

Approved by the Decision No. 11
of the Participant of the Company
dated from July 03, 2023

CHARTER

of the Omega Capital Limited Liability Company

Bishkek 2023

1. GENERAL PROVISIONS

1.1. Omega Capital Limited Liability Company, hereinafter referred to as the Company, was established and re-registered in accordance with the Civil Code of the Kyrgyz Republic, the Law of the Kyrgyz Republic "On business partnerships and companies", the current legislation of the Kyrgyz Republic and this Charter.

1.2. Official name "Омега Капитал" Жоопкерчилиги чектелген коому; in Russian: Общество с Ограниченной Ответственностью "Омега Капитал";

1.3. Legal address: Kyrgyz Republic, Bishkek city, Gogolya str., 28, office 501.

1.4. The charter capital of the Company: 40 000 000 (forty million) som.

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

1.6. Participants of the Company are:

Glukhov Mikhail, a citizen of the Israel,
Resident: Kyrgyz Republic, Bishkek city, Atbashinskaya str., 8,

2. LEGAL STATUS

2.1. The Company is a legal entity under the legislation of the Kyrgyz Republic and carries out its activities in strict accordance with the requirements of the current legislation of the Kyrgyz Republic.

2.2. The company has an independent balance sheet, separate property, a round seal with its name, corner and other stamps, letterheads and other attributes of a legal entity (including its own symbols).

2.3. The Company opens settlement, currency and other accounts in banks.

2.4. The Company has a full economic independence in matters of determining the form of management, making business decisions, marketing, setting prices, wages, and distributing net profit.

2.5. The Company is the owner of its property and exercises the rights of the owner in accordance with the objectives of its activities and the purpose of the property.

2.6. The Company may, on its own behalf, conclude agreements, contracts, acquire property and personal non-property rights, be liable, be a plaintiff and defendant in the courts of the Kyrgyz Republic.

2.7. The Company is not responsible for the obligations of the state and its bodies.

2.8. The Company is liable for its obligations with its property, which may be levied in accordance with applicable law. The Participant bears the risk of losses associated with the activities of the Company, within the limits of their contributions.

3. OBJECTIVES AND SUBJECT OF ACTIVITY

3.1. Omega Capital Limited Liability Company is a commercial organization established in strict accordance with the norms of the Civil Code of the Kyrgyz Republic and other legislative acts of the Kyrgyz Republic. The Company is based on private property and was created in the interests of the Participant. In achieving these goals, the Company, having a general legal capacity, carries out all types of economic and commercial activities, with the exception of those prohibited by the legislative acts of the Kyrgyz Republic.

3.2. The main activity is:

66.12.1. Operations on financial markets on behalf of other persons.

Subjects and activities of the Company are:

Activities in the securities market, financial and investment activities:

- creation of brokerage and brokerage firms;
- participation in investment projects;
- participation in corporate investment projects;
- leasing operations;

Activities in the service sector:

- Freight forwarding on all types of transport (auto, air and rail) both on own and attracted vehicles;
- organization of commercial transportation of passengers and cargo in the Kyrgyz Republic and abroad;
- provision of transport services to enterprises, organizations, population, maintenance of motor vehicles;
- forwarding services;
- provision of universal postal services;
- provision of other postal services;
- other postal and courier activities;
- activities of freight transport;
- organization of service stations, provision of auto services;
- provision of railway freight transportation services;
- ticket selling;
- rendering of tourist services in the territory of the Kyrgyz Republic and abroad;
- organization of services in the field of mountaineering, extreme, ecological tourism, active recreation and leisure of citizens;
- sale of air and railway tickets;
- booking of hotels, organization of service for VIP passengers;
- provision of legal advice;
- provision of services for legal protection in court, law enforcement agencies and other structures;
- provision of services for registration, re-registration and liquidation of companies;
- installation and maintenance of fire and security alarm systems;
- organization of an advertising and information agency;
- holding sports, cultural, entertainment and charity events;
- organization of car filling stations;
- organization of household services;
- organization of international research conferences;
- creation of health-improving centers;
- organization and holding of music shows, performances in various sports;
- purchase and sale of currency, operations related to currency exchange, opening of exchange bureaus and offices, carrying out operations with cash and non-cash currency;
- provision of engineering and marketing services;
- provision of services for the introduction of electronic, computer equipment and technologies in production, the service sector, etc.;
- repair and rental of musical and household appliances, audio and video services;
- provision of services in the field of hotel business;
- provision of consulting and information services.

