

**« REGISTERED BY »**

The Public services  
center of Mirzo-Ulugbek  
district of the Tashkent  
city on June 24th, 2022

**«APPROVED BY»**

The decision of the general  
meeting of shareholders  
JSC "Uzbekgeofizika" on  
June 15th, 2022

**The Charter of JSC "Uzbekgeofizika"**



Translation of the Charter of JSC "Uzbekgeofizika" in a new edition from the Uzbek language.

## LEGAL STATUS, FIRM NAME, LOCATION AND E-MAIL OF THE COMPANY

**1.1. Full firm name of the company in official language: «O'ZBEKGEOFIZIKA» aksiyadorlik jamiyati;**

Abbreviated firm name of the Company in official language

**«O'ZBEKGEOFIZIKA» AJ;**

Full firm name of the company in Russian: **Акционерное общество «УЗБЕКГЕОФИЗИКА»;**

Abbreviated firm name in Russian: **АО «УЗБЕКГЕОФИЗИКА.**

Full firm name of the company in English **«UZBEKGEOFIZIKA» JOIN-STOCK COMPANY**

Abbreviated firm name of the company in English **«UZBEKGEOFIZIKA» JSC.**

1.2. Location and e-mail of the joint-stock company “O'zbekgeofizika” (hereinafter referred to as the company): 100037, Buyuk kelazhak street, 5, Geofizika settlement, Mirzo-Ulugbek district, Tashkent city, Republic of Uzbekistan, E-mail of the company: [kancelyariya@uzbekgeofizika.uz](mailto:kancelyariya@uzbekgeofizika.uz)

1.3. The Company shall be a legal entity and shall have in its ownership segregated property including property transferred to it in the authorized fund (authorized capital), shall have its own balance sheet, and shall in its own name acquire and exercise property rights and personal non-property rights and bear responsibilities and act as a plaintiff or a defendant in court.

1.4. The company shall acquire the status of a legal entity as from its state registration.

1.5. Period of the Company activity is not limited.

1.6. The company has the rights to open bank accounts within Republic of Uzbekistan and abroad.

1.7. The company must have a round seal with its full firm name in the official language and its seat. At the same time, such seal may specify the firm name in any other language.

1.8. The company has the right to have stamps and letterheads with its name, as well as registered trademark and other means of individualization of participants in civil turnover, goods, works and services registered in the established order.

1.9. The company location is determined according to place of registration.

1.10. The company is proved equal rights to all shareholders, regardless of their shares, incoming levels, sex, race, religion, nationality, language, social origin, personality and social status.

## 2. Subject (main direction) and goals of the company's activities.

2.1. The purpose of the company's activities is to acquisition of income when conducting geophysical surveys in oil and gas sources in Uzbekistan and beyond.

2.2. The company's activities are the implementation of territorial, detailed, experimental-methodological, mining, target and other types of geophysical work and additional activities in the Republic of Uzbekistan.

2.3. The main functions of the company:

2.3.1. Coordination of geophysical operations in all oil and gas regions of Uzbekistan.

2.3.2. Conducting a unified technical and methodological policy or searching for field mining and geophysical works.

2.3.3. Ensure the processing of field and geophysical data in an identical, coherent form in data centers.

2.3.4. Introduction of the most advanced specialized equipment and methods and technologies.

2.3.5. To provide the highest geological and economic efficiency of geophysical works at

the exploration of oil and gas fields in Uzbekistan by:

- creation of favorable condition for ensuring a stable income of production, for all members of the company;

- reduction of production costs, ensuring profitability and other legal entities and individuals;

- investments in production, trade and scientific-technical activities.

2.4. The company carries out the following activities:

2.4.1. Conducting special geophysical studies on territory of Republic of Uzbekistan and beyond.

2.4.2. Improvement of methods for planning the search for and preparation of oil and gas objects. Introduction of methods of field and development geophysics providing for improvement of quality and productivity of works and expanding the possibilities of geophysical research.

2.4.3. Create a database of geophysical research and provide public access in the established manner.

2.4.4. Develop and implement a set of geophysical research programs that provide material and technical resources and scientific and methodological potentials of the company to determine the priority areas of geological exploration

2.4.5. Carrying out geophysical research on the orders of other customers.

2.4.6. Ensuring the careful use of a trusted public and the confidentiality of state and commercial secrets.

2.4.7. Ensure the safety of working conditions in production, fire safety rules, observance of sanitary and nature protection.

2.4.8. Construction, major repairs and installation of industrial, socially-domestic and residential buildings on the basis of the ownership method and on a contractual basis.

