

APPROVED by
the Annual General Meeting of
Shareholders
of the CJSC “FINCA Bank”
the Minutes #4/2026
of September 17, 2026.

REGULATION ON THE BOARD OF DIRECTORS OF THE CJSC “FINCA Bank”

Bishkek 2026

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1. General provisions

- 1.1. This Regulation is developed in accordance with the laws of the Kyrgyz Republic “On Joint Stock Companies”, “On the, Banks and banking in the Kyrgyz Republic”, the regulations “On licensing of banking activities”, the Regulation “On the minimum requirements to the Corporate Governance Code of commercial banks of the Kyrgyz Republic”, the Regulation on the minimum requirements on liquidity risk management of commercial banks of the Kyrgyz Republic, the Regulation on the minimum requirements on risk management of banks of the Kyrgyz Republic and other normative legal acts of the Kyrgyz Republic, the Bank’s Charter, other documents of the Bank .This Regulation specifies the order of the organization of the work of the Bank’s supervising body – the Board of Directors (hereinafter referred to as the Board of Directors), its tasks, powers, its array in accordance with the Charter of the Bank and with the decisions of the Meeting of Shareholders of the Bank.
- 1.2. The Board of Directors manages the activities of the Bank within its powers except for solving issues related to the exclusive competence of the General Meeting of Shareholders (hereinafter referred to as the General Meeting).
- 1.3. The Board of Directors has no right to take decisions on issues classified in Kyrgyz laws and the Bank’s in-house regulations as the exclusive competence of other executive bodies of the Bank.
- 1.4. The Board of Directors exercises strategic management of the Bank, determines the main principles and approaches to the organization of the risk management and internal control system in the Bank, it controls the activities of the executive bodies of the Bank and performs other key functions.

2. Rights and responsibilities of the Board members, its competence

- 2.1. The Board of Directors is responsible for the following:

- 1) determining the key directions of the Bank's activity for the long run and their indicators;
- 2) formulating, approval and periodic update of all business strategies and policies of the Bank;
- 3) determining the principles and approaches to the organization of the efficient risk management system, identification of the principal risks the Bank is exposed to, and, accordingly, setting the acceptable levels of those risks, providing taking the necessary measures for the detection, measurement, assessment, monitoring and control of the risks by the Management Board of the Bank, as well as timely and effective eliminating any shortcomings or problems, identified in the course of liquidity risk management process assessment;
- 4) establishing and maintaining the adequate and efficient system of internal control and for internal control systems efficiency monitoring by the Management Board of the Bank;
- 5) identifying the list of the key personnel of the Bank whose activities are directly related to accepting risks and control of risks ;
- 6) together with the Management Board of the Bank, for organization and maintaining of high ethical and integrity standards and for forming the culture which attaches special significance and demonstrates the importance of internal control to employees inside the Bank.
- 7) maintaining supervision over actions of the Management Board of the Bank taken for the purpose of detection, measurement, monitoring and control of risks;
- 8) organization of the system of identification and prevention of the conflict of interest, providing transparency of the Bank's activity, timeliness and completeness of disclosing information, as well as providing unhindered access to the Bank's document for the shareholders of the Bank, in accordance with the

- legislation of the Kyrgyz Republic;
- 9) risk management, the degree of the risk the Bank assumes along with the actions taken in order to manage the risks;
 - 10) development of the Bank's risk appetite in cooperation with the Management Board and the Risk Management Service, as well as supervising the fulfillment of the requirements to the risk appetite by the Bank, Risk Policy and risk limits, and promoting development of sustainable risk appetite culture in the Bank
 - 11) It shall ensure compliance of the nomination and remuneration policy with the Credit risk management strategy;
 - 12) Organization of the adequate system of internal control providing the integrity of the liquidity risk management process..
 - 13) Periodic (but at least once a year) assessment of the efficiency of work of the Board of Directors, based on the assessment of the activities of the Committees of the Board of Directors and the members of the Board of Directors;
 - 14) approval of adequate and effective policy in the field of Counter-Criminal Financing and Anti-Money Laundering (CCF/ AML);
 - 15) approval of the program of internal control in the field of CCF/ AML, as well as exercising control over its implementation;
 - 16) identification of measures directed to providing efficient work of the Head of the Compliance Service;
 - 17) identification of the measures directed to the elimination of the defects in the field of CCF/AML detected by the Internal Audit Department and indicated in the report of the Head of the Compliance Service; it also controls their implementation.

