

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

**REGULATION ON THE STRATEGY AND INVESTMENT COMMITTEE
OF THE SUPERVISORY BOARD
JSC "UZBEKGEOFIZIKA "**



I. General provisions

1.1. This Regulation (hereinafter referred to as the Regulation) was developed in accordance with the Law of the Republic of Uzbekistan “On joint stock companies and protection of shareholders’ rights”, 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 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 Company), the Regulations on the Supervisory Board and other regulatory legal acts for the Committee on Strategy and Investments (hereinafter referred to as the Committee) under the Supervisory Board Council of the Company and determines the legal status, composition, powers and procedure for its functioning.

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. The Committee is a permanent working body of the Company's Supervisory Board.

1.3. The Committee carries out its activities on the basis of current legislation, the Charter of the Society and these Regulations.

II. Composition of the Strategy and Investment 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.

2.2. Members of the Committee are elected by a majority vote for their term of office from among the members of the Supervisory Board 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.

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

2.4. Committee members must have competencies and/or experience corresponding to the goals and objectives of determining strategic and priority directions, assessing the effectiveness of investment projects and their impact on increasing the shareholder value of the company. At least one committee member must have years of experience in strategic planning and at least one member in investment performance evaluation.

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.

III. Main tasks of the Strategy and Investment Committee

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

- continuous management of the Company's transformation and privatization processes;
- work in the interests of the Company and shareholders of the company as a whole, in particular, to contribute to increasing the efficiency of the Company and its assets, profitability and attractiveness of investments in the long term;
- determine the strategic goals of the Company's activities, monitor the implementation of the community strategy, make recommendations to the Supervisory Board;
- prepare proposals for changing the existing development strategy of the Company;
- develop priority areas of the Company;

develop recommendations on the company's dividend policy;
evaluate voluntary and mandatory offers to purchase the company's securities;
consider issues of reorganization and liquidation of the Company and organizations controlled by it;
consider issues of changing the organizational structure of the Company and its controlled organizations;
review the Company's business processes and engage in the reorganization of legal entities under its control;
monitor the Company's investment activities, evaluate the effectiveness of promising investment projects and their impact on increasing the value of the Company's shares;
prepare and submit a report on the results of the Committee's activities for inclusion in the annual report and other documents of the Company;
perform other tasks assigned by the Supervisory Board.

3.2. In order to ensure effective risk management in the field of strategic development and investment activities, the Committee:

participates in the development of the development strategy and investment policy of the Company and submits it to the Supervisory Board for approval;

comes to the Supervisory Board with a proactive assessment of the implementation of strategic and priority areas of the Company's activities and the effectiveness of the Company's investment activities;

reports before the Supervisory Board on issues of strategic development and investment activities.

IV. Procedure for organizing and holding meetings of the Strategy and Investment 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 must meet at the end of each quarter, if necessary monthly, with the participation of committee members in person 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, and also, if necessary, request information from them.

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 prepare for it properly 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 role of secretary at Committee meetings is performed by the First Deputy Chairman of the Board for Production and Innovation in the Company.

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. First Deputy Chairman of the Board for Production and Innovation of the Company, Head of the Department of Coordination, Technical Support for Production and Quality Control of Field Geophysical Works and Head of the Department of Coordination, Technical Support and Quality Control of Field Geophysical Works and their employees may participate in Committee meetings without the right to vote.

4.14. 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.

V. Rights and obligations of members of the Strategy and Investment Committee

5.1. A member of the Committee 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;

request and use documents and materials from the company's long-term business development department and the department responsible for attracting investments into the Company;

in case of detection of violations that have led or may lead to serious material damage to the Company, demand the convening of a Meeting of the executive body;

demand explanations from employees of subordinate divisions of the company, including their managers;

to submit for consideration by management issues 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 :

participate in the work of the Committee and participation in all its regularly held meetings;

fulfilling the tasks assigned to him and conducting his activities seriously on the basis of the legislation of the Republic of Uzbekistan, the Regulations, the Charter of the enterprise and internal documents;

monitor trends in the relevant industry and economy, progress in the field of information technology and other areas of strategic importance for the development of the Company;

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.

VI. Responsibilities of members of the Strategy and Investment 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.

VII. 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