|  |  |
| --- | --- |
|  | **"Turonbank" joint-stock commercial bank of the shareholders**  **2016"\_\_\_"\_\_\_\_\_\_\_\_\_\_\_ in**  **the general assembly's**  **\_\_\_\_ - dated, approved by the resolution of.** |

**Regulation on "The order at the time of the act on conflict of interests" of JSCB “Turonbank”**

## 1-chapter. General rules

1. JSCB "Turonbank" at the time of the confrontation in the interests of the order to move on" on the Regulations (hereinafter - Regulations) the Republic of Uzbekistan "on joint-stock companies, and shareholders 'rights on the protection of the law"on 24 April 2015 and the president of the Republic of Uzbekistan UP-4720-number "on measures for the introduction of modern corporate management style is joint in society"and to a decree of joint-stock companies to improve corporate governance and to increase the effectiveness of the activities of the commission meeting of the year on December 31 2015 9-the number ofli with the protocol approved "corporate governance code" proceeding from the requirements of developed.
2. These regulations JSCB "Turonbank" that came out of the interests of the opposite defines the procedure to identify and solve them.
3. The bank and its activities during the implementation of the bank (its management and control bodies, officials, employees) with wholesale of other property interests, see or creditors, customers and other kontragent (hereinafter - referred to as the property of a result of a conflict of interest between the interests of other wholesale see and contradiction origin and it management and control bodies of the bank and (or) the actions of its employees as a result of the ictyada ofcases of violation of the legitimate rights and interests of the world can be put way. In addition, the interests between the shareholders of the bank of contradiction (corporate contradiction) of the bank's management and control bodies and stockholders (shareholders) of interests between the interests of the contradiction can be origin.
4. This regulation is in the interests of contradictionng origin are considered associated with the following situations:

- majoritar shareholders (a large package of shares to the shareholder) and minoritar shareholders (shareholders who have shares in the amount it is so great between;

- the management structure of the bank, with the bank's shareholders;

- the structure of bank management and bank supervision, bank officials, employees, and mbetween clients;

- with the bank of the bank officials, employees of service responsibilities between them in the performancearising at the contradictionks.

2-chapter. Individuals within the effects of the regulations

1. These regulations, the bank's management and control bodies of employees, their positions in spite of possessing concerns all of us.
2. Individuals who cooperate with the bank on the basis of civil law contracts, if the relevant liabilities specified in the contract with them, or the bank's internal rules defined in, and directly came to this regulation from the law in cases attributed to them is to comply with the requirements.

3-chapter. In the interests of the bank, the contradictionof the world, basic principles of management

1. In the interests of the bank, the contradictionin the government of the world is to rely on the following principle:

* between the actual or potential contradiction in theinformation open to the world's binding;
* interests of contradiction associated with each on an individual basis to consider when it detect a condition of the bank and to its prestige and damage assessment of risks to the solution;
* interests contradictionof the solution process and ensure that it is strictly classified information on open to the world;
* interests contradictionof the bank's management and control bodies and the world in addressing the interests of its employees to balance to comply with;
* by the employee and the bank is determined at the time of his was handled by (taken before) the interests of contradiction known about the relationship with the personng followed from make to protect.

**4-chapter.Interests contradictions to come out of causes (conditions)**

1. Majoritar minoritar between shareholders and the bank, the bank of interest between management and shareholders the following reasons for a conflictcan be the origin of the world:

* Legislative, regulatory documents and does not comply with the requirements of the bank's internal documents;
* minoritar the activities of the bank and shareholders at a general shareholders ' meeting could have a serious impact monitoring and the decision to be adopted by the board;
* the competent administrative authorities of agreements with entities and affiliates in advance with large transactions without drafting;
* the financial position of the bank by the administrative authorities that may undermine the adoption of the decision;
* to have an access management bodies of other organizations in accordance with the current legislation of management by individuals who occupy positions in society about the other shares wned by or full of information they give about give.

