

«Approved»
by resolution of the sole shareholder of
Uzbekiston Temir Yullari Joint Stock Company,
dated « 11 » may 2022, №69

REGULATIONS
on Supervisory Board of
Uzbekiston Temir Yullari Joint Stock Company

I.GENERAL PROVISIONS

1. These Regulations determine the status and regulate the work of the Supervisory Board (hereinafter referred to as the Council) of Uzbekistan Temir Yullari joint-stock company (hereinafter - the Company), the election of its members, as well as their rights and obligations.

2. These Regulations were developed in accordance with the Law of the Republic of Uzbekistan "On Joint Stock Companies and Protection of Shareholders' Rights" (hereinafter - the Law), other regulatory and legal acts, the Company's Charter.

3. The Council of the Company shall exercise general management of the Company's activities, except for resolving the issues attributed to the sole shareholder of the Company by the legislation and the Company's Charter.

II. COMPETENCE OF THE COUNCIL OF THE COMPANY

4. The competence of the Council of the Company shall include:

identify priorities for the company's activities, which regularly hear the report of the company's executive body on the measures taken to achieve the company's development strategy;

- organization of determining the market value of property;
- approval of the annual business plan of the company. In this case, the business plan of the company for the next year must be approved by the meeting of the Supervisory Board no later than December 1 of this year;
- monitoring the implementation of indicators in the business plan;
- organization of the internal audit service and appointment of its staff, as well as hearing its reports on a quarterly basis;
- approval of the cost estimate of the company's transformation office;
- make recommendations to the members of the audit committee on the amount of fees and compensation to be paid;
- make recommendations on the amount of dividends, the form and procedure for its payment;
- use of the company's reserve fund and other funds;
- opening of enterprises, organizations and institutions of any legal form of ownership, as well as branches and representative offices of the Company;
- making decisions on acquisition or construction of new real estate objects specific to the main activity and acquisition of a share in the charter capital of business entities, as well as engaging in additional activities in addition to the main activity;

- decision-making on the alienation of property, the form and mechanism of its sale, agreements (agreements, contracts, memoranda, etc.) on the investment of third parties in the charter capital of enterprises of the company;

- In accordance with Article 8 of the Law of the Republic of Uzbekistan "On Joint Stock Companies and Protection of Shareholders' Rights" on the date of conclusion of this agreement the company owns property, book value or purchase price making a decision on concluding a major transaction;

- making a decision on concluding an agreement with an affiliate of the company in accordance with Article 9 of the Law of the Republic of Uzbekistan "On Joint Stock Companies and Protection of Shareholders' Rights";

- conclusion of agreements on public participation in commercial and non-commercial organizations in the manner prescribed by law;

- free access to any documents related to the activities of the executive body of the company and receipt of these documents from the executive body for the performance of the tasks assigned to the supervisory board of the company. The Supervisory Board of the Company and its members may use the received documents only for official purposes;

- Resolves other issues in accordance with the legislation.

5. The Council of the Company for the implementation of the recommendations of the Corporate Management Code shall implement:

coordination of the activities of the executive body, internal control bodies and other collegial bodies of the Company, and, if necessary, the involvement of experts to organize the development of the Company's development plans and monitor the achievement of the goals outlined therein;

coordination of works on the development, implementation and regular assessment of the compliance of the Company's organizational structure with the requirements of legislation, as well as ensuring the transition of the Company's annual financial statements for publication in accordance with International Financial Reporting Standards;

6. The issues referred to the competence of the Company's Council can not be transferred to the decision of the Company's executive body.

III. ELECTION, APPOINTMENT AND EARLY TERMINATION OF AUTHORITIES OF THE MEMBERS OF THE COMPANY'S COUNCIL

7. The personal and quantitative composition of the Council of the Company is defined by Resolution of the President of the Republic of Uzbekistan dated July 24, 2006 No. PP-424 "On Approval of the Membership of Councils of Certain Major Joint-Stock Companies with State Assets."

8. The members of the Public Council are elected by the decision of the Sole Shareholder for a term of 3 years.

9. Early termination of powers of members of the Board elected to the Company's Board shall be made by the decision of the sole shareholder.

IV. CHAIRMAN OF THE COUNCIL OF THE COMPANY

10. The Chairman of the Council of the Company shall organize the work of the Council, convene meetings of the Council and preside over them, organize the keeping of the minutes at meetings.

11. On the instructions of the Chairman of the Council of the Company, a meeting of the Council of the Company may be convened by a member of the Council - Deputy Prime Minister.

12. The distribution of functions among the members of the Company's Council shall be carried out by the Chairman of the Company's Council for each member of the Company's Council.

V. MEETING OF THE COMPANY'S COUNCIL

13. The meeting of the Council of the Company shall be convened by the Chairman of the Council on its own initiative, at the request of the sole shareholder, member of the Council, the Audit Commission, the executive body of the Company.

