

"APPROVED"
Supervisory Board
JSC "Uzbekgeofizika"
June 4, 2022

**REGULATIONS ON THE NOMINATION
AND REMUNERATION COMMITTEE OF THE SUPERVISORY BOARD
OF UZBEKGEOFIZIKA JSC**



1.General provisions

1.1. These Regulations (hereinafter referred to as the Regulations) were developed in accordance with the Laws of the Republic of Uzbekistan “On joint stock companies and protection of shareholders’ rights” and “On combating corruption”, Decree of the President of the Republic of Uzbekistan dated April 8, 2022 No. UP-101 “On regular reforms to create conditions for stable economic growth by improving the business environment and development of the private sector”, the strategy approved by the resolution of the Cabinet of Ministers of the Republic of Uzbekistan dated March 29, 2021 No. 166 "On approval of the strategy for the management and reform of enterprises with state participation for 2021 - 2025", the charter of the joint-stock company " Uzbekgeofizika" (hereinafter referred to as the Society), developed in accordance with the charter, the Regulations on the Supervisory Board and other regulatory documents, as well as the legal status, composition, powers and powers of the Nomination and Remuneration Committee. The Supervisory Board of the Company (hereinafter referred to as the Committee) determines the procedure.

1.2. The Committee is created on the basis of a decision of the Supervisory Board of the Company to consider the most important issues and prepare recommendations to the Supervisory Board of the Company in the field of personnel and remuneration. The Committee is a permanent working body of the Company's Supervisory Board.

1.3. The Committee carries out its activities in accordance with current legislation, the Charter of the Company, the Regulations on the Supervisory Board and these Regulations.

2.Composition of the Nomination and Remuneration Committee

2.1. The Committee is formed from among the members of the Supervisory Board of the Company in the amount of 3 (three) people. The Committee must include at least one independent member of the Supervisory Board.

2.2. Members of the Committee are elected by a majority vote of the members of the Supervisory Board for their term of office on the recommendation of the Chairman of the Supervisory Board of the Company. The Chairman of the Committee is approved by the Supervisory Board of the Company from among the members of the Committee. The chairman of the committee cannot be the chairman of the Supervisory Board of the Company .

2.3. Members of the Supervisory Board elected to the Committee may be re-elected without restrictions.

2.4. When electing committee members, it is necessary to take into account their education, professional skills, experience in the field of the committee’s activities and other special knowledge in order to fully use their powers.

2.5. The Chairman of the Committee is responsible for the leadership and organization of the work of the Committee. During the temporary absence of the Chairman of the Committee, one of the members may be assigned to perform the functions of the Chairman.

2.6. The distribution of functions among the members of the Committee is carried out by the Chairman of the Committee.

3.Key responsibilities of the Nomination and Remuneration Committee

3.1. The main tasks of the Committee are as follows:

control over the implementation of decisions of the Supervisory Board and personnel policies and organizational development of the Company, as well as internal documents;

formation of recommendations to the Supervisory Board on candidates for the positions of head and members of the executive body of the company;

formation of recommendations on candidates for election to the Supervisory Board of the Company;

election of the head and members of the executive body of the Company, consideration of issues of early termination of their powers, including early termination of the employment contract with them;

analysis of the professional qualifications and independence of persons nominated to the Supervisory Board of the Company, based on all information known to the Committee;

development of recommendations for improving the work procedures of the Supervisory Board and its Committees;

formation of recommendations to the Supervisory Board on candidates for the position of corporate adviser to the company;

Conducting annual formalized procedures for self-assessment or external assessment of members of the Supervisory Board and committees of the Supervisory Council, preparing a report on the results of self-assessment or external assessment for inclusion in the Company's annual report;

development of programs, training and advanced training for individual members of the board, taking into account the personal needs of members of the Supervisory Board, and monitoring the implementation of these programs;

developing a remuneration policy for members of the Supervisory Board, the head and members of the executive body, and other officials, if necessary, finalizing it and making changes to it;

formation of proposals (recommendations) for rewarding the head and members of the executive body of the company, members of the Supervisory Board and other officials;

analysis and assessment of the activities of the head and members of the executive body of the company and other officials;

preparation and inclusion of issues on the agenda of the general meeting of shareholders of the Company to make a decision on the payment of remuneration and (or) compensation to members of the Supervisory Board of the Company;

preliminary consideration and preparation of proposals to approval of the organizational structure of the Company;

preliminary assessment of the activities of the executive body and other management personnel of the Company at the end of the year based on the criteria provided for in the remuneration policy;

preliminary assessment of the activities of the corporate consultant based on the results of the year and development of proposals for encouraging the corporate consultant;

control over the timely disclosure of information on awards to members of the Company's Supervisory Board, the head and members of the executive body and other officials;

preparation and presentation of a report on the results of the Committee's activities for inclusion in the annual report and other documents of the Company;

performing other tasks assigned by the Supervisory Board.

