

«Approved»

By the decision of the sole founder of

Joint Stock Company

"Eurasian Currency and Stock Exchange Investment Exchange «Union»»

From 22 June 2018

re-registered

by Decision of the founder from February 06, 2019.

Certificate on the state re-registration

Of the legal entity from March 06, 2019.

Charter
Of
Joint Stock Company
"Eurasian Currency and Stock Exchange
Investment Exchange «Union»»

Bishkek, 2019

Article 1. THE SCOPE OF THE CHARTER

1.1. Joint Stock Company "Eurasian Currency and Stock Exchange Investment Exchange «Union»» (hereinafter referred to as the Company) is registered and operates in accordance with the Constitution, the Civil code of the Kyrgyz Republic, the law of the Kyrgyz Republic" on joint stock companies", international treaties and agreements and other regulatory legal acts of the Kyrgyz Republic and operates on the basis of this Charter.

1.2. This Charter defines the order of functioning and legal status Of the Joint Stock Company "Eurasian Currency and Stock Exchange Investment Exchange «Union»», the rights and obligations of shareholders, structure and competence of governing bodies and the order of their decision-making, the order of preparation and holding of the General meeting of shareholders. This Charter applies to legal relations of shareholders, General Director and auditor of the Company.

1.3. The term of the Company's activity is not limited.

Article 2. BRAND NAME AND REGISTERED OFFICE OF THE COMPANY.

2.1 Full name of the Company:

in the Kyrgyz language: «Евразия валюталык-инвестициялык фондулук биржа «Союз»» Ачык Акционердик Коому

- in English: Joint Stock Company "Eurasian Currency and Stock Exchange Investment Exchange" Union»»;

- in Russian: Открытое Акционерное Общество «Евразийская валютно-фондовая инвестиционная биржа «Союз»»

2.2. Company short name:

in the Kyrgyz language: ААК «ЕВИФБ «Союз»»

- in English: JSC «ECSIE «Union»»;

- in Russian: ОАО «ЕВФИБ «Союз»»

2.3. Legal address: Kyrgyz Republic, Bishkek, Kulatov Str., h. 8/1, off. 38;

Article 3. THE LEGAL STATUS OF THE EXCHANGE

3.1. The company is a legal entity in the form of an open joint stock company, from the moment of state registration in accordance with the procedures established by the legislation of the Kyrgyz Republic, acquires the status of a legal entity from the moment of state registration in accordance with the established procedure and is guided in its activities by the legislation and this Charter and performs the rights and obligations necessary for the implementation of the Charter activity, has in the ownership separate property, including transferred to the authorized capital (Charter capital formed by the founder). – "Eurasian Investment Union"), which is recorded on the independent balance sheet of the Company.

From the moment of state registration, the Company acquires civil rights and obligations necessary for the implementation of any activities not prohibited by law.

3.2. The company has the right to open Bank accounts on the territory of the Kyrgyz Republic and abroad.

3.3. The company owns, uses, manages its property, income generated products in accordance with its statutory goals and objectives.

3.4. The company has the right to enter into transactions on its own behalf, to acquire and exercise property and non-property rights, to bear obligations, to be a claimant and a defendant in court.

3.5. The company may establish branches and open representative offices in the territory of the Kyrgyz Republic and other States, have subsidiaries and dependent business companies.

3.6. The company shall be liable for its obligations with all property belonging to it. Shareholders are not liable for the obligations of the Company and bear the risk of losses associated with its activities only to the extent of the value of their shares.

3.7. The company is also not liable for the obligations of its shareholders.

3.8. The company has a round seal containing its full company name in the state and / or official language and an indication of its location. The company has the right to have stamps and forms with its name, its own emblem, as well as a trademark registered in the prescribed manner and other means of individualization of participants in the turnover, goods, works and services. In the Company the office-work is conducted in the state and / or official language, as well as in other languages along with the state language. The official languages of the Company are Kyrgyz and Russian.

3.9. The company may acquire and grant rights to own and use security documents, know-how technologies, intellectual property and other information.

3.10. The company has the right to participate in other legal entities, to open branches, representative offices, subsidiaries and dependent companies, to provide them with the necessary funds at the expense of their own property and to determine the order of their activities.

