

APPROVED

*by decision of the sole participant of
"Spectr Asia" LLC dated 23 January, 2020*

CHARTER
Limited Liability Company
"Spectr Asia"

Bishkek
Kyrgyzstan
2020

1. General provisions

1.1. This Charter has been adopted in accordance with the legislation of the Kyrgyz Republic and regulates the activities of a limited liability company "Spectr Asia".

1.2. Limited Liability Company "Spectr Asia", hereinafter referred to as the "Company", is a commercial organization established in accordance with the legislation of the Kyrgyz Republic.

1.3. The Company shall operate in accordance with the Civil Code of the Kyrgyz Republic, the Law of the Kyrgyz Republic "On Economic Partnerships and Companies", foundation documents, as well as the legislation of the Kyrgyz Republic and the rules of international law.

1.4. The Company participants shall not be liable for its obligations and shall bear the risk of losses associated with the Company operation to the extent of the value of the contributions made by them. The Company participants, who have not made contributions to the authorized capital in full, shall be jointly and severally liable for the obligations of the Company to the extent of the value of the unpaid portion of the contribution of each of the participants.

1.5. The Company shall be a legal entity -from the date of state registration in the manner prescribed by the legislation of the Kyrgyz Republic.

1.6. The Company shall have separate assets, shall have an independent balance, accounts with the financial institutions, seal and standard letterheads, as well as a service mark, samples of which shall be approved by the Company supreme governing body and shall be registered in the prescribed manner.

1.7. The Company may, on its own behalf, acquire property and personal non-property rights, participate in civil circulation, bear obligations, act as a plaintiff and a defendant in court, and may carry out any transactions that do not contradict the legislation of the Kyrgyz Republic.

1.8. Interference in business and other activities of the Company on the part of the state, public and other organizations shall not be allowed if it does not affect their rights to exercise control over its operation. Control and regulation of the Company operation on the part of the state, public and other bodies shall be carried out on the basis of the documents confirming their powers.

1.9. The Company shall be an owner of:

- the property transferred to it by the participants;
- the property acquired by the Company as a result of business activity;
- as well as other property acquired by the Company on other grounds not prohibited by the

legislation of the Kyrgyz Republic

The property belonging to the Company shall be accounted on its balance sheet in accordance with the accounting rules prescribed by the current legislation.

The Company may establish branches and representative offices, which are not legal entities, by the participant's decision.

Branch and representative office shall operate on the basis of the regulations approved by the Company, shall be endowed with property by the Company.

1.10. The Company shall be liable for its obligations with all its assets and monetary funds, which may be levied according to the legislation of the Kyrgyz Republic.

1.11. The full name of the Company:

- in the state language: «Спектр Азия» жоопкерчилиги чектелген коому\$
- in the official language: общество с ограниченной ответственностью «Спектр Азия»;
- in English language: limited liability company "Spectr Asia"

Abbreviated name:

- in the state language: «Спектр Азия» ЖЧК;

- in the official language: ОсОО «Спектр Азия»;
- in English language: "Spectr Asia" LLC.

1.12. The issues, which are not covered by this charter, shall be regulated in accordance with the legislation of the Kyrgyz Republic.

1.13. In case of contradiction between the content of this Charter and the statutory provisions of the Kyrgyz Republic, the statutory provisions shall be applied.

2. Objective and scope of activity

2.1. The main objective of the Company activity is to make a profit.

2.2. The Company shall have civil rights and obligations necessary for the implementation of any activities not prohibited by the legislation of the Kyrgyz Republic. A legal entity may engage in individual types of activities, the list of which is determined by the legislation, only on the basis of a special permit (license).

3. Authorized capital

3.1. The authorized capital of the Company is determined in the amount of 100 (one hundred) soms.

3.2. The authorized capital shall determine the minimum amount of the Company property guarantying the interests of its creditors.

3.3. In the event of increase of the authorized capital for account of making additional contributions by the participant, the procedure and timeframes for making following contributions shall be set by the Company's participant.

3.4. Increase of the authorized capital of the Company shall be allowed after full formation of the declared authorized capital.

3.5. The Company participant for violation of the obligations to make contribution shall be exposed to liability in accordance with the legislation of the Kyrgyz Republic.

4. The Company's rights

4.1. The Company shall be entitled:

- on its own behalf to conclude deals not prohibited by the legislation of the Kyrgyz Republic;
- to hire and dismiss employees workers in accordance with the labor legislation of the Kyrgyz Republic;
- to independently own, use and manage its property and cash assets;
- to exercise other rights not prohibited by legislation of the Kyrgyz Republic.

4.2. The Company may establish branches and representative offices within the territory of the Kyrgyz Republic and abroad.

4.3. Establishment of branches and opening of representative offices beyond the Kyrgyz Republic shall be carried out in compliance with the conditions prescribed by the legislation of the relevant state.

4.4. The branches and representative offices shall be provided with the fixed and current assets at the expense of the Company property and shall operate on the basis of the regulations approved by the Company. The property of a branch or representative office shall be accounted in the balance sheet of the Company.