14. The meeting of the Council of the Company shall be convened by the Chairman of the Council at least once a quarter. At the meeting, the following shall be considered in an obligatory manner:

a report of the executive body of the Company on the implementation of the annual business plan of the Company, on measures taken to achieve the Company's development strategy, on the work done and achievement of the performance indicators of the enterprises that are part of the Company approved by their business plans, as well as other internal documents of the Company;

report of the Internal Audit Service of the Company;

a conclusion of the Audit Commission of the Company on the availability of transactions with affiliated persons or major transactions in the company, as well as compliance with the requirements of the legislation and internal documents of the Company for the completion of such transactions.

15. The quorum for the meeting of the Council of the Company shall be at least seventy-five percent of the number of elected members of the Company's Council.

16. Decisions of the Company's Council are made in accordance with the Law of the Republic of Uzbekistan "On Joint Stock Companies and Protection of Shareholders' Rights".

17. The minutes of the meeting shall include:

date, time and place of its conduct;

persons present at the meeting;

agenda of the meeting;

decisions made.

18. The minutes of the meeting of the Council of the Company shall be signed by the members of the Company's Council participating in the meeting who are responsible for the correctness of the minutes.

19. The minutes of the meeting of the Council of the Company shall be submitted for execution to the executive body of the Company on the day of its signing. In the event that the Council of the Company decides on the need for the meeting of the sole shareholder of the Company, information on this decision shall be passed to the head of the executive body of the Company on the day of the meeting of the Company's Council.

20. The meeting of the Council of the Company may be held by poll, except for the meeting at which reports of the audit commission, the internal audit service and the executive body of the Company are heard. At the same time, the decisions of the Company's Council can be adopted by absentee voting (by poll) by all members of the Company's Council unanimously.

21. In the presence of technical means, means of identification of members of the Council of the Company and other equipment, the meetings of the Company's Council may be held in the mode of video-conference communication.

VI. RIGHTS AND OBLIGATIONS OF MEMBERS OF THE COMPANY'S COUNCIL

22. A member of the Council of the Company shall have the right to:

personally take part in the meeting of the Council of the Company, speak on the issue discussed at the meeting within the time allotted by the regulations;

by the decision of the Council of the Company, receive information on the activities of the Company for a certain period of time, plans for its development;

other rights stipulated by the legislation and the Charter of the Company;

under the Company's Council, create committees (working groups) on relevant issues, including a committee on conflict situations, on audit, personnel, etc., from among members of the Council, the executive body, the Company's staff and the attracted experts (specialists of a relevant profile, teaching staff of profile higher education institutions and others).

The members of the supervisory board may be paid remuneration based on the results of an independent evaluation of the corporate governance system and financial performance of the company.

A member of the Council of the Company shall:

inform the Company of its affiliation in the transaction committed by the Company by sending a written notice detailing the proposed transaction, the material terms of a relevant agreement;

exercise their duties in good faith, and also in the manner that it considers best in the interests of the Company;

other duties stipulated by the legislation and the Charter of the Company.

23. Members of the Company's Council shall not have the right to use the Company's capabilities (property or non-property rights, business opportunities, information on the activities and plans of the Company) for personal enrichment purposes.

VII. RESPONSIBILITY OF MEMBERS OF THE COMPANY'S COUNCIL

24. Members of the Council of the Company in exercising their rights and performing their duties shall act in the interests of the Company and bear responsibility to the Company in accordance with the legislation and the Company's Charter.

25. In case if several persons are liable, their liability to the Company shall be joint and several.

26. Members of the Council of the Company who did not take part in voting or voted against the decision that caused losses to the Company, shall not be liable, except in cases stipulated by Article 90 of the Law of the Republic of Uzbekistan "On Joint Stock Companies and Protection of Shareholders' Rights".

27. The Company shall have the right to apply to a court with a claim against a member of the Board of the Company for compensation of losses caused to the Company.

VIII. GIVEN TO THE MEMBERS OF THE SUPERVISORY BOARD PROCEDURE FOR DETERMINING THE PRIZE AMOUNT

28. The Board of the Company may be paid for the period of their duties and (or) reimbursed for expenses related to the performance of the duties of a member of the Supervisory Board.

29. Each member of the Public Council shall be paid for the period of his / her duties in the following order:

- to the Chairman of the Public Council in the amount of 17 times the minimum wage established in the Republic of Uzbekistan for each quarter of the term of office;

- Members of the Public Council are paid 15 times the minimum wage established in the Republic of Uzbekistan for a quarter of their term of office.

IX. FINAL PROVISIONS

30. The persons guilty of violating the requirements of these Regulations shall be liable in accordance with the established procedure.

31. If certain articles of this Regulation contradict the current legislation of the Republic of Uzbekistan and / or the Charter of the Company, these articles shall lose their force and in the cases provided for in these Articles until the relevant amendments to this Regulation are made. in accordance with applicable law and / or the Charter of the Company.