1. Control authorities and control bodies, officials, employees and mijozlar that may come out as a result of the following between the interests of contradiction thats is:

- Legislative requirements, does not comply with its constituent documents and internal documents of the bank;

- the interests of shareholders of the bank of the principle of the rule does not apply to;

- do not follow professional norms and ethical principles of business communication;

- also by the bank, also obligations in the performance of the contract by;

- Legislation and internal documents of the bank specified in its obligations in the performance of.

1. Bank individuals and the staffs have the following interests as a result of that may come out between resistance:

* Violation of the legislative requirements and the requirements of the bank's internal documents;
* do not follow professional norms and ethical principles of business communication;
* self or family members be conducted by commercial activities;
* the bank with financial interests in the presence of other companies in the business relationship;
* leaders in other organizations, officials or bodies to participate in its work as a part time on the basis of management;
* I am pursuing personal interests to the interests of the bank in case of being provided to the business to other organizations.

## 5-chapter.Interests contradiction accounted for prevention

1. The bankwith these regulations and internal normative documents of interests in the contradictionmechanisms to prevent the world are provided.
2. See confirmation interests of any contradiction atthe management bodies of the bank in order to prevent wasps, control bodies, officials andthe staff and they must do the following:

* The legislation, the bank normative acts, regulations and to comply with the requirements of internal documents;
* medium and long-term sustainable profitability in the period to ensure the achievement of the bank;
* interests of conflict of actions that can be producedmal to increase the adoption of decisions and to keep from.
* ensure effective management of the bank;
* the bank's illegal activities, including criminal found with the way income legalization and terrorism financing activities associated with to be attracted elimination of;
* the service of the bank display as much as possible in the area of high to ensure achievement of results;
* stand in front of quarterly management reports in accordance with the legislation giving authorities;
* a Charter and internal regulatory documents in implementation of internal and external control;
* quantity (amount) specified in the legislation, which increased from the size of large deals, special deals or transactions that are associated with each other to provide the monitoring of the council for consideration;
* major transactions with affiliates and individuals formed the control authorities by the terms of the agreement study.
* in cases that necessity arise, the structure of the agreement in accordance with legislative requirements observed in cases approved by the council, an independent evaluation of the market price of the property to determine to attract andijan region;
* make a list of related information to the person afillangana ensure;
* formed the order of agreement with the following development and their implementation to ensure compliance with:

a) with affiliated individuals;

b) the shareholders of the bank and their affiliates with the person;

- by the competent authorities of the bank afillangan individuals with pre-ma'qullamasdan major transactions and transactions not made;

- the high authority in the management and control bodies of other legal entities without the permission of positions ;

- information about the requirements of the current legislation and the activity of the bankin accordance with bank information and additional regulations on the information policy in the implementation;

- shareholders and mijozlar, tar'sinto b bodies and control authorities and other interested parties, provided provided for promotional purposes, including accounting reports and other information that is proclaimed reliability ensure;

- allow you to get such informationwho is able to use personal data for the purposes of the cases the person by the bankatthe world to develop measures to prevent, and improve them to go to the members;

- the negative information published in the media about the bank and other sources of accuracy and timely review of ob'ektivligi. Associated with the emergence of negative and unreliable information in relation to the facts show the relationship of each in their own time;

- to identify deficiencies in the internal control system of the bank participate in;

- management and control bodies of the bank to the right bank of the financial condition of the bank and members of the paid workforce in the activities of achievements to figure out a plan of how compliance (adekvatligi) to provide;

- professional to apply the principles of morality and corporate.

1. Shareholders of the bank, as well as management and control bodies, officials andi, the staffi of interests between the contradictionof the world in order to prevent the management and control bodies, officials, bank employees are responsible for the following:

* minority shareholders' the Republic of Uzbekistan "on joint-stock companies, and shareholders 'rights protection on", and other legislative documents of the bank's Charter and internal normative documents indicated in the rights;
* of information that must be disclosed in accordance with the legislation of ictyahas oneat the time of their submission to the world;
* go to the timely payment of accrued dividends;
* to the stockholders confrontation provide detailed information about all the issues that may be the subject of;
* the society of the other shares (stakes)in the bank to buy the members of the management bodies cases that the conclusion of such agreements are interested in,select such person involved in the identification and management structure;
* management decisions associated with compatibility and independence in order to ensure the appointment of independent members to the board, be monitoring the composition of aspiration.