2.4.9. The production of consumer goods and the provision of paid services to the public.

2.4.10. To produce consumer goods and to render paid services to people.

2.4.11. Engaged in wholesale and retail trade.

- 2.4.12. Performance of other kinds of activities not prohibited with the legislation of Republic of Uzbekistan.
- 2.5. Any kind of activities required by a special permission (license) shall only be carried out by the Company after the obtaining of such special permission (license).
- 2.6. When carrying out its activities, the Company has the right:
- 2.6.1. Approval of the annual plan of geophysical works for each object in accordance with the geological assignments within the framework of the annual State programs and other orders.
- 2.6.2. Distribution of funding for geophysical work performed on orders within the allocated annual limits.
- 2.6.3. Formation of a special scientific and technical council of the society, which has the right to review and approve geological assignments, design estimates and reports on completed and completed work.
- 2.6.4. Writing off the costs of completed geological and geophysical works.
- 2.6.5. Development and approval of standard and other regulatory documents of the Company.
- 2.6.6. Definition of scientific and technical directions of geophysical research and technical re-equipment of production accordance to a comprehensive program of geological exploration
- 2.6.7. Performing the duties of a technical customer in the supply of equipment and materials for geophysical work.
- 2.6.8. Testing of special geophysical instruments and equipment and rendering of metrological services
- 2.6.9. Construction and use of a local communication network of a portable radiotelephone within of the Republic of Uzbekistan.
- 2.6.10. Training leading the Majors for geophysical training.
- 2.6.11. Prepare of progressive form of remuneration of labour, ensuring social defence of workers
- 2.6.12. Establish order of protection and volume, composition based on existing guiding document, information that constitute a commercial secret of the emerging activities of the Company.

### **3. Amount of the authorized fund (authorized capital) of the company**

- 3.1. Authorized fund (authorized capital) of the Company shall be made of par value of shares of the Company purchased by the shareholders and it shall be in national currency of the Republic of Uzbekistan. Par value of all the shares issued by the Company must be equal.
- 3.2. Authorized fund (authorized capital) of the Company shall determine the minimum amount of the property of the Company which guarantees the interests of its creditors.
- 3.3. The Company must place ordinary shares as well as is shall be entitled to place privileged shares. Par value of placed privileged shares must not exceed twenty percent of authorized fund (authorized capital) of the Company.
- 3.4. The authorized capital (authorized capital) of the Company is 332,336,179,890 (three hundred thirty-two billion three hundred thirty-six million one hundred seventy-nine thousand eight hundred ninety) soums and consists of 1,162,014,600 (one billion one hundred sixty-two million fourteen thousand six hundred) shares with with a par value of 286 (two hundred eighty six) soums, of which 1,124,879,015 (one billion one hundred and twenty four million eight hundred seventy nine thousand fifteen) shares are registered ordinary shares and 37,135,600 (thirty seven million one hundred thirty five thousand six hundred) shares are named privileged.

### **4. Quantity, par value and kinds of shares of the Company**

- 4.1. The Company issued and placed 1,124,879,015 (one billion one hundred and twenty-four million eight hundred seventy-nine thousand fifteen) registered common shares and 37,135,600 (thirty-seven million one hundred and thirty-five thousand six hundred) registered preferred shares.
- 4.2. The size of the authorized shares of the company that the company is entitled to place in addition to the placed shares is 2 535 749 632 (Two billion five hundred thirty-five million seven hundred forty-nine thousand six hundred thirty-two) ordinary registered shares and 600,000,000 (six hundred million) preferred registered shares.
- 4.3. Par value of shares of the Company shall be UZS 286 (two hundred and eighty-six)
5. Increase and reduction of authorized fund (authorized capital) of the company
- 5.1. Authorized fund (authorized capital) of the Company may be increased by placement of shares.
- 5.2. Any additional shares may only be placed by the Company the number of declared shares, established by the charter of the company.
- 5.3. Decision on increase of authorized fund (authorized capital) of the Company shall be made by the supervisory board of the Company unanimously.
- 5.4. Decision on increase of authorized fund (authorized capital) of the Company by placed of additionally shares must determine the quantity of placed ordinary and preferred shares, the terms and conditions for their placement.
- 5.5. Increase of authorized fund (authorized capital) of the Company by placing of additionally shares is registered within the amount of par value of so placed additional shares. Provided, the quantity of declared shares of definite types specified in the company's charter must be reduced to the quantity of placed additional shares of such type.
- 5.6. Decision on appropriate governing body of the Company on issue of additional shares or on increase of par value of shares shall be the decision on increase of authorized fund (authorized capital) of the Company.
- 5.7. Increase of authorize fund (authorized capital) of the Company by placing of additional shares may be performed at the expense of attracted investment, own capital of the Company and accrued dividends in the order established within legislation.
- 5.8. In case of increase of the authorized fund (authorized capital) of the Company by placing of additional shares at

the expense of own capital of the Company, such shares shall be distributed among all shareholders. Provided, such shares shall be distributed among shareholders pro rate the number and type of shares belonging to such shareholder. Authorized fund (authorized capital) of the Company may not be increased, if as a result of such increase correspondence of the amount of increase to the par value of one share is not be secured.

5.9. When deciding on the placement of shares, including among shareholders, the placement price (putting up for organized securities trading) of shares is set by the general meeting of shareholders or the supervisory board of the company, based on the price situation prevailing on the floors of organizers of securities trading.

5.10. The Company shall be entitled to place shares and securities convertible into shares, by way of open and closed subscription, at exchanges and over-the-counter securities markets in the order as established with law.