Postal and courier activities

- provision of universal postal services;
- collection, transportation, delivery of letters, periodicals, parcels and parcels, carried out by firms whose activities go beyond the exclusive rights of national postal operators. • transportation can be carried out by one or several modes of transport, own (personal) or public;
- home delivery of postal items.

Commercial activities:

- commercial mediation and representation;
- implementation of import-export operations, organization of foreign economic activity, commodity-intermediary services for the promotion of goods for export;
- carrying out import purchases;
- implementation of trade-purchasing and intermediary activities;
- organization of commercial and commission stores, other outlets with the right to trade in consumer goods, agricultural products, bakery products, alcoholic and non-alcoholic beverages;
- organization of wholesale and retail trade in consumer goods;
- sale of cars, car parts;
- intermediary activities in organizing the supply and sale of medical equipment, medicines, materials and equipment;
- purchase and sale of fuels and lubricants, various hydrocarbon compounds, organization of filling stations of various types;
- sales of building materials and products, lumber and furniture;
- implementation of currency exchange operations, organization of currency exchange offices,
- operations with cash and non-cash currency.

Activities in the field of computer technology, telecommunication systems and cellular telephone communications.

- wholesale and retail sales of computers and computer equipment;
- wholesale and retail trade in spare parts for computers and computer equipment;
- provision and provision of various kinds of consulting services in the field of computer technology;
- wholesale and retail trade in cell phones;
- wholesale and retail trade in spare parts for cell phones;
- provision of cellular communication services:
- computer services;
- creation of an Internet cafe;
- creation and implementation of telecommunication systems;
- provision of a complete range of telecommunication services to the population and business clients;
- services of local long-distance and international telephone communication;
- implementation and provision of technological systems that provide one or more types of transmission: telephone, telegraph, facsimile transmission of data and other types of documentary messages, including the exchange of information between computers, television, sound and other types of radio and wire broadcasting;
- provision of hosting services, LP-telephony;
- construction and operation of corporate networks;

- providing access to the Internet and providing a wide range of services from network games to video on demand;
- development, implementation, implementation and maintenance of software products;
- computer training and consultations;
- activities in the field of information and communication technologies;
- performance of specialized research and development work on the development of software for computers, computer, information and other technologies;
- supply, development and production of new equipment, tools, individual units, devices, special equipment for computer and information technologies;
- production activities in the field of advanced information technologies using magnetic, optical and other types of information carriers;
- application and production of new products, materials and technologies in the field of information and communication;
- provision of trade and intermediary, advisory and information services in the field of computer technology, communication systems and cellular telephone communications.

Activities in the field of construction, real estate, mining, development and sale of minerals:

- construction of telecommunications;
- construction of roads, railway bridges and irrigation systems;
- carrying out special and design and survey works;
- lease of land plots with subsequent construction of residential buildings, apartments, hotels, holiday homes, restaurants, bars, residential and office buildings;
- implementation of research, development and other works in the field of construction, reconstruction, construction technology of buildings and structures:
 - architectural and engineering works, management of construction projects;
 - installation of metal building structures of our own production;
 - installation of prefabricated structures from elements of own production;
 - installation of roofing;
 - construction of main pipelines and ground facilities for them;
 - carrying out insulating, plumbing, finishing, plastering and other work on building equipment;
 - installation of joinery (doors, windows, door and window frames, kitchen equipment, stairs, shop equipment, etc., made of wood or other materials);
 - work on interior finishing: installation of ceilings, wood paneling of walls, movable partitions, etc.;
 - floor and wall covering (laying ceramic, concrete or stone tiles for wall or floor cladding, laying parquet and other wooden floor coverings, covering floors with carpets and linoleum, including rubber and plastic covering, covering floors and walls with marble, granite or slate, wallpaper bonding);
 - crumbling and insertion of windows;
 - lease of property (buildings, apartments, offices, facilities, machinery and equipment);
 - wholesale and retail trade in building materials, tools, products and structures, both imported and domestically produced;
 - customer service. Delivery of building materials, tools, products and structures sold by the Company;
 - export and import of construction equipment, building materials, tools, raw materials, structural components;
 - construction and installation of hydraulic structures;

- installation and construction of energy facilities, electrical and thermal substations;
- implementation of construction, engineering, installation equipment and mechanisms;
- leasing construction, engineering, installation equipment and machinery;
- organization of production of modern competitive heat-insulating, waterproofing, building, finishing materials and products for wide application in industrial and residential construction;
- construction and repair work, including industrial and civil construction;
- earthworks, works on the arrangement of engineering networks, arrangement and improvement of territories, provision of services for the repair of residential and non-residential premises;
- expert advice on the application and use of building materials and other services;
- finishing, commissioning;
- construction and operation of residential buildings, apartments, hotels, rest houses, restaurants, bars, residential and office buildings.

Provision of services in the field of international and domestic tourism, which include:

- tour operator, tourist-agency, tourist-excursion, as well as other activities for the organization of travel;
- organization of employment and training of citizens abroad;
- full excursion service for tourists;
- provision of services for the reception of tourists from abroad;
- provision of services for sending tourists abroad;
- provision of a range of services for accommodation, transportation, meals for tourists;
- Provision of accommodation for short stays in camps, huts (chalets) and apartments, campsites and buildings on campsites in other short term accommodations such as family pensions, youth camps, mountain camps, etc.;
- provision of information on tourist trips, consultations and route planning;
- organization of individual trips, providing travelers and tourists with accommodation and vehicles;
- organization of horse and hiking tourist routes:
- activities of guides;
- hunting programs;
- conducting hunting tours for foreign tourists-hunters of wild ungulates, etc.;
- creation of conditions for hunting.

Real estate activity:

- assistance and legal registration of purchase and sale, exchange, donation of real estate objects;
- rendering assistance in obtaining land plots for the construction of real estate objects, increasing land plots;
- assistance in obtaining permission for the reconstruction and redevelopment of real estate;
- provision of information from the data bank on real estate objects.

Activities in the field of restaurant business and entertainment:

- organization of restaurants, nightclubs, express cafes, snack bars, saunas, billiards and other entertainment facilities;
 - organization of food sales through restaurants and cafeterias (fast food);
 - organization of activities of dance halls and discos;
- sale in cafe-bars, night clubs, restaurants, etc. of alcoholic and non-alcoholic drinks.

Production activity:

- production and sale of commercial equipment;
- production of building materials (brick, reinforced concrete, etc.) and raw materials for construction, both residential and industrial;
- construction and installation, finishing, special, design and survey works, both on their own and with the involvement of subcontractors;
- production and sale of bakery products, sale of alcoholic beverages; production of confectionery;
- production and sale of medical preparations of chemical products and products of biotechnology, medical equipment and perfumery and cosmetic substances;
- production and sale of leather goods and leather substitutes; production of products made of plastic, plastic, polypropylene, packaging products;
- production and installation of billboards and signboards;
- production and sale of various printed products;
- production of all types of advertising products, provision of advertising services;
- production and sale of dairy products.
- other types of activities not prohibited by the legislation of the Kyrgyz Republic.