4. Procedure for organizing and holding meetings of the Nomination and Remuneration Committee

4.1. A meeting of the Committee is convened by the Chairman of the Committee on his own initiative, at the request of the members of the Committee, as well as at the written request of the head of the executive body of the Company.

4.2. The Committee shall hold its meetings at the end of each quarter, if necessary monthly, with the personal participation of Committee members or using other means of communication. The Committee has the right to invite the executive body of the Company and other persons to participate in Committee meetings, as well as request information from them if necessary.

4.3. Members of the Committee have the right to demand the convening of an urgent

meeting of the Committee if violations of the rules are identified that require an immediate solution to a specific issue.

4.4. The Committee holds its meetings before meetings of the Supervisory Board of the Company.

4.5. The Chairman of the Committee creates opportunities for all participants in the Committee meeting to properly prepare for it and actively participate in the discussion of the issues raised at it. Committee members must allocate sufficient time to prepare for and participate in Committee meetings.

4.6. If at least 2/3 of its members participate in a meeting of the Committee, the meeting is considered valid, and the Chairman of the Committee must be present at it.

4.7. Decisions at a commission meeting are made by a majority vote of those present at the meeting.

4.8. When resolving issues at a Committee meeting, each Committee member has one vote. In case of equality of votes, the vote of the Chairman of the Committee is decisive. A member of the Committee who does not agree with the decision of the Committee has the right to record his dissenting opinion, which is necessarily attached to the minutes of the meeting, and bring it to the attention of the Supervisory Board.

4.9. The Committee's decision is documented in the minutes of the Committee meeting. This protocol is maintained by the Secretary of the Committee and signed by the members of the Committee who took part in the voting.

4.10. The Deputy Chairman of the Board for Geology and Geophysical Work of the Society serves as secretary of the Committee meetings.

4.11. Chairman of the Committee:
organizes the work of the Committee;
organizes the keeping of minutes of Committee meetings;
implements internal regulatory documents of the Company and other actions provided for by these Regulations.

4.12. Secretary of the Committee:
maintains and prepares minutes of Committee meetings;
prepares and submits materials on agenda items for consideration by the Committee;
communicates decisions, conclusions and reports of the Committee to addressees.

4.13. All decisions made within the competence of the Committee are binding on the executive body and other officials of the Company from the date of their adoption. The officials named in these decisions are personally responsible for the timely and proper execution of the decision.

The Chairman of the Committee monitors the implementation of the Committee's decisions.

5. Rights and obligations of Committee members on appointments and remuneration

5.1. A committee member has the following rights:
require members of the executive body of the Company and other officials of the Company to provide all necessary documents and materials for their activities;
demand the convening of a meeting of the executive body in the event of violations of the charter that have resulted or may cause major material damage to the Company;
request comments on the issues under consideration from employees of structural divisions of the company, including their managers;
Submitting for consideration by management issue regarding disciplinary, property and other types of liability of guilty employees.
use of primary accounting, financial and other documentation of the Company;
periodically or regularly invite the management of the Company and other members of

the Supervisory Board of the Company, by decision of the Chairman of the Committee, in cases where it is necessary to carry out decisions and instructions within the competence of the Committee, to participate in meetings of the Committee;

if, in the opinion of the Committee, an in-depth study of the issue is necessary, request, on its own initiative, the opinion of other committees of the supervisory board of the company on the issue within the powers of the Committee;

speak on the issue discussed at the Committee meeting within the time limits allotted by the regulations, demand that one's dissenting opinion on agenda items and decisions made be included in the minutes of the Committee meeting;

making proposals for amendments and additions to these Regulations for approval by the Supervisory Board of the Company;

based on the submitted documents, develop appropriate conclusions and proposals and submit them for discussion by the Supervisory Board of the Company;

proposing issues for inclusion on the agenda of the Committee meeting.

5.2. Responsibilities of Committee members:

submitting the remuneration policy for approval by the Supervisory Board and monitoring its implementation;

carry out the tasks assigned to him on the basis of the laws of the Republic of Uzbekistan, the Charter, and internal documents of the enterprise and conduct his activities in good faith;

acting on the principles of protecting the rights and interests of the Company's shareholders;

non-disclosure of commercial and official secrets of the Company and compliance with confidentiality requirements.

5.3. Members of the Committee are required to personally attend the Committee meeting. If it is impossible to participate in a meeting, a member of the Committee informs the Committee about this, indicating the reasons.

6. Responsibilities of members of the Nomination and Remuneration Committee

6.1. Committee members must act in the interests of the Company when exercising their rights and performing their duties and bear responsibility in the prescribed manner.

6.2. Members of the Committee who did not participate in voting on a decision that caused damage to the Company, or who voted against this decision, are not liable.

7. Final provisions

7.1. This Regulation comes into force from the moment of its approval by the Supervisory Board of the Company.

7.2. These Regulations, as well as amendments and additions to it, are approved by the Supervisory Board of the Company. Proposals to make changes and additions to the Regulations may be made by the Chairman of the Supervisory Board of the Company and members of the Committee.

This regulation has been unofficially translated from Russian to English