2.2. The exclusive competence of the Board of Directors includes decision making on the following issues:

- 1) Convene a General Meeting of Shareholders in accordance with the established procedure;
- 2) Approval of the preliminary agenda of the General Meeting;
- 3) Determination of the date of compiling the list of the shareholders who have a right to participate on the General Meeting;
- 4) Approval of any draft decision on a change of the Charter for submitting to the General Meeting;
- 5) Approval of any draft decision on a change of the Equity Capital of the Bank or a change in the existing category of the Bank's shares or issue of preferred shares of the Bank for submitting to the General Meeting;
- 6) Preparation of recommendations on the size of dividend on shares and the order /procedure of its payment , as well as approval of any draft decision split-up of shares, dividends or distribution of profits for submitting to the General Meeting;
- 7) Setting and accepting all key policies on the activity of the Bank and other issues included in the competence of the Board of Directors;
- 8) Setting the strategic goals of the Bank and the priority areas of activity of the Bank;
- 9) Forming efficient executive bodies and providing effective control of their activities;
- 10) Control of fulfillment of the decisions taken by the General Meetings;
- 11) Preparation of reasoned recommendations concerning the reorganization of the Bank for submitting to the General Meeting;
- 12) Approval of setting up/ closing (dissolution of) branches of the Bank;
- 13) Taking decision on the Bank's participation in other organizations in accordance with the established procedure, unless this decision is included into the competence of the General Meeting;
- 14) Preliminary approval of the forthcoming deal with a contractor. After taking necessary actions by the Bank (issuing a tender, selecting the supplier etc.) approval of the terms and conditions of the contract/ agreement with the contractor;
- 15) Approval of any agreement for the use of the Bank's rights to the intellectual property of the Bank (except for the sale of the Bank's services);
- 16) Acquisition or redemption of the securities placed by the Bank in the established cases;
- 17) Any investments of funds/ liabilities/ obligations (the examples include but not are

- limited to contracts, agreements, projects) to the total amount equal to or more than 50, 000* US dollars;
- 18) Any investments of funds/ liabilities/ obligations (the examples include but not are limited to contracts, agreements, projects) to the total amount equal to or more than 250, 000* US dollars. After the approval by the Board of Directors, the Management Board shall request the approval of the Executive Management Team (FIF);
 - 19) Approval of all the amounts of deals with persons linked and affiliated with the Bank within the limits of the rights stipulated by the regulations of the National Bank of the Kyrgyz Republic and the Bank's Charter;
 - 20) Making decisions on writing off delinquent loans;
 - 21) Approval of the organizational chart of the Bank;
 - 22) Approval or deprivation of the Chairperson of the Management Board
 - 23) Approval or deprivation of the members of the Management Board of the Bank upon the recommendation of the Chairperson of the Management Board;
 - 24) Setting up the terms, conditions and the size of the payment for labor of the members of the Management Board (remuneration for work, compensations);
 - 25) Election of the Corporate Secretary;
 - 26) Organization of the adequate system of the Internal Control of the Bank;
 - 27) Approval of the managers and the composition of the Internal Audit Department, the Risk Management Service and the Compliance Control Service, as well as setting the terms, the conditions and the size of the payment for their labor;
 - 28) Carrying out checks of activity of executive bodies and officials of the Bank, taking measures following the results of the checks mentioned above;
 - 29) Consideration of the results and taking measures following the results of inspections of the National Bank and of checks carried out by the internal and external auditors;
 - 30) Periodic, but at least annual, review of financial and economic indicators which have influence or which have been prescribed, factored in the credit strategy, and, if necessary, making necessary amendments;
 - 31) appointment of competent management responsible for measurement, monitoring and control of the liquidity risk having sufficient experience and knowledge of systems and resources for the efficient liquidity risk management.
- 2.3. Matters referred to the exclusive competency of the Board of Directors cannot be assigned to the Management Board of the Bank for decision making purposes.
 - 2.4. The Board of Directors has a right to review the financial statement, the Audit Committee report, with papers and annual reports before they will be submitted to the General Meeting for review.
 - 2.5. The Board of Directors has a right to require a report on any matter related to the activity of the Management Board and Committees of the Board of Directors.
 - 2.6. The Board of Directors has a right to engage advisors (specialists, consultants, experts etc.) for preparing analytical, reference, informational materials and recommendations on the issues referred to their competence in accordance with the responsibilities imposed on them. The advisor's activities shall be carried out within the frameworks of the job descriptions / the service agreements. The advisors are not officials of the banks and they can not be involved in carrying out operational activities (lending etc.) of the Bank. The expert's findings serve as guidelines, and the Board of Directors is solely responsible for the decisions it takes.
 - 2.7. Board Members shall be loyal to the Bank. They are not entitled to use opportunities provided to them for the purposes which contradict to the Bank's Charter, or to the prejudice of property and/or non-property interests of the Bank. While making a decision, every Board Member must be impartial and follow the interests of the Bank, but not the interest of their own or the interests of individual participants (shareholders) and officials of the Bank.
 - 2.8. Board Members are not entitled to participate in the discussions or voting, and should not be present when dealing with issues in which they have direct or indirect interests, and which cause or may cause the conflict of interests with the Bank. They also should inform the Bank in writing of the degree of interests in such issues.
 - 2.9. The Board of Directors performs analysis of the risks of the existing system/ liquidity risk management structure, including in the event of changing it, including the cases of