5.11. At placing of shares by the company and emission securities convertible into shares having pecuniary valuation, shareholders holding voting shares shall be entitled to purchase shares with privileged rights. Shareholders, including any shareholder who voted against at general meeting of shareholders or any shareholder who was absent at such meeting shall be entitled to purchase shares or emission securities convertible into shares pro rata the number of shares of that type belonging to such shareholder using privileged right.

5.12. At placing shares and other securities of the Company, of their placement shall be performed by monetary and other ways of payment, property and also by rights (including property rights) having pecuniary valuation. The procedure of payment of additional shares of the Company and payment of other securities shall be determined with decision on their issue.

5.13. Payment of additional shares must be made within the term of placement of such shares specified in the decision on the issue of such shares.

5.14. If par value of shares of the Company paid by other way than by monetary and of other securities is more than two hundred times the statutory minimum wage, it is necessary to assess the property by the appraisal organization to pay for shares and other securities of the Company.

5.15. The authorized fund (authorized capital) of the Company may be reduced by way reduction of par value of shares or decrease of their total quantity, including by way of purchase of a part of shares by the Company with subsequent cancellation.

5.16. The Company shall not be entitled to reduce the authorized fund (authorized capital) if as a result of such reduction its amount shall be less than the minimum amount of the authorized fund (authorized capital) of the company determined by Article 17 of the Law of the Republic of Uzbekistan "About Joint Stock Companies and Protection of Shareholder Rights", which is determined as of the date of registration of the relevant changes in the company's charter.

5.17. Decision on reduction of the authorized fund (authorized capital) of the Company and making appropriate changes to the company's charter shall be made by the general meeting of shareholders.

5.18. At making decision on the reduction of the authorized fund (authorized capital) of the Company, general meeting of shareholders shall specify the reasons of such reduction and determine the procedure of such reduction.

5.19. Not later than 30 days as from the date of making decision on the reduction of the authorized fund (authorized capital) of the Company, the Company shall notify in written its creditors. The creditors shall, not later than 30 days as from the date of notice of the reduction of the authorized fund (authorized capital) of the Company, require from the Company early fulfillment of its liabilities and indemnification of any related damages

## 6. Corporate bonds and other securities of the Company

6.1. The Company shall be entitled to issue and place its corporate bonds and other securities

6.2. Corporate bonds of the Company may be securities convertible into the shares of the Company

6.3. The Company shall be entitled to issue corporate bonds secured by any property, within the amount of its own capital as of the date of making decision on the issue of such bonds.

6.4. Issue of corporate bonds of the Company, including issue of corporate bonds convertible into the shares of the Company, shall be executed according to the decision of the Supervisory Board of the Company.

6.5. If the Company issues any corporate bonds convertible into the shares according to the decision of the Supervisory Board of the Company, such decision must be made unanimously by all the members of the Supervisory Board of the Company.

## 7. Funds of the Company

7.1. From the net profit of the Company shall be made reserve fund and fund for construction and house building..

7.2. The Company shall establish its reserve fund in the amount of fifteen percent of its authorized fund (authorized capital)

7.3. Reserve fund of the Company shall be established by compulsory annual allocations out of the net profit until the amount of such reserve fund reaches such amount stipulated with this charter of the Company. The amount of compulsory annual allocations may not be less than five percent of the net profit until such fund reaches the amount provided for with this charter of the Company.

7.4. The reserve fund of the company shall be intended to cover its losses, repay corporate bonds of the company, pay dividends on preferred shares and repurchase shares of the company in the absence of other funds.

7.5. The reserve fund of the Company may not be used for other purposes.

- 7.6. If the reserve fund of the Company are used full or in part, compulsory allocations shall be resumed.
- 7.7. Formation of the fund for construction and house building shall be carried out by compulsory annual allocations out net profit of the company on the basis of recommendations of the supervisory board with subsequent approval at the general meeting of shareholders
- 7.8. Funds for construction and house building shall be used to provide housing for members of the Company.
- 7.9. The means of the Working Capital Fund shall be used to improve the working conditions of workers, their rehabilitation and other purposes accordance to the established procedure.
- 7.10. The Company shall be entitled to establish other funds according to the Law.

#### **8. Payment of dividends.**

- 8.1. The Company shall be entity to make decision on payment of dividends on placed shares according to the result of the first quarter, six months, nine months of fiscal year and (or) according to the result of the fiscal year.
- 8.2. Term of payment of dividends may not be late sixty days after making of such decision.
- 8.3. Dividends, first of all, shall be paid on privileged shares, then on ordinary shares. In case of profit enough for payment of fixed dividends on privileged shares, The Company shall not be entitled to refuse to pay such dividends to holders of such shares. In case of refusal by the Company, shareholders shall be entitled to require payment of dividends judicially. Payment of dividends by the Company on privileged shares in case of lack of profit or profitability of the Company may only be out of and within the reserve fund of the Company established for that purpose
- 8.4. Dividends on privileged shares of the Company shall be paid in the amount of 25 (twenty five) percent of par value of shares of the company.
- 8.5. The value paid at liquidation of the Company (liquidating value) on privileged shares shall be 100 percent of par value of such privileged shares.
- 8.6. In cases stipulated in Article 37 of Law of the Republic of Uzbekistan "About joint-stock companies and protection of rights of shareholders", redemption of privileged shares by the Company shall be done at the value equal to 100 percent of par value of such privileged shares.
- 8.7. Payment of charged dividends and common shares shall be performed with observance of equal rights of shareholders to receive dividends.
- 8.8. The joint stock company has the right to pay dividends through the Central Depository and (or) investment intermediaries in accordance with the concluded agreement.