1. Authorities and control bodies, officials, employees with mijozlar of interests between the conflictin order to prevent the world bank governance and control bodies, officials, employees should carry out the following:

* the bank information onng are presented to provide in the prescribed manner;
* adhere strictly to ensure the confidential use of the procedure and other important information;
* service provision of the bank mis specified on the basis of mutually agreed in the contract that let in a volume or approved tariffs take charge;
* who is able to show the negative effects on the bank's reputation mijozlar agreements with composition avoided;
* own clients for qualified and diligent service;
* a mistake that let was evident in the cases (including the application signed by the customer of the contract va when you make mistakes in other documents), from the situation on a conscious basis in pursuing personal interests avoided to the use cases, the occurrence of such error come perform operations on the employees of the bank in front this document casesaccounted for to get the fieldwith a reasonable work and mshould be aware that ijozni;

- given of the available information on this issue, let the good faith recommendations made in the analysis to be motivatedto provide;

* created during the activities of the bank, acquired and accumulated in the bank officials without the permission of the authorities or the competent data storage system management paper, magnetic and other types of information and services which are stored in the data base or the bank, the secret information is included in the category of sale, transfer, copying, reproduction, distribution and exchange, and other types not to let it become subject to in order for improvement.

1. To have a rank ofI and xchronicle thei between the interests of the service task during the performance of contradiction origin of the cases they should do to avoid going beyond the limit of the following officials and employees of the bank:

* professional behaviors and communication of the work to comply with;
* regulated according to the set of drafting contracts;
* boshqa the society's share (shares)about the desire to purchase in a higher position than himself or the person who is to make people aware of the management and control bodies;
* the interests of persons in high positions of self - contradictionof the world to inform about situations that arise that can be produced timely;
* the cost of his family members, officials or largeyahave interests or take viy and commercial activities are carried out to the officials who are in a higher position than himself about the organization plan to notify in writing;
* officials of his family ortwo major members have financial interests or any activity that affects the direct relationship between the person and the bank afillangan organization involved in not;
* interests contrary to the interests of the bank to participate in the management bodies of other organizations that may be high get permission in advance from the authorities of the bank;
* in other organizations, on the basis that you intend to work as a part time work is not contrary to the interests of the bank about the fact and ultimate in a higher position than to notify the person about himself.

## 6-chapter.Interests contra actions resolve

1. In the interests of the bank arising from the contradiction atthe bee to solve the bank's management and control bodies, officials and employees at the same time also legitimate and based on the bank in order to find solutions that also meet the interests of the procedure before the court-principles shall perform.
2. Officials and shareholders mijozlarning management and control bodies and divisions of the name, which comes down to letters, applications, requirements (including oral on the basis of the requirements are expressed)and get to the select list should provide to be considered in their own time.
3. Corporate contradiction atarni work of the corporate secretary of the bank registrationthat I assume is imposed. Corporate the corporate secretary of the bank, the confrontation atthe erwill give you a price in advance, dohil to the essence of the issue underlying the bank prepares the necessary documents and monitoring board (bank Board) they agreed with the corporate confrontation atthe er,given the competence to consider the bank commits to the body.
4. The corporate secretary that frequently come out the contradiction at theer, to analyze the opposition's makes decisions on how to provide additional information to all the participants and/or the bank as the head of the body vakolatlangan this contradictionar's to come out of changes to internal procedures and instructions in order to eliminate the reason, includes proposals on how to conduct other types of events.
5. The client or from other sources confrontation high officials received information about it from himself should notify staff about the situation promptly. The opposite situation of structural divisions is possible to solve at the level of cases, the divisions within the working days, the head of bank performancest structure (bank Management) or his deputy to the head of the opposite situation, the cause of its origin, should provide information on the measures taken. I bankjrst structure (bank Management) or his deputy, the head of the opposition situationto resolve the procedure defines vakolatlangan person appointed. Interests that arise in cases of necessity of conflictto resolve the commission are formed.
6. The authorized person of the interests of the contradiction of the solution qiwill take all necessary measures to lish. Interests of contradiction possible solution in the cases of the bank's executive body (bank Management) , head of the issue of bank monitoring board (Kto you) add the issue to be considered by the contradiction of the situation and monitoring the information on the board (the board) to the chairman of delivers.
7. This information monitoring board (bank Board) at opposite are considered by the working group configured to identify the situation and resolve them.
8. At any stage of their development, performancest body (management board) or on the head or his deputy dahl dahl that may be made in the interests of the confrontation within three working days, the information about the contradiction of the procedure to the solution of the decision to be out monitoring Board (bank Board) is presented. After that the issues considered by the working group on this issue and the conclusion of the issue will be submitted to the monitoring group.
9. You the opposite situation,the necessity for consideration of changes to the current internal documents of the bank is displayed if the monitor board (the board) or the execution ofth body (management board) to produce the document or about to enter such a change many times in your country makes the decision.
10. Of any kind that come out in the bank's interests conflictmanagement to resolve the bank there they should do the following:

* who come out in opposition tothe country as quickly as possible to identify and find their causes;
* within the competence of the management bodies of the bank and a clear set of responsibility;
* the authorized person of the bank, specify born in times of need , the situation contradictionto resolve the conclusion of the jury;
* in the short term the bank as possible contradiction to the situation on the essence of the approach that keeps you specify to make appropriate decisions and its contradiction andziyatning to convey to the other side;
* the opposite situationof the bank on the other side of the opposite Qarshib situationto many full clear and detailed approach allowing to send a response, the opposite situation of the participants in the letter a on it while the requirement qondirmaslik about current legislation, regulations to the act knew the bank's charter and internal documents come should be approved at the general meeting of shareholders.
* the opposite situationto solve by a competent person who participated in the opposite situation, the interests of his or her family members can make ensure about the fact that make or let you know promptly;
* itshbu the situation contradiction in the interests of persons that can be made on the decision not to participate dahl dahl produced or provided.

1. Bbetween management and shareholders, we have a contradictionto solves:

* the monitoring board (the board) independent member of the shareholders of the bank came in between contradiction of the world can be involved as a mediator in the settlement;
* in the talks between the shareholders of the competent person or the authorized body of the bank to attend to their shareholders are not in use and the opposite situation dahldor information and documents, to be provided by legislation, regulations and norms can be explained by the bank's internal documents;
* competent person the competent authorities of the bank or they will give advice and recommendations to the shareholders of the shareholder by a signedsting to contradictions resolve prepares drafts of documents aboutthe s, on behalf of shareholders of the bank within its competence in front of contradictionin the world that can solve norms accept commitments;
* the bank is within its competence, bodies corporate contradictionof the world about the implementation of the decision on behalf of the bank and down the organization resolve the contradictioni the situation should help the participants to a contract signed with the performance of particular display. The opposite situation, towards and between the banka liabilitiesof the essence there is a dispute however, if they order fulfillment, style, period and other conditions stems from disagreement over the bank, the opposite situation to the participants of the bank and be invited to resolve disputes arising stockholders should describe the terms of the terms and conditions that must be completed to meet up.
* satisfaction of the requirements of the consent of the shareholders of the bank you bank on the side of law, Statute or other internal documents of the bank associated with the implementation of this act, or be implied in such cases shown in the bank's response to these conditions in full, as well as the information necessary for their implementation (for example, copies of documents, or by bank shareholders and other details that make a request to prepare the size of the payments) is known.

1. The list of measures is not considered in this measure. Certain interests in each event of contradiction, depending on the sector's to come out of the situation contradictioncan be the solution to other forms of.

## 7-chapter.The final rules

1. This regulation and amendments and additions that add to the general shareholders ' meeting shall be adopted by a simple majority of votes.
2. This regulation of the norms of the current legislation of the Republic of Uzbekistan of some and /or of the bank Charter contrary to these substances and lose their strength until the issue is solved through appropriate amendments to this regulation, on which this article the current legislation of the Republic of Uzbekistan and/or the bank's Charteris available.