3.11. The company has the right:

- to undertake the necessary structural transformation of Company;
- * to issue powers of attorney and guarantees for property and financial transactions on behalf of the Company;
- * to issue, place, purchase, redeem, sell shares in accordance with the procedure established by the current legislation of the Kyrgyz Republic;
- * to issue other securities in accordance with the procedure established by the current legislation of the Kyrgyz Republic;
- to obtain and use the credits in som (KGS) and in foreign currency;
- * to perform transactions with securities held by the Company;
- * to have settlement and currency accounts with banks;
- * to give cash loans to members of the management bodies and employees of the Company, invest and reinvest the Company's funds;
- * to appoint officials and authorized employees, in accordance with the activities of the Company, provide them with appropriate payment and remuneration;

- * to make changes to this Charter, cancel it as a whole or any of its conditions in the order established by the legislation of the Kyrgyz Republic and this Charter;
- * to carry out any activity directly related to the main activity of the Company independently or as a member of joint ventures and other activities not prohibited by the legislation of the Kyrgyz Republic;
- * to create exchange commissions;
- * to stop trading if the quotes (prices) deviate by more than a certain Limit;
- * to issue exchange bulletins, reference books and other information and advertising materials in electronic format and on paper;
- to trade in an electronic format;
- * to issue exchange - traded securities and specialized contracts;
- * to open and close REPO accounts;
- to carry out clearing transactions for its members;
- to carry out clearing settlements and offsets between the Exchange members;
- * to decide on the accreditation of specialized financial institutions;
- * to trade shares of joint-stock companies, including subscription agreements;
- bonds of the Kyrgyz Republic and other States and state bodies, bodies of local administration, as well as joint-stock companies and other legal entities of various countries of the world;
- * to ensure placement of government debt obligations;
- * to issue or innovate option certificates and other derivative securities certifying the rights of their holders to purchase or sell the above listed stock values;
- * to establish arbitration, quotation and evaluation committees of the Exchange;
- * to perform the necessary exchange actions with Deposit and / or savings certificates, promissory notes, mortgages, credit resources and other credit and financial instruments.

The company may have other rights in accordance with the legislation and regulations of the Kyrgyz Republic and international traditions of exchange activities.

3.12. The company is obliged:

- * organize stock trading;
- * to carry out quotation (price determination) of exchange goods on the basis of their supply and demand ratio;
- * timely inform the participants of the exchange trades about the place and time of the exchange trades;
- * create and implement conditions to ensure the execution of exchange transactions;
- provide definition, clarification and offset of mutual liabilities of the participants of the trading (clearing), as well as payments between them through special accounts opened with the clearing of the Exchange;
- keep separate records of the funds of the Exchange and Exchange members;
- * regularly (at least once a week) to place on its official website quotes (prices) of exchange securities, as well as to inform the participants of exchange trading on the results of each exchange day;

- conduct analysis of compliance of business processes and projects, the development of the Exchange;
- * ensure equal treatment of all shareholders regardless of income, gender, race, religion, nationality, language, social origin, personal and social status;
- * issue other securities at the request of the exchange Members - trading participants, having previously checked and determined the price of the asset being the security of these securities.

To ensure transparency of the Company's activities it:

- * defines clear criteria for classifying information as confidential information, trade secrets, and information that may affect price changes;
- * ensures publication of the information subject to mandatory disclosure on the official website of the Company and in other sources provided for by law;
- * publish openly the amount of remuneration and compensation of the company's Executive body;
- * publishes on the official website of the Company information on the Executive body and the assessment of the effectiveness of its activities, the structure of the share capital (shareholders with a share of more than 20%);
- * publish justifications for the proposed distribution of net profit, the amount of dividends, their compliance with the dividend policy adopted by the Company, as well as, if necessary, explanations and economic substantiation of the volumes of the direction of a certain part of the net profit for the development of the Company;
- * submit other information about the Company at the request of shareholders and/or members of the Company within a reasonable time, except for confidential information and information representing a trade secret;

The company may also bear other obligations in accordance with the legislation of the Kyrgyz Republic.

Article 4. OBJECTIVES, THE MAIN ACTIVITIES OF THE EXCHANGE.