#### **9. Governing bodies of the company, procedure of their establishment and their authorizes**

- 9.1. Te governing bodies of the Company shall be General meeting of shareholders, supervisory board and executive board (Direction).
- 9.2. General meeting of shareholders shall be conducted by the superior governing body of the Company. If all ordinary shares of the Company belong to one shareholder, no general meeting of shareholders shall be held. Decisions on issues included in the Charter of the General Meeting of Shareholders shall be adopted by such shareholder individually and shall be in writing.
- 9.3. General meeting of shareholders shall be conducted by the chairman of Supervisory Board of the Company, and the absence of chairman for valid reasons, by one of the members of Supervisory Board of the Company.
- 9.4. The Company must annually hold general meeting of shareholders (annual general meeting of shareholders).
- 9.5. The General Meeting of Shareholders is held no later than six months after the end of the financial year. As a rule, the annual general meeting of shareholders is held on June 25-29. At the annual general meeting of shareholders, issues are resolved on the election of the Supervisory Board and the Audit Commission (if any) of the Company, the extension of the term of the contract concluded with the Chairman of the Management Board of the Company, the possibility of its renewal or termination, and also considers legislative documents and the annual report of the Company, reports of the executive body and Supervisory Board of the Company on measures taken to achieve the development strategy of the Company, and other documents.
- 9.6. Any general meeting held other than annual one shall be extraordinary meeting.
- 9.7. The date and procedure for holding the General Meeting of Shareholders, the procedure for participation and voting at the General Meeting of Shareholders, including remotely using information and communication technologies, the procedure for notifying shareholders of its holding, the list of materials (information) provided to shareholders in preparation for the General Meeting of Shareholders are established Supervisory Board of the Company.
- 9.8. The competence of general meeting of shareholders include:
- 1) making amendments and additions to the Company's charter or approval of the Company's Charter in a new version.
  - 2) reorganization of the Company;
  - 3) liquidation of the Company appointment of a liquidator (liquidation commission) and approval of interim and final liquidating balances;
  - 4) determination of the number of members of the supervisory board of the Company, election of its members and early termination of their authorities
  - 5) determination of the maximum amount of declared shares;

- 6) reduction of the authorized fund (authorized capital) of the Company;
- 7) Redemption of own shares;
- 8) approval of organizational structure of the Company, election (appointment) of the Chairman of the Company and early termination of its authorities. Also, supervisory board of the Company shall be entitled to early terminate (cancel) agreement with the Chairman of the Company in case of rude violation by it of regulations of the Company Charter or cause any damage to the Company by its activity (inactivity);
- 9) creation, election of members of the audit commission of the Company and early termination of their powers, as well as approval of the regulation on the audit commission;
- 10) approval of the annual report of the Company;
- 11) distribution of profits and losses of the Company;
- 12) hearing reports and opinions of the Supervisory Board and the Audit Commission (if any) of the Company on issues within the competence of the Supervisory Board and the Audit Commission (if any) of the Company, including compliance with the requirements established by law for the management of the Company;
- 13) making decision on non-application of pre-emptive right stipulated with Article 35 of Law of the Republic of Uzbekistan "About joint-stock companies and protection of rights of shareholders";
- 14) approval of regulations on general meeting of shareholders;
- 15) splitting and consolidation of shares;
- 16) determination of the maximum amount of remuneration and(or) compensation paid to the executive body of the Company;
- 17) accordance to Chapter 8 of the Law of the Republic of Uzbekistan "About Joint Stock Companies and Protection of Shareholder Rights", was made decision on conclude a major property transaction, more than fifty percent of the company's net assets, as of the date of the decision to conclude the transaction.
- 18) accordance to Chapter 9 of the law of the Republic of Uzbekistan "about joint-stock companies and protection of shareholders' rights", the decision on enter into a contract with an affiliated entity of the Company;
- 19) also development strategies of the Company for the medium and long-run period with the definition of its specific terms based on the main directions and purpose of the Company's activities;
- 20) regular hearing of executive and supervisory board on the realization of the community development strategy;
- 21) determination of contracts for daily business activities of the Company;
- 22) determination of the maximum amount of a charitable or donation;
- 23) independent professional organizations - engaging consultants with business - processes and projects of each year is conducted an analysis of the according to the objectives of the development of the Company in the decision-making process;
- 24) Decision on other issues accordance to legislation and the present Charter of the Company.