For the above types of activities, which require special permits, the Company operates on the basis of licenses issued by the relevant ministries and departments, in accordance with the current legislation of the Kyrgyz Republic.

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

4. RIGHTS OF THE COMPANY

When carrying out its activities, the Company has the right to:

- 4.1. On its own behalf, conclude transactions (agreements, contracts) and carry out legal actions (including financial ones) that do not contradict the legislation of the Kyrgyz Republic.
- 4.2. Acquire, alienate, take and lease buildings, structures, vehicles and other movable and immovable property.
- 4.3. Independently conduct export and import operations in the foreign market.
- 4.4. Make transactions in freely convertible currency, participate in auctions.
- 4.5. Carry out operations in the form of barter transactions, both in the domestic and foreign markets.
- 4.6. Independently spend their money credited to its banks.
- 4.7. To carry out its activities and store the funds of the Company, it opens the necessary types of accounts.
- 4.8. Use loans in KGS and foreign currency, financial and material resources of the Participant can be used in production and commercial activities.
- 4.9. Have own and working capital, as well as form funds from export-import and production activities and, accordingly, consisting of KGS and currency parts.
- 4.10. Join on a voluntary basis in association with other organizations and enterprises and be a participant of other business partnerships and companies, associations and other companies.
- 4.11. Participate in the creation and operation of joint ventures, international associations and organizations with the participation of foreign legal entities and citizens.
- 4.12. Provide paid and free services to individuals and legal entities, including foreign ones.

4.13. The Company has the right to trade secrets. The composition of information constituting a trade secret is determined by the Participant of the Company.

4.14. The Company may also exercise other rights defined in the current legislation and in this Charter and carry out any other activity necessary to achieve the Company's statutory goals.

5. OBLIGATIONS OF THE COMPANY, ACCOUNTING AND CONTROL

5.1. The Company performs the duties of an economic entity provided for by the legislation of the Kyrgyz Republic.

5.2. The Company carries out, in accordance with the established procedure, operational, accounting and statistical accounting and reporting. The financial results of the Company's activities are established on the basis of the annual accounting report.

5.3. Control over the financial activities of the Company is exercised by the State Tax Inspectorate. The company is obliged to provide, at the request of the inspection, any necessary documentation on financial and economic activities.

5.4. The state bodies entrusted with checking certain aspects of the Company's activities carry out such checks strictly within their competence.

5.5. The audit of the financial and economic activities of the Company is carried out by decision of the Participant.

6. CHARTER CAPITAL

6.1. The charter capital of the Company is made up of the value of the contribution of its Participant. The charter capital determines the minimum size of the Company's property and the interests of its creditors. The value of the charter capital is determined at forty million) KGS.

6.2. Contributions to the charter capital can be made in the form of:

- cash (in KGS and foreign currency);
- valuable papers;
- various types of property;
- rights to use land, buildings, structures, equipment;
- other property rights (including the use of inventions);
- personal non-property rights, intellectual property;

6.3. The charter capital of the Company at the time of re-registration has been paid in full;

6.4. If the value of these assets becomes less than a certain minimum amount of the charter capital, the Company is subject to liquidation.

6.5. An increase in the amount of the charter capital is allowed only after the Participant has made a full contribution. In order to increase the Charter capital of the Participants, new persons may be admitted with their contribution to the Charter capital. Admission of new Participants is carried out only with the consent of the Participants of the Company.

7. PROPERTY, FINANCES, FUNDS

7.1. The property of the Company consists of fixed assets and working capital, as well as other material assets, the cost of which is reflected in the independent balance sheet.

7.2. The sources of property formation are:

- monetary and material contributions of the Participant;

- income received from the sale of products (works, services), as well as from other types of activities;
- loans from banks and other credit organizations;
- other sources not prohibited by the legislation of the Kyrgyz Republic.