4.1. The company is a legal entity, a commercial organization, the legal form is a joint stock Company.

4.2. Type Of Society – Open.

4.3. Company - a legal entity that is the organizer of exchange trading on the stock market, the market of state, corporate, exchange and other securities, derivative financial instruments (derivatives), including the money market on the basis of established rules in the Kyrgyz Republic.

4.4. The purpose of the Company's activities is to ensure the organization and regulation of the securities market and the formation of prices for commodities on the basis of supply and demand.

4.5. The company is a professional participant of the foreign exchange market and securities market, providing services that facilitate transactions with currency, securities and other financial instruments between trading participants.

4.6. The company has the right to engage in other activities in accordance with the legislation of the Kyrgyz Republic.

4.7. The company in its financial and economic activities is based on the principles of self-sufficiency, full self-financing, has full economic independence in determining the form of management, making economic decisions, setting prices for services, remuneration, protection of the rights and legitimate interests of its shareholders.

4.8. The main activities of the Company are:

- organization and conduct of exchange trading with derivative financial instruments, including derivatives and / or other exchange securities;
- organization and conduct of interbank exchange trading for the purchase and sale of foreign currency, the determination of the results of trading of the national currency to foreign currencies;
- organization and holding of trades in government securities, implementation of rights registration for government securities and their safekeeping and the clearing and settlement of transactions;
- organization and conduct of exchange trading on the money market;
- clearing and settlement of transactions of exchange trading participants in national, foreign and international currencies;
- implementation of quotation (price determination) of exchange goods based on the ratio of their supply and demand;
- development of infrastructure of the Exchange;
- application of innovative methods of exchange trading;
- developing and enforcing mandatory for members of the stock Exchange the rules of exchange trade and exchange contracts for specialized standard forms of documents for registration of prisoners in exchange trades;
- maintaining a high level of professional qualification of employees of the Exchange members (traders);
- providing the participants of the exchange trades with relevant information on the results of each exchange trade, providing them with the necessary Advisory and other services;
- development and implementation of software and automated systems for the organization and conduct of exchange trading, as well as for clearing and settlement of transactions of trading, accounting and storage of government securities;
- implementation of other activities in accordance with the legislation of the Kyrgyz Republic.

4.7. The company conducts its business using IT technology.

4.8. The company has the right to engage in any production, commercial, financial and other activities not prohibited by law. According to the types of activities for which permits are required, the Company carries out its activities on the basis of licenses issued by the relevant authorities, in accordance with the legislation of the Kyrgyz Republic.

4.9. The company must have a seal containing its brand name in accordance with the requirements of the legislation, as well as the right to have stamps, letterheads, its own logo and trademark.

Article 5. SHARES AND OTHER SECURITIES OF THE COMPANY.

- 5.1. The company has the right to issue ordinary and preferred registered shares (hereinafter - shares).
- 5.2. Shares of the Company are registered issue securities and by type they are ordinary shares.
- 5.3. The owner of the share-a shareholder of the Company is a legal or natural person to whom the shares of the Company belong on the right of ownership or other proprietary right.
- 5.4. A common share of the Company provides each shareholder owning it with the same amount of rights as other owners of shares of this type
- 5.3. The total number of ordinary registered shares of the Company is 9,159,220 (nine million hundred fifty nine thousand two hundred twenty)registered ordinary shares with a nominal value of 1 (one) som (KGS) each.
- 5.4. The company has the right to issue and place additional shares.
- 5.5. The order and terms of additional placement of shares shall be established in accordance with the decision of the General meeting of shareholders.
- 5.6. The company has the right to issue other securities in accordance with the decisions of the General meeting of shareholders.
- 5.7. The terms, procedure and methods of securities placement shall be established in accordance with the decisions of the General meeting of shareholders.
- 5.8. The company may acquire shares placed by it for resale, distribution to its shareholders or cancellation. Such shares shall be sold not later than one year from the date of their acquisition, otherwise the General meeting of shareholders shall be obliged to make a decision on reduction of the number of outstanding shares by cancellation of the said shares within three months.

The shares acquired by the company do not provide voting rights, they are not taken into account when counting votes, dividends are not accrued on them.

