

**«APPROVED»**

by the decision of the annual general meeting of shareholders of JSC "Uzmetplant" (protocol № 60 on June 30, 2023).

# **Regulations on the Board JSC "UZMETPLANT"**

**Bekobod - 2023 year**

## **I. GENERAL PROVISIONS**

1.1. These Regulations define the status and regulate the work of the members of the Management Board of JSC “Uzmetplant”, the procedure for appointing its members, as well as the rights and obligations of each member.

1.2. This Regulation has been developed in accordance with the Law of the Republic of Uzbekistan “On Joint Stock Companies and Protection of Shareholders’ Rights”, the Charter of JSC “Uzmetplant” (hereinafter referred to as the Plant) and other regulatory legal acts.

1.3. The task of the Plant’s Governance Board is to search for and implement methods and tactics to achieve the set development goals and ensure an increase in its profitability.

## **II. COMPOSITION AND PROCEDURE FOR FORMING THE GOVERNANCE BOARD OF JSC “UZMETPLANT”**

2.1. The number of members of the Governance Board of the Plant is determined by the Charter.

2.2. The Governance Board of the Plant may include:

Chief Engineer, Deputy General Directors, Chief Accountant and Chief Specialists of the Plant;

managers-heads of the main production units;

managers-heads of departments that are on an independent balance sheet;

other specialists providing the most important direction of activity.

2.3. The composition of the Governance Board of the Plant is reviewed and approved by the Supervisory Board. The appointment of members of the Governance Board of the Plant is carried out, as a rule, on the basis of a competitive selection, in which foreign managers may participate.

2.4. The activities of the Governance Board are managed by the Chairman of the Governance Board, elected by the general meeting of shareholders, with whom a contract of employment is concluded for a period of 3 (three) years, but not more than two consecutive terms.

2.5. When considering and approving candidates for membership in the Governance Board, decisions are made by the Supervisory Board by a simple majority of votes.

2.6. The Supervisory Board shall consider and approve candidates for membership in the Governance Board of the Plant on a personal basis. A candidate for membership in the Governance Board of the Plant shall inform the members of the Supervisory Board of any facts of his/her being brought to criminal, administrative or other liability.

2.7. After the Supervisory Board approves the candidates proposed for membership in the Governance Board, a contract for the performance of duties in the relevant position for 3 (three) years is concluded with each candidate for membership in the Governance Board, including the manager.

2.8. The Chairman of the Board of the Plant has the right to allow any specialist to temporarily perform the duties of a vacant position in the Board for a period until the next meeting of the Supervisory Board. A contract with the acting member of the Board of the Plant is not concluded.

2.9. A member of the Governance Board of the Plant may be recalled from his position for violation of the Charter and the terms of the contract, with simultaneous termination of the contract. The decision to recall a member of the Governance Board and terminate the contract with him shall be made by the Supervisory Board by a majority (three-quarters) of votes.

## **III. COMPETENCE OF THE BOARD OF JSC "UZMETPLANT"**

3.1. The competence of the Governance Board includes all issues related to the

management of the Plant's current activities, with the exception of issues that fall within the exclusive competence of the general meeting of shareholders or the Supervisory Board.

3.2. Members of the Governance Board act within the limits of their competence, determined by their job description, the terms of the contract concluded with them, the decision of the general meeting of shareholders, the Supervisory Board and the instructions of the Chairman of the Governance Board.

#### **IV. CHAIRMAN OF THE BOARD OF JSC "UZMETPLANT"**

4.1. The Chairman of the Governance Board is appointed by the general meeting of shareholders. On behalf of the Plant, the Chairman of the Supervisory Board concludes an employment contract with him.

4.2. The Chairman of the Board independently resolves all issues related to the activities of the Plant, with the exception of those referred to the exclusive competence of the general meeting of shareholders or the Supervisory Board.

4.3. The Chairman of the Board has the right:

- without a power of attorney, act on behalf of the Plant, represent its interests in relations with other organizations and bodies;

- manage property and funds within the limits specified by the Charter or other document of the Plant;

- to conclude agreements and contracts, including labor contracts; to

- appoint

- the head of the branch or representative office of the Plant; issue

- powers of attorney;

- open a current account and other accounts in banks;

- issue orders and instructions that are mandatory for all employees of the Plant;

- approve the staffing of employees, carry out its staffing.