7.3. The profit received by the Company as a result of its economic activity is subject to taxation under the current legislation and after the payment of taxes, other mandatory payments, interest on loans, fines and sanctions, is used to create the Company's funds and pay income to the Participant.

7.4. By decision of the Participant, the Company creates the following funds:

- the Company's development fund;
- reserve fund (not less than 15% of the charter capital);
- production development fund;
- social development fund;
- bonus fund;
- and other funds necessary for the Company's activities.

7.5. The procedure for reimbursement of losses of the Company is carried out at the expense of the reserve fund.

7.6. The procedure for the formation, use, size of funds and the amount allocated to pay income to the Participant is determined by the decision of the Participant.

8. LEGAL STATUS OF WORK TEAM PARTICIPANTS

8.1. The labor collective of the Company consists of all citizens participating by their labor in its activities on the basis of an employment contract (agreement contract), as well as other forms regulating the labor relations of an employee with the Company.

8.2. Labor relations of a participant of the Company's labor collective are regulated by labor legislation and other regulations.

8.3. Labor income of each employee is determined by his personal contribution, taking into account the final results of the Company's work, is regulated by taxes and is not limited to maximum amounts.

8.4. The minimum wage of the Company's employees in accordance with the current legislation.

9. RIGHTS AND OBLIGATIONS OF THE PARTICIPANT

9.1. Responsibilities of the Participant:

- compliance with all requirements and provisions of the Charter;
- participation in the activities of the Company in the manner prescribed by the Charter of the Company;
- making contributions in the manner, manner and amount provided for by the Charter of the Company;
- consideration and resolution of the issue of termination of the Company's activities;
- non-disclosure of information declared a trade secret.

9.2. The Participant is not responsible for the obligations of the Company and bears the risk of losses within the limits of his contribution.

9.3. Participant Rights:

- participation in the management of the Company's affairs in the manner prescribed by the law "On business partnerships and companies", this Charter of the Company;

- receipt of part of the profit from the activities of the Company in the manner and in the amount stipulated by the Charter of the Company;
- obtaining the necessary information about the activities of the Company and the state of its property;
- familiarization with the financial and economic state of affairs of the Company, accounting data, reporting and other documentation at any time;
- use of the Company's services as a matter of priority;
- adoption of a decision on the production of a Comprehensive audit of the financial and economic activities of the Company, but not more often than once a year;
- other rights stipulated by the legislation of the Kyrgyz Republic.

10. GOVERNING BODIES

10.1. The management bodies of the Company are:

supreme - Participant

executive - General Director

control - Audit Commission (Auditor)

10.2. The following issues are within the exclusive competence of the Participant:

- introduction of amendments and additions to the Charter of the Company;
- making decisions on changing the size of the charter capital of the Company;
- resolution of issues related to the termination of the Company's activities (reorganization, liquidation), appointment of a liquidation commission, approval of the annual, liquidation balance sheet, etc.), except for cases referred by law to the jurisdiction of other bodies;
- decision on creation (liquidation) of subsidiaries and dependent companies, branches and representative offices, as well as approval of regulations and managers;
- disposal of profit and loss of the Company;
- determination of the main directions of the Company's activity;
- appointment (dismissal) of the General Director of the Company;
- appointment (revocation) of the Audit Commission (Auditor) of the Company and its chairman;
- approval of the Internal Regulations of the Company;
- permission to conclude transactions for the alienation of property included in the charter capital;
- approval of annual and accounting balance sheets.

10.3. The General Director performs the following functions:

- heads the Company;
- carries out and determines its personnel entrepreneurial and creative activities;
- employs and dismisses companies on a contract basis, issues powers of attorney;
- ensures the implementation of current and long-term plans;
- with the Participant's consent, enters into transactions for the alienation of property included in the charter capital of the Company;
- disposes of the Company's property, including its cash included in the Company's charter capital;
- enters into agreements and contracts, without limitation on the amount, execution, opens current and other bank accounts;
- acts in relations with legal entities and individuals without a power of attorney;

- performs other functions arising from this Charter;
- other functions not related to the exclusive competence of the Participant.