4.5. The persons appointed by the Company shall manage the branches or representative offices.

5. Procedure for distribution of profit and recovery of losses

5.1. The profit remaining with the Company after recovery of material expenses and payment of taxes, as well as after making other compulsory payments, shall be its own property and shall be distributed by the Company participant.

5.2. Right of distribution of profit shall belong only to the Company's participant.

5.3. The Company's losses shall be recovered at the expense of the funds available to the Company.

5.4. The financial year of the Company shall be set in accordance with the legislative acts on accounting and reporting.

5.5. Payouts to the participant shall be made in the manner and within the timeframes stipulated by the participant's decision.

6. Rights and obligations of the Company participant

6.1. The Company participant shall be entitled:

- to participate in the Company management in the manner prescribed by the legislation Of the Kyrgyz Republic and by the foundation documents of the Company;
- to receive complete information about the Company operation, inter alia, to get acquainted with the accounting and other documents of the Company;
- to get profit from the Company operations;
- to withdraw from the Company in the prescribed manner;
- to get in the event of liquidation of the Company a portion of its property corresponding to the share in the Company property remaining after settlements with the creditors, or its value;
- resolve any issues relating to the activities of the Company, other bodies of its management, the audit commission (auditor), including the right to cancel any decision of the above bodies;

6.2. The Company participant may also have other rights stipulated by the legislation of the Kyrgyz Republic and by the foundation documents of the Company.

6.3. The Company participant is obliged:

- to observe the requirements of the foundation documents of the Company;
- to participate in the Company operation in the manner determined by the foundation documents;
- to make contributions in the manner, in a way and in the amount stipulated by the foundation documents of the Company;
- not to disclose information that the Company declared trade secret.

6.4. The Company participant may have other obligations stipulated by the legislation of the Kyrgyz Republic and by the foundation documents.

6.5. The Company participant shall be entitled to sell or otherwise assign his share (or portion thereof) in the authorized capital in accordance with the legislation of the Kyrgyz Republic.

6.6. The Company participant may at any time withdraw from the Company in accordance with the legislation of the Kyrgyz Republic.

6.7. Levy of execution upon the participants' share in the Company property under his own personal debts shall be allowed only if this participant has no any other property to cover his debts. Creditors Of the participant may require the Company to pay the value of the portion of the property corresponding io the debtor's share in the authorized capital, or to separate this portion of the property for levy of execution. Portion of the Company property to be separated or its value shall be determined according to the balance sheet compiled at the time of presentation of claim by the creditors.

6.8. Levy of execution upon the entire share of the participant in the Company property shall terminate his participation in the Company.

6.9. The Company is obliged to keep the minutes of all general meetings of participants.

6. 10. The Company is obliged to keep the Company's documents at the place of its location or in other place known and accessible to the Company participant.

The Company shall also ensure the safety of employment record books, orders and other personnel documents, and in the event of liquidation of the Company shall transfer the personnel document 10 the state storage.

6.11. The Company Participant shall be entitled to sell or otherwise alienate his share or portion thereof in the authorized capital of the Company.

6.12. The Company Participant's share may be alienated before full payment only to the extent it has already been paid.

6.13. The acquirer of a share (portion thereof) in the authorized capital of the Company shall receive all rights and obligations of the Company participant created prior to the transaction aimed at alienation of the above share (portion thereof), or before occurrence of other grounds for its transfer, except for the rights and obligations, transfer of which is not allowed by the legislation of the Kyrgyz Republic.

The Company participant who has alienated his share (portion thereof) in the authorized capital, shall bear obligation to the Company to make contribution to the property that has emerged before the transaction aimed at alienation of the above share (portion thereof) jointly and severally with its acquirer.

6.14. The Participant shall be entitled to pledge his own share (portion thereof) in the authorized capital of the Company to a third party.

6.15. The Company may acquire a share (portion thereof) in its authorized capital only in the cases and in the manner stipulated by the legislation of the Kyrgyz Republic.

6.16. The Company is obliged to pay to a participant who has submitted an application for withdrawal from the Company, the actual value of his share (portion thereof) in the authorized capital (or to give him in kind the property of the same value within 1 2 (twelve) months from the date of occurrence of the relevant obligation.

6.17. Withdrawal of the participant from the Company shall not exempt him from his obligation to the Company to make contribution to the Company property, which has emerged before submission of application for withdrawal from the Company.

7. Governing bodies of the Company

7.1. The governing bodies of the Company shall be as follows:

- Supreme governing body — the Participant;
- Executive body — the director.