4.4 Duties of the Chairman of the Board:

- implementation, within the limits of its competence, of the management of the current activities of the Plant, with the exception of issues referred to the exclusive competence of the general meeting of shareholders and the Supervisory Board, ensuring its effective and sustainable operation;

- organization of the implementation of decisions of the general meeting of shareholders and the Supervisory Board;

- ensuring effective interaction between production units, workshops and other structural divisions;

- ensuring the fulfillment of contractual obligations;

- ensuring the receipt of profits in the amounts necessary for the development of production and the social sphere;

- governance of the development of programs and business plans for development, organization and control of their implementation;

- ensuring compliance with legal requirements in the activities of the Plant;

- ensuring the organization, proper condition and reliability of accounting and reporting at the Plant, timely submission of the annual report and other financial statements to the relevant authorities, as well as information on the activities of the Plant sent to shareholders, creditors and other recipients of information;

- unimpeded provision of documents on the financial and economic activities of the Plant at the request of the Supervisory Board, the Audit Commission or the auditor;

ensuring the completeness and timeliness of the submission of state statistical reports to the relevant authorities;

organizing meetings of the Plant's Board of Directors, signing documents on behalf of the Plant and minutes of the Board of Directors' meetings;

taking measures to ensure qualified personnel, to make the best use of the knowledge, experience and abilities of the Plant's employees;

maintaining labor and technological discipline;

ensuring compliance with social guarantees and labor protection for the Plant's employees;

Ensuring the participation of representatives of the Board in collective negotiations. Acting as an employer when concluding collective agreements and contracts. Fulfilment of obligations under the collective agreement;

provision of reports on the state of affairs within its competence to the general meeting of shareholders and the Supervisory Board of the Plant within the established timeframes;

compliance with all rights of shareholders to receive information provided for by current legislation, participate in general meetings of shareholders, and accrual and payment of dividends;

compliance with internal documents, current legislation and other regulations.

4.5. The specific rights and obligations of the Chairman of the Board are stipulated in the contract with him.

## **V. WORKING PROCEDURE OF THE BOARD OF JSC “UZMETPLANT”.**

5.1. The meetings of the Board of Directors of the Plant are held by the Chairman of the Board.

5.2. The Secretary of the Board organizes the keeping of minutes of the Board meetings.

5.3. The quorum for holding a meeting of the Plant's Governance Board must be at least seventy-five percent of the number of elected members of the Plant's Governance Board. Decisions at a meeting of the Plant's Governance Board are made by a majority of votes of those present. When deciding issues at the Plant's Governance Board, each member of the Governance Board has one vote.

5.4. Minutes are kept at the meeting of the Board of the Plant. The minutes of the meeting of the Board of the Plant are drawn up no later than five days after it is held.

5.5. The minutes of the meeting shall indicate:

- date, time and place of its holding;
- persons present at the meeting;
- agenda of the meeting;
- questions put to the vote, results of voting on them;
- decisions taken.

5.6. The meetings of the Plant's Governance Board are organized by the Chairman of the Governance Board, who signs all documents on behalf of the Plant and the minutes of the meeting of the Plant's Governance Board, acts without a power of attorney on behalf of the Plant in accordance with the decisions of the Plant's Governance Board adopted within the limits of his competence.

Extracts from the minutes of the Board meetings are issued only:

- To the Chairman of the Supervisory Board and the Chairman of the Audit Commission without fail;
- at the request of other officials and the auditor only with the permission of the Chairman

of the Board;

- other persons and bodies (including government bodies) in cases stipulated by current legislation.

## **VI. LIABILITY OF THE MEMBERS OF THE BOARD OF JSC “UZMETKOMBINAT”**

6.1. If a member of the Governance Board is financially interested in a transaction, one of the parties to which is the Plant, he is obliged to report his interest before the decision is made and he does not participate in the discussion of the said issue and in the voting. Members of the Governance Board of the Plant are considered financially interested persons in a transaction, one of the parties to which is the Plant, in the event that they have the rights of the owner of another enterprise.

6.2. Members of the Governance Board shall not use the rights granted by their official position or the capabilities of the Plant for the purposes and interests of legal entities and individuals with whom they are in employment relationships.

6.3. The members of the Governance Board of the Plant shall be liable to the Plant for damage caused to it as a result of their failure to perform or negligent performance of their functions, in full to compensate for damage caused to the Plant in accordance with the current legislation of the Republic of Uzbekistan and the Charter of the Plant. The liability of the Chairman and members of the Governance Board is insured by insurance organizations in accordance with the established procedure.