It is prohibited to conduct transactions with shares of own issue acquired by the company after a one-year period from the date of their acquisition.

The total amount of shares of own issue acquired by the joint-stock company shall not exceed 10 percent of the total number of shares issued by the company.

- 5.9. The company is prohibited from accepting shares issued by it as collateral.

Article 6. SHAREHOLDERS, RIGHTS AND DUTIES.

6.1. Shareholders of the Company may be legal entities or individuals, residents and non-residents of the Kyrgyz Republic.

6.2. Shareholders are not liable for the obligations of the Company and bear the risks of losses associated with its activities only within the value of their shares. Shareholders who have not fully paid for shares are jointly and severally liable for the Company's obligations within the unpaid value of their shares. The company is not liable for the obligations of its shareholders.

6.3. Shareholders of the Company have property and non-property rights in accordance with the current legislation of the Kyrgyz Republic.

6.4. Rights of shareholders-holders of ordinary shares:

Each ordinary share of the company gives the shareholder-its owner the same amount of rights:

6.4.1 property rights of shareholders:

- * receive part of profit (dividends) from the company's activities;
- * receive part of the company's assets in case of liquidation;
- * bequeath all or part of the shares to citizens, legal entities, the state or local government;
- * sell or otherwise transfer shares or part of them to other citizens or legal entities;
- * transfer shares or part of them as collateral or trust management to other citizens or legal entities;
- * in accordance with the Charter of the company to acquire shares issued by the joint-stock company in a preferential manner.

6.4.2 moral rights of the shareholders:

- * participate in the management of the Affairs of the joint-stock company in the manner prescribed by this Law and the Charter of the company;
- * participate in shareholder meetings with voting rights;
- * make proposals for inclusion in the agenda of the General meeting of shareholders;
- * protect their rights in court, sue the company's officials, as well as persons who are interested in the company's transaction in accordance with article 75 of the law KR "on joint-stock companies", provided that the property rights of the shareholder are violated and he suffered property damage;
- * challenge the decisions taken by the company within one year from the date of such decision, provided that this decision violates the property rights of the shareholder and causes property damage;
- * challenge in court the validity of the issue and / or the procedure related to the issue within two months from the date of state registration by the authorized state body of the Kyrgyz Republic regulating the securities market, the issue of shares, provided that its valid rights to participate in this issue have been violated, and this issue has caused property damage;
- * receive information on the company's activities in the manner prescribed by this Law and the Charter of the company;
- * apply to the court to protect the interests of shareholders and the company itself on transactions in which there is an interest of persons referred to in article 75 of the law of the Kyrgyz Republic "on joint stock companies", provided that the property rights of the shareholder are violated and he suffered property damage.

6.5 a Shareholder in accordance with the legislation of the Kyrgyz Republic and the Charter of the Company may have other property and non-property rights.

6.6 the right of a shareholder to participate in the meeting of shareholders and to vote in its shares on any issues at its discretion may not be restricted by any persons, state bodies or courts.

6.7 a Person registered in the register of shareholders of the company shall promptly inform the holder of the register of shareholders of the company of changes in its data. In case of failure to provide them with information on changes in their data, the company and the independent Registrar shall not be liable for the losses caused in this regard.

6.8 Shareholders shall not interfere with the activities of the Company's management bodies by unreasonably requesting documents and using confidential information and/or trade secrets.

6.9 no other duties may be assigned to shareholders without their consent. Decisions of The General meeting or the Executive body of the Company imposing other obligations on shareholders shall be deemed invalid.

Article 7. CHARTER FUND (CHARTER CAPITAL), ITS INCREASE OR DECREASE

7.1. The capital of the Company is the assets of the Company less its liabilities.

7.2. The authorized capital of the Company is 9 159 220 (nine million one hundred and fifty nine thousand two hundred and twenty) som (KGS) and consists of 9 159 220 (nine million one hundred and fifty nine thousand two hundred and twenty) registered ordinary shares with a nominal value of 1 (one) som (KGS) each.