9.9. The issues included in the exclusive competence of the general meeting of shareholders may not be transferred for their solving to the executive body of the Company 9.10. Decision made by the general meeting of shareholders and also voting result shall be declared to shareholders:

- by announcing after the end of the general meeting of shareholders
- by disclosure of important information within two working days as from the date of execution of minutes of the general meeting of shareholders.

If shares of the Company are included in the listing of the stock exchange, the Company must properly announce in the official website of the stock exchange.

9.11. Shareholders (shareholder) of the Company, who in the aggregate own at least one percent of voting shares of the Company, no later than May 1, have the right to make proposals for the distribution of profits, as well as nominate candidates to the Supervisory Board and the Audit Commission (if any) of the Company, the number which cannot exceed the quantitative composition of this body. Shareholders (shareholder) have the right to make changes to the list of candidates nominated by them to the Supervisory Board and Audit Commission (if any) of the Company no later than three working days from the date of publication of the notice of the annual general meeting of shareholders. Shareholders (shareholder) have the right to make changes to the list of candidates nominated by them to the Supervisory Board and Audit Commission (if any) of the Company no later than three working days from the date of publication of the notice of the annual general meeting of shareholders.

9.12. Shareholders, including minority shareholders, have the right to enter into shareholder agreements to form their joint voting position.

9.13. Shareholders (shareholder) when considering a statement of claim in court on the invalidation of a major transaction or a transaction made with an affiliate, has the right to receive from the Company and witnesses all documents that may be relevant to the case being considered by the court, with the exception of state secrets and other secret documents protected by law.

9.14. If the shares are included in the exchange quotation list of the stock exchange, the Company is obliged to publish in the Unified Portal of Corporate Information and on the official website of the Company information on the ownership of 5 or more percent of shares (shares, shares) of other legal entities. At the same time, this information must be published within 72 hours from the date of acquisition of shares (shares, units).

9.15. When holding a general meeting of shareholders, information and communication technologies may be used to ensure the possibility of registering for remote participation in the general meeting, discussing agenda items and making decisions on issues put to a vote. General Procedure for Remote Participation in the General Meeting of Shareholders and Remote Electronic Voting

with the use of information and communication technologies is established by the authorized state body for the regulation of the securities market.

### **10. Supervisory Board**

10.1. The supervisory board of the Company shall carry out general management over the activity of the Company

10.2. Competence of the supervisory board of the Company shall include:

- 1) determination of priority directions of the company's activity with a regular hearing of the report of the executive body of the company on measures taken to achieve the development strategy of the Company;
- 2) convening of annual and extraordinary general meetings of shareholders of the Company, except as cases provided for with paragraph eleven of Article 65 of Law of the Republic of Uzbekistan "About joint-stock companies and protection of rights of shareholders
- 3) preparation of the agenda of the general meeting of shareholders;
- 4) determination of the date, time and place of holding of the general meeting of shareholders
- 5) fixing the date of formation of register of shareholders of the Company for the notification of holding of the general meeting of shareholders;
- 6) entering of issues provided for with the second paragraph of the first part of Article 59 of Law of the Republic of Uzbekistan "About joint-stock companies and protection of rights of shareholders" to be solved;
- 7) arrangement of fixing of the market value of any property
- 9) approval of annual business plans of the Company;
- 10) establishment of internal audit service and appointment of its members, and also hearing its report every quarter
- 11) access to any documents regarding the activity of the executive body of the Company and obtaining of such documents from the executive body for the fulfillment of liabilities laid on the supervisory board. So obtained documents may only be used by the supervisory board and its members for official purposes;
- 12) making decision on conducting of audit, on the appointment of auditing firm and determination of the maximum remuneration of its services;
- 13) giving recommendations on the amount of remuneration and compensation paid to members of the audit commission (if any) of the Company;
- 14) giving recommendations on the amount of dividend on shares and the procedure of payment of such dividends
- 15) making use of reserve and other funds of the Company;
- 16) establishment of affiliates and opening of representative offices of the Company
- 17) establishment of subsidiary and dependent enterprises of the Company;
- 18) accordance to the Chapter 8 of the Law of the Republic of Uzbekistan "About Joint Stock Companies and Protection of Shareholder Rights", decision was made to conclude a major transaction on property amounting to fifteen to fifty percent of the company's net assets; The decision is taken unanimously by the members of the supervisory board of the company, where the votes of members leaving the supervisory board are ignored. In the event that the Supervisory Board does not unanimously vote on the conclusion of a major transaction, the issue of concluding a major transaction may be taken by the resolution of the Supervisory Board for the decision of the general meeting of shareholders;
- 19) made decision on enter into a contract with an affiliated entity of the Company accordance to Chapter 9 of the law of the Republic of "Uzbekistan "about joint-stock companies and protection of shareholders' rights
- 20) making conclusion on transactions related to the participation of the company in commercial and non-profit organizations, in accordance with the procedure established by law;
- 21) making decision on redemption of corporate bonds of the Company;
- 22) Deciding the matters on increase of authorized fund (authorized capital) of the Company
- 23) Certifying decision (shares, bonds) about production of securities and emission brochure;
- 24) Amendment and additions to decision (shares, bonds) about production of securities and emission brochure and certifying their text;
- 25) Valuation of entering of shares (bring of securities to exchange markets and out of associated exchange) in corresponding with article 34 about "Joint Stock Companies and defense of shareholders' rights";
- 26) Making a decision about production of corporate bonds and bonds, exchanging to shares by Company;
- 27) Making a decision about production of derivative of securities;
- 28) election (appointment) of the governing body of the Company (chairman), early termination of their authority;
- 29) Determination of payment and compensation amount to executive board of the Company;
- 30) the determination of the procedure, the terms of the provision (receipt) and the adoption of a decision on charitable (sponsor) or gratuitous assistance
- 31) making decision on charitable (sponsor) or gratuitous assistance within the limits established by the general meeting of shareholders
- 32) appointment of a corporate consultant and approval of the regulation defining the procedure for his activities, if