changes in the directions of the Bank's activities which influence on the liquidity risk.

- 2.10. The Board of Directors shall liquidity risk management and approve the general strategy of the Bank which also includes issues related to liquidity management, as well as the liquidity risk management policy, in accordance with the prescribed overall level of risk bearing capacity (risk appetite) for the purpose of maintaining the prescribed level of sufficient liquidity.
- The Board of Directors shall revise the approved general strategy of the Bank in respect of liquidity management in accordance with economic, financial and operational standards and conditions.
- 2.11. For the purpose of providing efficient and adequate liquidity risk management, the Board of Directors of the Bank shall regularly, but at least once a year, revise the strategy and the policy of the Bank, making relevant amendments, when necessary.
- 2.12. For the purpose of timely liquidity risk management, the Board of Directors has a right to delegate some powers to the Asset and Liability Committee of the Bank. However, delegating authorities shall not excuse or exempt the Board of Directors and its members from their obligations and responsibilities for the organization of the adequate internal control system maintaining the integrity of the liquidity risk management process, as well as for the work of all the committees fulfilling the assigned duties.
- 2.13. The Board of Directors of the Bank creates the internal control system ensuring the implementation of the functions of control over the processes of liquidity risk management and its efficiency.
- 2.14. The Board of Directors of the Bank provides independence and competence of the exercised internal control and segregation of their functions [the functions of the departments/ services which carry out internal control] from the operating activities of the Bank.
- 2.15. At least on third of the members of the Board of Directors of the Bank shall be independent members of the Board of Directors of the Bank. Independent member of the Board of Directors of the Bank is a person who at the moment of electing him/ her:
- 1) Is not and was not an employee of the Bank or any legal entity related to the Bank for the last five years;
 - 2) Is not and was not a member of the Management Board of the Bank or any legal entity related to the Bank for the last five years;
 - 3) Hasn't received directly or indirectly any material additional reward, compensation, allowances or donations, except for the reimbursement of the expenses related to the participation in the meetings of the Board of Directors, from the Bank or people affiliated to the Bank or on their behalf for the last five years;
 - 4) Has had no considerable business relations (including providing loans and receiving loans) with the Bank or any persons related to the Bank, either directly or as a partner, for the last five years;
 - 5) Has not been a partner or an employee of the current or former external auditor of the Bank or any of the persons related to the Bank for the last five years;
 - 6) Hasn't taken considerable part in or exercised control over the Bank and by no means represents a shareholder who takes considerable part or exercises control over the

Bank;

- 7) Hasn't been a member of the Board of Directors of the Bank over the last four years.
- 8) Is not a close relative of an employee of the Bank, an employee of any legal entity related to the Bank and a member of the Board of Directors of the Bank.