7.3. Shares are issued in non-documentary form in the form of records in the registers in electronic form.

7.4. The Charter capital of the Company may be increased by issuing additional shares of the Company and its placement. Additional shares may be placed by the Exchange only within the number of declared and officially registered shares established by the Charter of the Company.

7.5. The increase in the authorized capital of the Company is registered in the amount of the nominal value of the placed additional shares. The number of declared shares of certain types specified in the Charter of the Company shall be either reduced by the number of placed additional shares of these types, or increased and registered officially.

7.6. Decisions to increase the Charter capital of the Company and to make appropriate amendments to the Charter of the Company shall be made by the General meeting of shareholders in the manner prescribed by law. The Decision to increase the authorized capital of the Company shall determine the number of additional ordinary registered shares to be placed and / or additional issue of preferred shares, including the terms and conditions of their placement.

7.7. The authorized capital of the Company may be reduced by reducing the nominal value of shares or reducing their total number, including by purchasing a part of the company's shares with their subsequent destruction.

7.8. Decisions to reduce the authorized capital and to make appropriate amendments to the Charter of the Company shall be made by the General meeting of shareholders in accordance with the legislation of the Kyrgyz Republic.

Article 8. THE FUNDS OF THE COMPANY

8.1. The company has the right to create funds. The purpose, order of formation and size of the created funds are determined by the decision of the General meeting of shareholders. The company's funds are created only from the company's net profit.

Article 9. THE MANAGEMENT STRUCTURE OF THE COMPANY

9.1. The management bodies of the company are:

The General meeting of shareholders is the Supreme governing body.

The General Director of the Company is the sole Executive body that manages the current activities of the Company.

Auditor-control body.

Article 10. THE GENERAL MEETING OF SHAREHOLDERS

10.1. The General meeting of shareholders is the Supreme governing body of the Company.

10.2. The General meeting of shareholders is chaired by the General Director.

10.3. The General meeting of Shareholders may be broadcast on the Internet.

10.4. The right to participate in the General meeting of shareholders of the Company shall be exercised by the shareholder personally or through its representative. Shareholders participate in the voting in person and/or email and agree and/or disagree with his digital signature, and in the mode of video conferencing.

10.5. The General meeting of shareholders is held annually. The annual General meeting of shareholders is held until may 01 after the end of the financial year. The annual General meeting of shareholders shall decide on the election of the audit Commission of the Company, on the possibility of extending, renegotiating or terminating the agreement with the sole Executive body by the General Director, as well as consider the annual report of the Company, reports of the Executive body and Exchange Committees on the measures taken to achieve the development strategy of the Exchange and other documents necessary for the effective operation of the Company. In addition to the annual General meetings of shareholders are held as extraordinary meetings.

10.6. The date and procedure of the General meeting of shareholders, the procedure for notifying shareholders of its holding, the list of materials (information) provided to shareholders in preparation for the General meeting of shareholders shall be established by the General Director.

10.7. The notice of the General meeting of shareholders of the Company shall be published on the official website of the Company, in the mass media, and shall be sent to shareholders by e-mail no later than fourteen working days, but not earlier than thirty days before the date of the General meeting of Shareholders.

10.8. Shareholders registered in the register of shareholders of the Company received three working days before the date of the General meeting of shareholders have the right to participate in the General meeting of Shareholders. Changes in the register of shareholders of the Company may be made in the manner prescribed by legislative acts only in the case of restoration of the rights of persons not included in the said Register on the date of its formation, or correction of errors made in its formation.

10.9. The extraordinary General meeting of Shareholders is held by the decision of the General Director of the Company on the basis of his own initiative, a written request of the audit Commission, as well as a shareholder who owns at least seven percent of the voting shares. A written notice of the date, time, place and agenda of the meeting shall be sent to the shareholders not later than seven days before the date of the meeting. The Shareholders ' meeting shall be deemed competent if it is attended by Shareholders having more than fifty percent of the votes.

10.10. Voting at the meeting of shareholders is held on the principle of "one voting share – one vote".

10.11. The exclusive competence of the General meeting of shareholders includes the following issues:

1) amendments and additions to the Charter of the company or approval of the Charter of the company in a new edition;

2) reorganization of the company;

3) liquidation of the company, appointment of the liquidation Commission and approval of the liquidation balance sheet;

4) making a decision to change (increase or decrease) the number of shares of the joint-stock company, as well as to issue securities convertible into shares;

4-1) Increase or decrease of the Authorized capital of the Company.