the Charter of the Company provides for the introduction of such a position;

33) development, implementation of the organizational structure of the Company and regular monitoring of work to assess its compliance with legal requirements, as well as ensuring the publication of annual financial statements in accordance with the National Accounting System;

34) by decision of the Supervisory Board of the Company, the selection by tender of an independent organization to assess the corporate governance system;

35) the acquisition or construction of new real estate objects, the acquisition of shares in the authorized capital of business entities and the implementation of additional activities corresponding to the main activity of the enterprise. This issue is within the competence of the council only if there is a state share;

36) coordination of the conclusion of an agreement (transactions, contracts, memorandums, etc.) on the alienation, forms and mechanisms for the sale of property, making investments in the authorized capital of enterprises with the participation of the state and enterprises in their composition by third parties. This question is included within the competence of the council only if there is a state share of 50 percent or more.

10.3. Authority of supervisory board of the Company shall include of law about "Joint Stock Companies and defense of shareholders' rights" and solving of other problems according to this charter.

10.4. Matters, entered to authority of supervisory board of the Company, are not presenting to executive board of the Company for solve.

10.5. Members of the Supervisory Board of the Company are elected by the General Meeting of Shareholders for a term of three years. The Supervisory Board of the Company consists of 9 members.

10.6. Voted persons of supervisory board of the Company shall revote by unlimited manner

10.7. Managing chairman and members of the Company are not voting to supervisory board.

10.8. Persons, working by labor agreement (contract), are not voting to supervisory board.

10.9. Requests of voted persons to the structure of monitoring council of the company will be established by this charter or decision, certified by general meeting of shareholders.

10.10. Voting of supervisory board of the Company shall be made by cumulative voting.

10.11. In voting, quantity of votes of every shareholder will multiply to quantity of voting persons and shareholder has right to give his vote to one candidate or to divide between two and more candidates.

10.12. Candidates, who are collected more votes, are considering as a voted to structure of supervisory board.

10.13. Chairman of supervisory board of the Company will be voted by members of monitoring council in structure of this council, as compared with more votes of general quantity of members of the supervisory board.

10.14. Chairman of supervisory board of the Company has right to revote as compared with more votes of general quantity of members of supervisory board.

10.15. Chairman of supervisory board of the Company organizes its works, calls supervisory board meeting and he will chairman in meetings, organizes minutes conducting in meetings, will chairman in general meeting of shareholders.

10.16. In case of not being a chairman of supervisory board of the Company, his duties will execute one member of supervisory board.

10.17. Meetings of the Supervisory Board are convened by the Chairman of the Supervisory Board on his own initiative, at the request of a member of the Supervisory Board, the Audit Commission (if any), the Management Board and the Head of the Internal Audit Service, as well as shareholders (shareholder) holding in total at least one percent of voting shares of the Company.

10.18. Meetings of the Supervisory Board of the Company are convened by the Chairman of the Supervisory Board at least once a quarter. Meetings to hear the reports of the executive body are held in person or using information and communication technologies (video conferencing).

10.19. Quorum for holding a meeting of supervisory board of the Company shall be not less than seventy five percent of voted members of supervisory board of the Company

10.20. In case of less of quantity of members of supervisory board of the Company than seventy five percent of quantity, provided in this charter, Company should call extraordinary general meeting of shareholders for voting new structure of supervisory board. Other members of supervisory board have a right to make a decision about calling such extraordinary general meeting of shareholders, as well as to vote temporary acting in case of early liquidation of authority of Managing Chairman of the Company

10.21. In meeting of monitoring council of the Company the decisions will makes by more votes of appeared persons in meeting, if not stipulated by law and by this charter.

10.22. During the solving of matters in meeting of supervisory board of the Company, every member of supervisory board have accrues one vote.

10.23. Member of supervisor board of the Company cannot give his vote to other member of supervisory board.

10.24. Chairman of sipervisory board of the Company has final vote in case if votes of members of supervisory board will equal.