3. The procedure of forming the Board of Directors

- 3.1. Only individuals who have full legal capacity and meet the relevant requirements set by the National Bank regarding impeccable business reputation, professional competence, and work experience may be elected as the members of the Board of Directors of the Bank. No employment agreements or other similar agreements or contracts are executed with the members of the Board of Directors of the Bank, and the labour laws of the Kyrgyz Republic do not apply to them.
- 3.2. The following persons cannot not be elected as the members of the Board of Directors of the Bank:
 - 1) Persons who are members of the Management Board of the Bank or who hold any other positions in the Bank;
 - 2) Persons who are officials or significant shareholders (participants) of another bank or any other entity supervised by the National Bank, or who hold positions in other competing financial institutions;
 - 3) Persons who do not comply with the requirements set by the National Bank, as well as the persons who are prohibited by the law or by a court decision to hold such positions
- 3.3. Candidates for the positions of the Chairperson and the members of the Board of Directors shall comply with the following minimum requirements:
 - 1) Have an academic degree (a university diploma) and have at least three years of work experience within the last ten years in the field of economics, banking, finance or law;
 - 2) Have an impeccable business reputation;
 - 3) Have knowledge of corporate governance and the banking legislation of the Kyrgyz Republic;
 - 4) Be aware of the business plan and the development strategy [AN1.1] of the Bank and comply with other requirements of the laws of the Kyrgyz Republic.

The Board of Directors shall consist of an odd number of members equal to or more than five (5) Board Members.

3.4. At least one of the Members of the Board of Directors shall be a citizen of the Kyrgyz Republic who knows the state language (Kyrgyz) or the official language (Russian) of the Kyrgyz Republic.

3.5. Both shareholders and invited experts having professional experience on economic, financial and legal issues and having generally accepted good reputation can be elected as members of the Board of Directors.

3.6. Members of the Board of Directors shall be elected at the General Meeting of Shareholders for a term of four years. The Bank's Charter can specify the limitation of the number of terms the same person can be reelected for.

3.7. The activities of the Board of Directors are led by the Chairperson of the Board of Directors. Chairperson of the Board of Directors shall be elected by the members of the Board from among their number by a majority vote. The Board of Directors shall have the right at any time

to re-elect its Chairperson by a majority vote.

3.8. The Chairperson of the Board of Directors shall:

- organize the work of the Board of Directors;
- represent the interests of the Bank in all the international organizations and public and administrative authorities of the Kyrgyz Republic, in the National Bank of the Kyrgyz Republic and other institutions and organizations of the Kyrgyz Republic;
- manage strategic planning of the Bank's activities;
- fulfill the functions of control over the key indicators of the Bank's activities;
- convene meetings of the Board of Directors;
- organize keeping of minutes and verbatim reports of meetings. The minutes / verbatim report is a written document which records the process of discussion of issues and decision making at the meetings of the Board of Directors.
- execute/ renew labour agreements (contracts) with the newly elected officials of the Bank, in accordance with the legislation of the Kyrgyz Republic;
- fulfill other functions stipulated by the legislation of the Kyrgyz Republic.

3.9. In the event of the absence of the Chairperson of the Board of Directors, his/her functions shall be fulfilled by one of the members of the Board of Directors selected by the members of the Board of Directors.

3.10. In the case if, as the result of early termination of members of the Board of Directors, the number of its members decreases to the quantity less than the established quorum, within five days from the date of the termination of powers of the members of the Board of Directors, the Management Board of the Bank shall take a decision to convene an extraordinary general meeting of shareholders of the Bank in order to elect the new composition of the Board of Directors.

3.11. The powers of the members of the Board of Directors can be terminated early by a decision of the General Meeting of Shareholders and NBKR of in accordance with the procedure prescribed by the legislation of the Kyrgyz Republic.

3.12. Members of the Board of Directors must be elected by means of cumulative voting. Board Members can be dismissed by a resolution of the General Meeting to be taken by majority vote of the present shareholders.

3.13. In order to fulfil its functions, the Board of Directors of the Bank can set up committees and other subsidiary expert advisory bodies. Committees of the Board of Directors are set up for the preliminary consideration of the issues included in the competence of the Board of Directors and for development of recommendations. The Board of Directors shall obligatory set up the following committees:

- The Risk Management Committee;
- The Audit Committee;
- The Nomination and Remuneration Committee;

Besides, the Bank can set up other committees for the purpose of strengthening of corporate governance in the Bank, particularly:

- The Credit Committee;
- The Asset and Liability Committee;

The order/procedure of setting up, the competence and the responsibility of those committees are regulated by the relevant by-laws of the Bank which shall not contradict to the legislation of the Kyrgyz Republic.