5) making a decision on the closed placement of shares or securities of the company issued by the open company, convertible into shares;

6) adoption of a decision on non-application of the shareholder's pre-emptive right to purchase the company's shares or securities convertible into shares provided for in article 29 of the law of the Kyrgyz REPUBLIC " on joint-stock companies;

7) making a decision on a major transaction in accordance with article 73 of the law " on joint-stock companies;

8) conversion of preferred shares into ordinary shares;

9) election of the General Director;

10) making a decision on the issue by the company of bonds and other securities not convertible into shares, the total nominal value of which is 50 percent or more of the book value of the company's assets at the date of the decision to issue such securities;

11) election of the company's auditor and early termination of his powers;

11-1) approval of the audit organization and / or the auditor of the company and the amount of the auditor's fees;

12) making a decision on the amount and procedure of payment of dividends;

13) adoption of a decision on cancellation of decisions that contradict the legislation of the Kyrgyz Republic, adopted by the previous General meetings of shareholders;

14) use of the company's reserve and other funds;

15) decision on early termination of powers of the General Director;

16) approval of the annual budget of the joint-stock company, annual reports, balance sheets, profit and loss account of the company, distribution of its profits and losses;

17) approval of the composition of the counting Commission;

18) approval of the amount of remuneration and compensation paid to the auditor of the company;

19) resolution of other issues referred by this Law, the legislation of the Kyrgyz Republic and the Charter of the company to the competence of the General meeting of shareholders.

10.12. Decisions on the issues listed in subparagraphs 1-8 of paragraph 10.11. The Charter shall be adopted by a majority of not less than two-thirds of the total number of voting shares of the company. Counting of votes at the General meeting of shareholders on the issue put to the vote, the right to vote in the decision of which the shareholders - owners of ordinary and preferred shares of the company, is carried out on all voting shares together.

10.13. Decision on the issues referred to in sub-paragraphs 9-16 of paragraph 10.11. of the Charter shall be adopted by the General meeting of shareholders by a majority of at least two - thirds of the votes of shareholders-owners of voting shares participating in the meeting of shareholders.

10.14. Resolution of the General meeting of shareholders on the issues listed in subparagraphs 17-19 of paragraph 10.11. The Charter is adopted by a simple majority of shareholders-owners of voting shares of the company participating in the meeting.

10.15. The decision of the General meeting of shareholders to bring the Charter of the company in accordance with the legislation of the Kyrgyz Republic is adopted by a simple majority of votes of shareholders - owners of voting shares of the company participating in the meeting.

10.16. The issues stipulated by the Charter within the competence of the General meeting of Shareholders may not be transferred to the Executive body of the Company or the Exchange committees for decision.

10.17. The General meeting of Shareholders may not make a decision on issues not included in the agenda of the meeting, as well as make changes to the agenda.

10.18. Decisions adopted by the General meeting of shareholders of the Company, as well as the results of voting shall be brought to the attention of Shareholders within ten days from the date of adoption of these decisions.

10.19. Minutes of the General meeting of Shareholders of the Company shall be drawn up not later than five days after the closure of the General meeting of Shareholders in duplicate and the text shall be sent to Shareholders by e-mail.

10.20. The minutes of the General meeting of shareholders shall specify:

- date, time and place of the General meeting of Shareholders;
- total number of votes held By shareholders-owners of voting shares;
- * number of votes held by Shareholders participating in the General meeting;
- * Chairman and Secretary of the General meeting, agenda of the meeting;
- * the main provisions of speeches, issues put to the vote, and the results of voting on them, decisions taken by the General meeting of Shareholders.

10.21. The company with one shareholder is not subject to the requirements for notification of shareholders, preparation for the General meeting of shareholders, procedures for determining the quorum, voting and counting of votes at the General meeting of shareholders. Such a company shall, within the terms established by this Law, be obliged to execute the decisions in writing.

Article 11. SOLE EXECUTIVE BODY

11.1. The current activities of the company are managed by the sole Executive body of the company – the General Director.