10.25. На заседании наблюдательного совета Общества ведется протокол. Протокол заседания наблюдательного совета составляется не позднее 10 дней после его проведения. В протоколе заседания указываются:



дата, время и место его проведения;  
лица, участвующие в заседании, в том числе дистанционно  
с использованием информационно-коммуникационных технологий;  
повестка дня заседания;  
вопросы, поставленные на голосование, итоги голосования по ним;  
принятые решения.

10.26. Решения Наблюдательного совета могут приниматься путем заочного голосования (путем опроса) единогласным голосованием всеми членами наблюдательного совета Общества, за исключением проведения ежеквартальных заседаний наблюдательных советов по заслушиванию отчетов исполнительных органов.

10.27. The minutes of meeting of supervisory board of the Company presents to Control of the Company for executing at the day of signing thereof. In case of making a decision about calling of general meeting of shareholders of supervisory board, the information about this decision will present at the day providing of meeting of supervisory board.

### **Executive board**

11.1 Daily activity leadership of the Company will execute by collegial executive board-control.

11.2. The Board of the Society consists of 5 (five) people (Chairman of the Board, his first deputy and 2 deputies and 1 head of department), elected (appointed) for a period of three years.

In this case, if there is a state share of 50 percent or more in the authorized capital of the company, the person appointed (reappointed)

as the head of the executive body, cannot be the head of the executive body for more than two consecutive terms.

The Chairman of the Management Board of the Company is elected (appointed) by the General Meeting of Shareholders, and members of the Management Board - by the Supervisory Board of the Company.

11.2. In case of early termination of the powers of the chairman of the Management Board, a person determined by made decision of the supervisory board of the company is allowed to temporarily perform his duties.

11.4. The competence of the Control of the company includes all matters about leadership of the current activities expect matters, entered to authority of general meeting of shareholders or supervisory board of the Company.

11.5. Executive board of the Company organizes general meeting of shareholders and execution of decisions of supervisory board of company.

11.6. Authorities and duties of chairman of Company Control are followings:

- 1) leadership of Company's works in his authority field;
- 2) act without power of attorney by Company, as well as express its benefit;
- 3) to give a power of attorney on the behalf of Company;
- 4) to conclude the deals on the behalf of Company in his authority field;
- 5) to hire the employees, to conclude and to cancel the labor contracts with them, to accept discipline punishment measures, to support labor and execution discipline by employees;
- 6) to appoint of head of branch or representative office of the company;

7) make orders and instruction on the representative offices and affiliated persons of the Company, according to members of the Control;

8) the decision to enter into a transaction with respect to the possibility of acquisition or transfer of property or its transfer to another person, the book value or the value of which is up to fifteen percent of the net assets of the company on the date of the decision in case of unanimity of the company's management, the issue of concluding an agreement may be referred to the decision of the supervisory board in accordance with the decision of the company's management);

9) issuing orders and issuing instruction binding on all employees;

10) to participate with advice vote according to consent of supervisory board of the company in its works;

11) to open settlement accounts (national and foreign settlement accounts);

12) to accrue an authority of first signature in bank and other financial documents of the Company;

13) to support of state statistics report and accounting report to competent authorities fully and in time;

14) provision of social guarantees for employees and protection of their labor;

15) Chairman of Company Control lias other authorities (rights] and duties corresponding with legal documents of the Republic of Uzbekistan, this charter and normative documents of the Company.

11.7. Authority and duties of Company Control are followings:

1) to accrue property and cash assets of the Company in the his authority field;

2) to certify of regulation about structure departments of the Company, instruction of employees position;

3) confirmation of internal regulatory documents of company, excluding matters included into authorities of supervision commission and general meeting of shareholders;

4) working mil programs on development of the company and business plans and control over their execution;

5) provision of profit in business plan, approved by the competent body of the company;

6) ensure the organization, proper condition and reliability of accounting and reporting in the Company, as well as

information on the activities of the company sent to shareholders, creditors and other recipients of information;

7) submission of documents on the financial and economic activities of the Company at the request of the Supervisory Board, the Audit Commission (if any) and the Company's auditor;

8) within his/her authorities concluding contracts related to acquisition of property or its alienation or related to probability of its alienation in favor of others, (in the matter of concluding the contract, when there is not achieved unanimous decision of company management, to grant such matter to attention of supervision commission according to decision of company management];

the decision to enter into a transaction with respect to the possibility of acquisition or transfer of property or its transfer to another person, the book value or the value of which is up to fifteen percent of the net assets of the company on the date of the decision in case of unanimity of the company's management, the issue of concluding an agreement may be referred to the decision of the supervisory board in accordance with the decision of the company's management);

9) to keep confidentiality of data making commercial secret of the company;

10) follow all rights of shareholders on calculation and payment of dividends

11) ensuring the effective and stable functioning of the Company;

12).follow legislative acts of the Republic Uzbekistan and internal regulations of the company

13)Management of the company may have other authorities (rights] and obligations provided in legal acts of the RUz, the given Articles and normative documents of the company.

11.8. The rights and obligations of the Chairman of the Management Board of the Company and its members are determined by law, this Charter of the Company and an agreement concluded by the Company with each of them for a period of three years, with an annual decision on the possibility of its extension or termination.

