASSETS:						
Cash and cash equivalents	274,054	53,773	38,692	9,384	-	375,903
Due from banks	1,470	43,431	2,940	18,694	870	67,405
Loans to customers	270,839	709,696	-	375	-	980,910
Investments available for sale	3,512	-	-	-	-	3,512
Other assets	11,082	266	-	184	-	11,532
TOTAL FINANCIAL ASSETS	560,957	807,166	41,632	28,637	870	1,439,262
FINANCIAL LIABILITIES:						
Customer deposits	448,963	689,911	27,310	28,111	265	1,194,560
Due to banks and financial Institutions	1,675	19,065	9,178	40	-	29,958
Borrowings and notes payable	26,667	151,668	-	47	-	178,382
Special government funds	2,517	-	-	-	-	2,517
Other liabilities	5,609	455	-	-	-	6,064
TOTAL FINANCIAL LIABILITIES	485,431	861,099	36,488	28,198	265	1,411,481
Open currency position	75,526	(53,933)	5,144	439	605	27,781

	TJS	USD	EUR	RUR	Other	Total 2013
FINANCIAL ASSETS:						
Cash and cash equivalents	108,402	124,931	25,316	18,456	-	277,105
Due from banks	1,470	47,549	4,251	18,068	766	72,104
Loans to customers	260,426	617,876	-	581	-	878,883
Investments held to maturity	24,998	-	-	-	-	24,998
Investments available for sale	3,512	-	-	-	-	3,512
Other assets	11,233	274	-	287	-	11,794
TOTAL FINANCIAL ASSETS	410,041	790,630	29,567	37,392	766	1,268,396
FINANCIAL LIABILITIES:						
Customer deposits	276,569	561,462	33,421	21,512	281	893,245
Due to banks and financial institutions	1,784	19,337	912	67	-	22,100
Borrowings and notes payable	217,277	109,767	-	-	-	327,044
Special government funds	2,517	-	-	-	-	2,517
Other liabilities	1,654	-	-	-	-	1,654
TOTAL FINANCIAL LIABILITIES	499,801	690,566	34,333	21,579	281	1,246,560
Open currency position	(89,760)	100,064	(4,766)	15,813	485	21,836

Currency risk sensitivity

Following table presents a sensitivity analysis of the Bank to 10% increase and decrease the USD to TJS in 2014 and 2013. Based on the current economic environment in Tajikistan management of the Bank believes that 10% reduction of USD to TJS exchange rate is a realistic change. 10% is a level of sensitivity used by companies internally when reporting foreign currency risk to key management personnel of the Bank, and it is considered by management as an estimate of potential changes in exchange rates. Sensitivity analysis applies only to outstanding foreign currency balances available at the end of the period for conversion of which end-of-the-period exchange rate changed by 10% is used.

Impact on net income, based on the nominal value of the asset as of December 31, 2014 and 2013 is represented below:

	2014		2013	
	Official exchange rate, +10%	Official exchange rate, -10%	Official exchange rate, +10%	Official exchange rate, -10%
Impact on profit and loss	(5,393)	5,393	10,007	(10,007)

Limitations of sensitivity analysis

The above tables demonstrate the effect of changes based on the main clause while other assumptions remain unchanged. In fact, there is a connection between the assumptions and other factors. It should also be noted that the sensitivity has nonlinear character so should not be interpolated or extrapolated from these results.

Sensitivity analysis does not take into account that the Bank actively manages the assets and liabilities. In addition, the Bank's financial position may be subject to change depending on changes in the market. For example, the strategy of the Bank's financial risk management aims to manage exposure to market fluctuations. In the case of sudden adverse price fluctuations in the securities market, leadership can refer to such methods as selling investments, changing investment portfolio, as well as other methods of protection. Consequently, the actual impact of a change in the assumptions may not have influence on the commitment and significant impact on the assets recorded on the balance sheet at market price. In this situation, different methods of valuation of assets and liabilities may lead to volatility in equity.

Other limitations in the above sensitivity analysis include the use of hypothetical market movements with a view to the disclosure of potential risks, which represent only the Bank's forecast of the upcoming changes in the market that cannot be predicted with any certainty.

33. SEGMENT REPORTING

The Bank's activities apply only to commercial lending and are concentrated in the Republic of Tajikistan.

34. SUBSEQUENT EVENTS

At the date of the issue of financial statements of the Bank, there were no events that must be disclosed in the financial statements in accordance with IAS 10 "Events after the reporting period".



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**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC032475

UK Establishment No. BR017550

The Registrar of Companies hereby certifies that

**OPEN JOINT STOCK COMPANY “ORIEN FINANCIAL
SERVICES”**

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom.

Given at Companies House on **23rd April 2015**.



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**