11.2. The General Director of the company is elected by the General meeting of shareholders for a period of 1 year. A person elected as the General Director of the company may be re-elected an unlimited number of times.

11.3. The General Director acts on behalf of the company without a power of attorney, including representing its interests, makes transactions on behalf of the company, approves the staff, issues orders and gives instructions binding on all employees of the company.

11.4. Director General by virtue of his competence:

- * Provides operational management of the Company's business activities;
- * Makes any decisions on behalf of the Company in subsidiaries and affiliates;
- * Votes on any agenda items in subsidiaries and affiliates;
- * Submit to the shareholders ' Meeting for approval development programs and plans, as well as reports on their implementation;
- * Convoles annual and extraordinary General meeting of shareholders of the company;
- * Form and approve the agenda of the General meeting of shareholders, except as provided by this Law, as well as other issues related to the preparation and holding of the General meeting of shareholders;
- * Makes decisions on the conclusion of a major transaction, the subject of which is the property, the value of which is up to 20 percent of the book value of the company's assets at the date of the decision to make such a transaction, except for the paid-in property of the Authorized capital;
- * Enter into contracts and agreements;
- * Takes measures to encourage employees and imposes penalties on them in accordance with the legislation of the Kyrgyz Republic;
- * Approves the staffing within the established wage Fund;
- * Accepts and dismisses employees in accordance with the staff schedule;
- * Makes decisions on operational issues of internal and main activities of the Company;
- * Makes proposals for consideration of General meetings of shareholders on issues within their competence;
- * Performs other actions that do not contradict the legislation of the Kyrgyz Republic and this Charter, necessary to achieve the objectives of the Company.
- * The General Director acts on behalf of the company without a power of attorney, represents It in all institutions, enterprises and organizations, both in Kyrgyzstan and abroad, issues power of attorney, opens settlement and other accounts in banks.
- * Defines and approves the internal regulations Of the Company;
- * Develops appropriate guidelines for the functioning of the Company;
- * Acquires, uses, is the owner and Manager, rents and leases, writes off the balance sheet, puts on conservation, sells and in any other way is in charge of real estate and other property in accordance with this Charter, as well as makes other industrial, commercial, financial transactions, real estate transactions;

11.5. The General Director of the Company shall submit the annual report, balance sheet and profit and loss account to the General meeting of shareholders. The annual report, balance sheet, profit and loss account must be signed by the General Director and the chief accountant of the Company.

Article 12. AUDITOR

12.1. The auditor is elected both from among shareholders and from among persons who are not shareholders, the auditor cannot be an employee of the Company;

12.2. The company's auditor is elected by the General meeting of shareholders for a term of three years.

12.3. The auditor controls financial and economic activities of the Company.

12.4. Audit of financial and economic activities of the Company is carried out on the basis of the results of the Company's activities for the year, as well as at any time on the initiative of the auditor of the Company, the decision of the General meeting of shareholders, or at the request of the shareholders of the Company owning a total of not less than 10 percent of the voting shares of the Company.

12.5. At the request of the auditor of the Company, persons holding positions in the management bodies of the Company are required to provide documents on the financial and economic activities of the Company.

12.6. The auditor of the Company has the right to demand the convening of an extraordinary General meeting of shareholders.

Article 13. THE PROCEDURE FOR PREPARING AND HOLDING THE GENERAL MEETING OF SHAREHOLDERS

13.1. The annual General meeting of shareholders is held annually no later than May 1 of the year following the reporting year. The annual General meeting of shareholders is convened by the General Director of the Company.

13.2. The remaining meetings are extraordinary and are convened by the General Director in accordance with the procedure and terms established by Law and internal documents of the Company.

13.3. The company is obliged to notify the shareholders of the meeting no later than 20 days before the date of its holding. The notice of shareholders on holding the General meeting shall be published in one of the printed national mass media in the state and official (Russian) languages, and shall be sent to each shareholder at the address specified in the register of shareholders. The notice must contain the name, date, time (time of registration and time of the expected start of the meeting) and the place of the meeting, the date of drawing up the list of shareholders entitled to participate in the General meeting of shareholders, the agenda of the General meeting, the procedure for familiarizing shareholders with information and materials for the meeting.