4. Organization of the work of the Board of Directors

4.1. All decisions are made by the majority of votes of present Board members. Every Board

Member has one vote.

- 4.2. Board meetings shall be held not less than once per quarter or as necessary. Meetings of the Board of Directors are considered eligible (quorum) if at least 2/3 of its members participate. In the event that a member of the Board of Directors has a conflict of interests, he is not entitled to participate in the discussion and voting.
- 4.3. The Board of Directors can take a decision without calling a meeting by means of signing a written document, related to the issue on which the decision is to be taken, by all the members of the Board of Directors. The decision taken in such a way shall be confirmed at the nearest scheduled meeting of the Board of Directors.
- 4.4. Meetings of the Board of Directors may be held in any location in the Kyrgyz Republic and other countries as determined by the Board of Directors.
- 4.5. Board meetings shall be called by the Chairperson of the Board on his own initiative or at the request of not less than two Board members, at the request of the Audit Committee or the internal auditor and as may be requested by the Chairperson of the Management Board.
- 4.6. Special meetings of the Board of Directors may be held at any time as the need arises at the request of any Board Member. Such request to call a special meeting of the Board of Directors shall be in writing and sent to the Chairperson of the Board of Directors either by mail, fax, telegraph or by electronic communication.
- 4.7. All Board Members must receive a written notification by mail, by fax, by telegraph or by e-mail about any meeting of the Board of Directors at least five days before the meeting. The notification shall contain the agenda of the meeting, and all necessary documents related to the meeting's agenda shall be attached. Any meeting of the Board of Directors may be postponed, provided, however, that all members of the Board of Directors provide the Chairperson of the Board of Directors with their consent thereto.
- 4.8. For special meetings of the Board of Directors and Committees thereof, the agenda and associated materials shall be circulated as far in advance as reasonably possible.
- 4.9. Each Board member may validly participate in a meeting through the medium of telephone conference, video-conference or similar form of electronic or telephonic communication, if all persons participating in the meeting are able to hear and speak, or otherwise communicate to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum.
- 4.10. The transfer of the voting right by a member of the Board of Directors to another member or to a third party is forbidden.
- 4.11. In the event of equality of votes, the Chairperson of the Board of Directors shall cast the tie-breaking vote.
- 4.12. Minutes and verbatim reports of the meetings of the Board of Directors shall be kept by the Corporate Secretary during the meetings of the Board of Directors. The Minutes of the meeting of the Company's Board of Directors must be drawn up not later than 10 days after the meeting was held.
- 4.13. The following data shall be indicated in the minutes and the verbatim report of the meeting:
 - Time and place of the meeting;
 - agenda of the meeting;
 - the list of persons present at the meeting;
 - issues put to a vote and the results of the voting on them;
 - decisions taken by the Board of Directors.

- 4.14. Minutes and verbatim report of the meeting of the Board of Directors shall be signed by the Chairperson of the meeting and by the Corporate Secretary, who shall assume responsibility for their accuracy after approval (signing) by the Board members, which participated at the meeting. The Board members that did not participate at the meeting should be familiarized with the Minutes, the verbatim report, and the decisions made, which is certified by their signatures. Minutes and verbatim reports of the meetings of the Board shall be safe-kept at the Bank's Principal office.
- 4.15. The Bank shall be responsible for making organizational provisions and for technical maintenance for the work of the Board of Directors.
- 4.16. The Chairperson of the Management Board of the Bank shall attend the meetings of the Board of Directors with a consultative vote.

5. Concluding provisions

- 5.1. Procedure of holding meetings, making decisions by the Board of Directors, procedure of election or early termination of powers of any Board member, regulations or other procedural issues shall be established in accordance with the legislation of the Kyrgyz Republic.
- 5.2. This Regulation can be amended and supplemented as per the amendments and supplements in statutory and regulatory enactments regulating banking activity and due to managerial improvement with their further relevant approval.
- 5.3. All other issues, not covered by this Regulation, shall be governed by the applicable laws of the Kyrgyz Republic and internal regulatory documents (by-laws) of the Bank.
- 5.4. Approval of this regulation revokes and supersedes the effect of the previous versions of the regulation.

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