10.4. The Audit Commission (Auditor) is the control body of the Company TV that exercises control over the financial and economic activities of the Company, as well as over the activities of its executive body - the General Director. The Audit Commission (of at least three people) or the Auditor is formed in the manner determined by the Participant. In this case, he elects the Auditor of the Company, who has all powers of the Audit Commission. Persons holding any position in the governing and executive bodies of the Company cannot be an auditor. The audit of the activities of the executive body is carried out by the Audit Commission (Auditor) on behalf of the Participant or on its own initiative. The Audit Commission (Auditor) has the right to require the Company to provide all necessary materials, accounting or other documents and oral explanations. The Audit Commission (Auditor) presents the results of its inspections to the Participant.

11. AMENDMENTS OF THE CHARTER

11.1. Changes and additions to this Charter are made by decision of the Participant and are subject to registration in the prescribed manner.

11.2. If one of the provisions of this Charter becomes invalid, this does not affect the other provisions. The invalid provision is replaced by another, close in meaningful and legally acceptable.

12. PROCEDURE FOR REORGANIZATION AND LIQUIDATION

12.1. Reorganization and liquidation of the Company is carried out in accordance with the current legislation of the Kyrgyz Republic.

12.2. Reorganization (merger, accession, division, separation, transformation) of property takes place by decision of the Participant of the Company.

12.3. The Company is liquidated by the decision of the Participant, as well as in cases provided for by the current legislation of the Kyrgyz Republic.

12.4. Liquidation is carried out by a liquidation commission appointed by the body that made the decision on liquidation. The liquidation commission publishes the forthcoming liquidation of the Company in the manner and within the time limits established by the civil legislation of the Kyrgyz Republic.

From the moment of appointment of the liquidation commission, the powers to manage the affairs of the Company are transferred to it. The liquidation commission evaluates the property in hand, names creditors and settles accounts with them, draws up a liquidation balance sheet and sends it to the Participant.

12.6. Creditors' claims are satisfied in accordance with the Civil Code of the Kyrgyz Republic, legislative acts on bankruptcy and other legislative acts of the Kyrgyz Republic.

12.7. The property remaining with the Company after settlements of wages with the Company's employees, including compensation payments provided for by legislative acts, and fulfillment of obligations to the budget and creditors, is transferred to its Participant.

12.8. The liquidation is considered completed, and the Company terminated its activities from the moment of making an entry about it in the state register of legal entities.

12.9. Documents that have arisen in the course of the Company's activities, in the event of liquidation, are stored and used in accordance with the Law of the Kyrgyz Republic "On the National Archival Fund of the Kyrgyz Republic".

General Director
Glukhov Mikhail /signature/

Bound and numbered on 12 (twelve) pages
/stamp: Omega Capital Limited Liability Company, Kyrgyz Republic, Bishkek city/

July 03, 2023

I, Baizakova Diana Tunguchpaevna, a private notary of Pervomay notarial district of Bishkek city of the Kyrgyz Republic certify the authenticity of signature of the citizen Glukhov Mikhail that was made in my presence. The identity of signatory is installed,

Registered in the register 185-4518

Recovered state fee 50 KGS

Private notary /signature/

/stamp: Baizakova Diana Tunguchpaevna, a private notary of Pervomay notarial district of Bishkek city of the Kyrgyz Republic, TIN: 11008198200752/

/stamp: Omega Capital Limited Liability Company, TIN: 01409202201042/

Baizakova Diana Tunguchpaevna, a private notary of Pervomay notarial district of Bishkek city of the Kyrgyz Republic

Translation of the given document from the Russian language into the English language is made by translator
Litvishchenko Ekaterina Sergeevna
Перевод настоящего документа с русского языка на английский язык осуществлен переводчиком
Литвищенко Екатериной Сергеевной