8. Participant

8.1. The supreme management body of the Company.

8.2. The following shall fall within the exclusive competence of the supreme governing body:

- making a decision on the participation of the Company in other business partnerships, as well as in non-profit organizations, joint-stock companies and other types of legal entities, as well as the alienation of shares and shares in them, both on the territory of the Kyrgyz Republic and abroad;

- making amendments to the foundation documents of the Company, including Charter;

- changing the amount of the authorized capital of the Company;

- formation of the Supervisory Board, if necessary, for determination of the term of office of the Supervisory Board, the election of its members and the early termination of their powers, as well as the determination of the size and conditions for the payment of remuneration to members of the Supervisory Board;

- formation and revocation of the executive governing body of the Company;

- approval of the financial statements of the Company and making decisions on the distribution of the Company's profits, as well as on the distribution of retained earnings of the Company;

- approval of annual reports and accounting balance sheets of the Company;

- making decisions on reorganization or liquidation of the Company;

- approval of the transactions concluded by the executive body of the Company for the alienation of property included in the authorized capital;

- taking a decision on the distribution of the Company's net profit;

- approval (adoption) of the documents regulating internal activity of the Company (internal documents of the Company);

- taking a decision on the placement of bonds and other issued securities by the Company;

- taking decisions on approval of transactions to the amount exceeding 700,000,000 (seven hundred million) soms. In the case of conclusion of a transaction in foreign currency, the value of such a transaction in order to determine the need to take a decision on approval of such a transaction by the participant shall be determined in soms according to the exchange rate of the National Bank of the Kyrgyz Republic;

a) on the date of taking such a decision by the participant if the amount of the transaction exceeds 700,000,000 (seven hundred million) soms and taking such a decision by the participant is mandatory;

b) on the date of the conclusion of such a transaction by the director if the amount of the transaction does not exceed 700,000,000 (seven hundred million) soms and taking a decision by the participant IS not mandatory;

- approval and/or adoption of the documents regulating the organization of the Company operation (internal documents of the Company);

- the formation, if necessary, of the audit commission (auditor), the determination of the term of office of the audit commission (auditor), the election of its members (a) and the early termination of their (his) (his) powers, as well as the determination of the size and terms of payment of remuneration to members of the audit commission (auditor) , approval of reports and conclusions of the audit commission (auditor)

- appointment of the audit;

- approval of the decision of the Supervisory Board on determining in the established manner the audit organization conducting the audit of the Company and the amount of payment for the services of the audit organization;
- monitoring the activities of other governing bodies of the Company and the audit commission (auditor);
- making decisions on the establishment of branches and representative offices of the Company on the territory of the Kyrgyz Republic and abroad;
- other issues falling within the exclusive competence of the participant.

8.3. All decisions shall be made by the participant solely.

8.4. The participant has the right to consider any issue related to the activities of the Company.

8.5. The participant has the right to cancel any decision of other bodies of the Company, including the audit commission (auditor).

8.6. The Company may be voluntarily reorganized or liquidated by the participant's decision.

8.7. The Company participant shall be entitled to delegate his powers to third parties, with the exception of powers attributed to the exclusive competence of the participant. On behalf of the Company participant a representative (permanent or appointed for a specified period) may also act.

9. Director

9.1. The director shall solve all issues of the Company's activities, with the exception of issues related to the exclusive competence of the participant.

9.2. The director performs the following functions:

- 1) Heads the Company;
- 2) without a power of attorney represents the interests of the Company in relations with state bodies of power and administration, public organizations, and business entities and citizens;
- 3) on behalf of the Company, participates in any legal relationship, enters into civil law, including foreign economic transactions within its competence, issues power of attorney;
- 4) opens bank accounts and other accounts with the right of first signature at banks, issues orders and instructions, gives instructions binding on all employees of the Company;
- 5) accepts and dismisses full-time employees, sets official salaries for them, takes incentive and penalties measures against them;
- 6) performs other functions not referred to the exclusive competence of other management bodies of the Company.

10. Accounting and reporting

10.1. The Company shall keep operational and accounting records of its operating results in accordance with the legislation of the Kyrgyz Republic; shall keep statistical reports on the prescribed form and shall be responsible for its accuracy.

10.2. Bad debts, shortages and losses, other dead expenses shall be written-off from the Company balance sheet in the prescribed manner by the participant.

11. Officers and employees of the Company

11.1. Rights and obligations of the Company officers as well as employees shall be determined by the current legislation of the Kyrgyz Republic, this charter, internal regulations and employment agreement (contract).

11.2. The officers and employees for the damage caused by them to the Company shall be financially and other liability on the basis and in the manner determined by the current legislation and employment agreement (contract).

12. Company reorganization and liquidation procedure

12.1. The Company shall terminate its activity (shall be reorganized and liquidated) in accordance with the legislation of the Kyrgyz Republic.

12.2. The Company activity shall be terminated by a decision of the supreme governing body of the Company, judicial bodies, as well as on other grounds stipulated by the legislation of the Kyrgyz Republic.

12.3. Date of registration of termination of the Company activity shall be deemed the date of issuance of the relevant order by the registration authority.

12.4. Reorganization can be carried out voluntarily or forcibly.

13. Final provisions

13.1. If one of the provisions of this charter becomes invalid, this shall not affect the remaining provisions of this charter.

13.2. The documents generated in the course of the Company activity, in the event of its liquidation shall be kept and used in the manner prescribed by the legislation of the Kyrgyz Republic.

On behalf of the sole participant of the Company

General Director of "Spectr Holding" LLP

B. Baibulov