13.4. The General meeting shall not be entitled to make a decision on issues not included in the agenda unless the opposite decision is adopted unanimously at the meeting at which all shareholders – owners of voting shares of the Company are represented. If the term was less, or the notice on convocation of meeting was not sent, decisions of meeting will have legal force on condition of their unanimous adoption at meeting.

13.5. By open voting, the participants of the meeting elect The Chairman of the meeting, who is responsible for preventing infringement of the rights of any of the shareholders.

13.6. When registering a shareholder for participation in The General meeting, the registration Commission shall issue ballots to each voting shareholder.

13.7. Shareholders may cast their votes in person or through their representative or representatives holding a power of attorney in writing. Each power of attorney must indicate the purpose of its use. Duly appointed representatives of shareholders shall submit the original power of attorney to the registration Commission. The appointed representatives of the shareholders shall exercise their right to vote in accordance with the procedure established by the power of attorney. The registration Commission is responsible for compliance with the provisions of the power of attorney.

13.8. The General meeting is authorised (has a quorum) if at the end of registration shareholders (their representatives) holding in aggregate more than 60 percent of the placed voting shares of the Company have registered for participation at the General meeting of shareholders.

13.9. If there is no quorum for the General meeting of shareholders, the date of the new General meeting of shareholders is announced. Changing the agenda during the new General meeting of shareholders is not allowed. A new General meeting of shareholders convened to replace the failed one shall be entitled if, at the time of the end of registration, shareholders (their representatives) having in total not less than 40 percent of the votes of the placed voting shares of the Company were registered to participate in it.

13.10. If the date of the General meeting of shareholders is postponed due to the absence of a quorum for less than 30 days, the shareholders entitled to participate in the General meeting of shareholders shall be determined in accordance with the list of shareholders entitled to participate in the failed meeting of shareholders.

13.11. The company with one shareholder is not subject to the requirements for notification of shareholders, preparation for the General meeting of shareholders, procedures for determining the quorum, voting and counting of votes at the General meeting of shareholders. Such a company shall, within the terms established by this Law, be obliged to execute the decisions in writing.

Article 14. CONDITIONS OF THE TERMINATION OF ACTIVITIES OF THE COMPANY.

14.1. The activity of the Company shall be terminated in case of its liquidation or reorganization on the grounds provided by the legislation of the Kyrgyz Republic.

14.2. The reorganization of the Company (merger, accession, division, allocation, transformation) is carried out in accordance with the Civil Code of the Kyrgyz Republic and other legislative acts of the Kyrgyz Republic and this Charter.

14.3. The decision on reorganization of the Company is made by the General meeting of shareholders, which determines the order and terms of reorganization in accordance with the legislation of the Kyrgyz Republic.

14.4. All types of reorganization of the Company shall be carried out not earlier than within two months after the publication of the notice in the official press in accordance with the legislation of the Kyrgyz Republic and this Charter. Creditors have the right within two months from the date of announcement of the forthcoming reorganization to submit the requirement to the Company for early termination or performance of the relevant obligations and compensation of losses to them.

14.5. The company may be liquidated by decision of the General meeting of shareholders or by court decision. Liquidation of the Company entails its termination without transfer of rights and obligations in succession to other persons.

14.6. The company is considered to be liquidated from the moment of making an appropriate entry in the state register.

14.7. Documents arising in the course of the Company's activities, in case of liquidation, shall be stored and used in accordance with the requirements of the Law "on the national archival Fund of the Kyrgyz Republic".

Article 15. FINAL PROVISION.

15.1. Amendments to this Charter shall be within the exclusive competence of the General meeting of Shareholders.

15.2. If any provision of this Charter is or becomes invalid, this is not the reason for the suspension of the remaining provisions, the invalid provision shall be replaced by the provisions legally permissible or similar in meaning.

15.3. Issues not regulated by this Charter, shall be regulated in accordance with the legislation of the Kyrgyz Republic.

15.4. In case of contradiction of the content of the Charter to the norms of the legislation, the norms of the legislation are applied.

General Director

"Eurasian Currency and Stock Exchange Investment Exchange «Union»»

Signature