

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

**REGULATIONS ABOUT THE COMMITTEE  
ANTI-CORRUPTION AND ETHICS  
UNDER THE SUPERVISORY BOARD  
JSC "UZBEKGEOFIZIKA"**



## **I. General provisions**

1.1. This Regulation (hereinafter referred to as the Regulation ) was 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 Company), the Regulations on the Supervisory Board and other regulatory documents that determine the legal status, composition, powers and procedure for the activities of the Anti-Corruption and Ethics Committee under the Supervisory Board of the Company (hereinafter referred to as the Committee).

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 in accordance with current legislation, the Charter of the Company and these Regulations.

## **II. Composition of the Anti-Corruption and Ethics 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. Committee members must have qualifications and experience in the committee's field of activity.

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. The main tasks of the Anti-Corruption and Ethics Committee**

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

development of programs of relevant activities, policies and internal documents of the Company in accordance with the legislation of the Republic of Uzbekistan on anti-corruption and state anti-corruption programs;

taking measures to ensure compliance with important principles to combat corruption in the Company;

development and elimination of measures to reduce corruption risks and eliminate corruption in all areas of the Company's activities;

control over compliance with the requirements of the legislation of the Republic of Uzbekistan on combating corruption and internal documents of the Company by officials of the Company;

development and implementation of measures to increase the legal awareness and culture of the Company's employees, the formation of an intolerant attitude towards corruption in the Company;

regular monitoring and analysis of anti-corruption activities in society and assessment of its effectiveness and performance indicators;

ensuring transparency of the activities of the Company's officials and their compliance with standards of conduct;

developing rules of conduct for employees in the Company, analyzing and ensuring their compliance;

constant monitoring of compliance with the Law of the Republic of Uzbekistan "On Combating Corruption" in the Company;

control over the implementation of anti-corruption policy in the Company;

participation in improving the anti-corruption activities of the Company;

monitoring compliance by members of the Company's management with procedures adopted in the field of anti-corruption and ethics, participation in the process of analysis and consideration of related cases of conflict of interest;

making proposals aimed at more effective organization and improvement of anti-corruption activities;

active support in preventing and suppressing corruption offenses in the Company;

ensuring and monitoring the effective functioning of the anti-corruption system in the Company;

preparation of recommendations to the Supervisory Board of the Company on identifying priority areas in the field of anti-corruption in the activities of the Company;

identification of issues related to this area for consideration at meetings of the Supervisory Board of the Company;

consideration of the issue of whether the Company's activities are transparent and the disclosure of information is sufficient and accurate;

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.

### **III. Procedure for organizing and holding meetings of the Anti-Corruption and Ethics 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 meet at the end of each quarter, monthly if necessary, in person or by 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 head of the Department of Procurement, Construction, Transport, Infrastructure and Social Issues of the Company performs the functions of secretary of 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.

#### **IV. Rights and responsibilities of members of the Anti-Corruption and Ethics Committee**

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;  
when identifying corrupt practices in the Company, demand the convening of a meeting of the executive body and the Supervisory Board;  
demand explanations from employees of subordinate divisions of the company, including their managers;  
Submitting 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;

monitoring progress in the field of anti-corruption and ethics and other areas of strategic importance for the development of the Company;

informing the Supervisory Board of the Company about a change in the status of an independent member or about the emergence of a conflict of interest in connection with decisions made by the Committee;

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 Anti-Corruption and Ethics Committee Members**

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**