The Agreement on behalf of the Company is signed by the Chairman of the Supervisory Board or a person authorized by the Supervisory Board of the Company.

The agreement to be concluded with the Chairman of the Management Board and members of the Management Board of the Company should provide for his obligations to improve the efficiency of the Company's activities and the frequency of reports to the General Meeting of Shareholders and the Supervisory Board of the Company on the progress of the annual business plan of the Company, subsidiary liability for any damage and losses, fines, penalties and other obligatory payments caused to the interests of the enterprise as a result of their actions (inaction).9.48. The size of the remuneration of the Chairman and members of the board of the Company is directly dependent on the effectiveness of the company's activities and must be determined by the contract.

11.9. The combination of the functions of the Chairman and members of the management of the Company with a position in the management bodies of other organizations is allowed only with the consent of the supervisory board of the company

11.10. The General Meeting of Shareholders has the right to terminate (terminate) the contract with the Chairman of the Management Board of the company if the terms of the contract are violated. The Supervisory Board has the right to terminate (terminate) the contract with the members of the Management Board of the company if they violate the terms of the contract.

11.11.The supervisory board of the company has the right to early termination (termination) of the contract with the chairman of the company's management board when committing gross violations of the company's charter or causing losses to the company by their actions (inaction).

11.12. In case of general meeting of shareholders approves the decision on terminate the powers of the Chairman of the Management Board, the issue of transferring the powers of the Chairman of the Management Board to another person may be resolved at the same meeting or left for consideration at the next general meeting of shareholders with the appointment of the acting chairman of the company's management.

11.13.The Supervisory Board of the company that decided to terminate the powers of the Chairman of the Management Board of the company shall decide on the appointment of the acting Chairman of the Management Board and convene an extraordinary general meeting of shareholders to decide on the issue of the Chairman of the Management Board of the Company.

11.14 . A minority shareholder of the company can not in any way interfere to the work of governing bodies, demanding documents and using confidential information, trade secrets.

11.15. A person who owns 50 percent or more of the Company's shares must disclose a proposal to sell the remaining shares to the holders of shares at market value for thirty days if they have not previously held shares in this Company or had less than 50 percent of their shares. Having received the shareholder's written consent to sell their shares within thirty days from the date of publication, the owner of 50 or more percent of the shares of the

## **12.Company must purchase these shares.**

12.1. The General Meeting of Shareholders may establish an Audit Commission consisting of 3 (three) persons for a period of one year to control the financial and economic activities of the Company.

12.2. The activities of the Audit Commission (if any) are regulated by the Regulations on the Audit Commission, approved by the General Meeting of Shareholders.

12.3. The audit of the financial and economic activities of the Company is carried out at the initiative of the Audit Commission (if any), the General Meeting of Shareholders, the Supervisory Board of the Company, as well as at the request of the shareholder (shareholders) owning at least five percent of the voting shares of the Company, with

prior notification of the Supervisory Board of the Company by performance for one year or another period.

12.4. If the book value of the Company's assets exceeds one hundred thousand basic calculated values, an internal audit service will be created. The Internal Audit Service of the Company is accountable to the Supervisory Board.

12.5. The Internal Audit Service of the Company exercises control and evaluation of the work of the executive body, branches and enterprises of the Company by checking and monitoring their compliance with the law, the constituent documents of the Company and other documents, ensuring the completeness and reliability of the reflection of data in accounting and financial reporting, established rules and procedures for the implementation of economic operations, safety of assets, as well as compliance with the requirements established by law for the management of the Company.

12.6. The audit organization checks the financial and economic activities of the Company and submits an audit report

in the manner prescribed by law, in accordance with the concluded contract with the Society.

12.7. The Auditing Organization shall be liable to the Company for causing damage as a result of drawing up an auditor's report containing an incorrect conclusion about the financial statements and other financial information of the Company.

12.8. If necessary, the Company may introduce the position of a corporate consultant who reports to the Supervisory Board and performs the functions of control over compliance with corporate legislative documents in the Company's activities.

12.9. The activities of the corporate consultant of the Company are carried out on the basis of the Regulations approved by the Supervisory Board of the Company.

### **13. Final provisions**

13.1. General meeting of company shareholders within its authorities may enter amendments and additions to this articles and register them in proper manner in competent authorities of the RUZ,

13.2. Amendments and additions made into articles of the company shall be valid for the third parties from the moment of registration of articles in new edition and from the moment of submission to registration body

13.3. . If any provision of the articles become void, it may not effect validity of others.

14.4. If, In legal acts of the RUz there are mentioned other legal orders, not stated in this articles, then there shall be applied regulations of acting legislation of the RUz,

15.5. Matters connected with convening general meeting of shareholders and holding it shall be regulated with acting lows and defined with articles about general meeting of company shareholders.

16.6. Order for activity of supervision commission, executive body and revision commission of the company shall be defined In regulation approved by general meeting of shareholders.

17.7. Relation not regulated with this Charter shall be regulated with acting laws of the Republic of Uzbekistan.

**Unofficial translation from Uzbek**