

Approved  
decision of the Supervisory Board  
JSC "Uzmetkombinat"  
(Protocol No. 13 dated December 5, 2021)

**Regulation  
on the Strategy and Investment Committee of the Supervisory Board  
of Uzmetkombinat JSC**

## **1. GENERAL PROVISIONS**

- 1.1. The Regulations on the Committee for Strategy and Investments of the Supervisory Board (hereinafter referred to as the "Regulations") of the joint-stock company " Uzmetkombinat " (hereinafter referred to as the "Company") have been prepared in accordance with the Law of the Republic of Uzbekistan dated May 6, 2014 No. ZRU-370 "On joint-stock companies and protection of the rights of shareholders "and other legislation of the Republic of Uzbekistan, the Charter of the Company, the Regulations" On the Supervisory Board of JSC " Uzmetkombinat ".
- 1.2. The Strategy and Investments Committee of the Supervisory Board of the Company (hereinafter referred to as the "Strategy and Investments Committee", "the Committee") was established to prepare recommendations for the Supervisory Board of the Company to determine priority areas of the Company's activities and evaluate the effectiveness of investment projects proposed for consideration by the Supervisory Board of the Company. The Committee is a permanent working body of the Supervisory Board of the Company.
- 1.3. The Strategy and Investment Committee acts in the interests of the Company, the Company's shareholders, in particular, contributes to improving the efficiency of the Company's activities in the long term and increasing its assets, profitability and investment attractiveness.
- 1.4. The Strategy and Investment Committee is fully accountable to the Supervisory Board of the Company and acts within the powers granted to it by the Supervisory Board of the Company in accordance with these Regulations.
- 1.5. In its activities, the Committee is guided by the legislation of the Republic of Uzbekistan , the Charter of the Company, the Regulations "On the Supervisory Board of JSC Uzmetkombinat " , decisions of the Supervisory Board of the Company, these Regulations and other internal documents of the Company approved by the Meeting of Shareholders and the Supervisory Board of the Company, as well as the decisions of the Committee for Strategy and Investments Society.
- 1.6. Financing of the activities of the Committee for Strategy and Investments is carried out at the expense of the Company's funds in agreement with the Supervisory Board. The funding budget is approved by the Supervisory Board.

## **2. GOALS AND OBJECTIVES OF THE STRATEGY AND INVESTMENT COMMITTEE**

- 2.1. The main purpose of the Strategy and Investments Committee is to develop, analyze and present recommendations to the Supervisory Board of the Company on issues related to:
  - 2.1.1. determination of strategic and priority areas of the Company's activities;
  - 2.1.2. control over the procurement and investment activities of the Company;
  - 2.1.3. evaluating the effectiveness of promising investment projects and their impact on increasing the shareholder value of the Company.
  - 2.1.4. and other issues related to the competence of the Supervisory Board of the Company.
- 2.2. The Committee, carrying out activities in accordance with its competence, carries out joint work with the Supervisory Board, the Management Board, the Chairman of the Management Board and the relevant structural divisions of the Company.

### **3. COMPETENCE OF THE STRATEGY AND INVESTMENT COMMITTEE**

- 3.1. In order to assist the members of the Company's Supervisory Board in fulfilling their duties, the Strategy and Investment Committee is vested with the following powers within the competence of the Company's Supervisory Board:
  - 3.1.1. analysis of concepts, programs and plans for the strategic development of the Company and making recommendations to the Supervisory Board of the Company;
  - 3.1.2. consideration of the long-term development strategy and monitoring of its implementation;
  - 3.1.3. providing the Supervisory Board of the Company with recommendations on priority areas of the Company's activities;
  - 3.1.4. preliminary consideration of issues submitted to the Supervisory Board for further submission to the General Meeting of Shareholders;
  - 3.1.5. development and provision of recommendations to the Supervisory Board of the Company on the following issues: 1) determining the placement price (putting on the exchange and organized over-the-counter securities market) of shares in accordance with Article 35 of the Law "On Joint Stock Companies and Protection of Shareholders' Rights"; 2) issuance by the Company of corporate bonds, including those convertible into shares; 3) issue of derivative securities (derivatives) of the Company; 4) splitting and consolidation of the Company's shares;
  - 3.1.6. preparation of recommendations to the Supervisory Board of the Company on the amount of dividends, the form and procedure for their payment;
  - 3.1.7. providing the Supervisory Board of the Company with recommendations on the use of the reserve and other funds of the Company;
  - 3.1.8. consideration of the technological and investment strategy of the Company;
  - 3.1.9. consideration and approval of the annual business plan and report on its implementation;
  - 3.1.10. consideration and approval of a long-term program of external financing;
  - 3.1.11. approval of the risk map.
  - 3.1.12. approval of the purchasing list;
  - 3.1.13. analysis of transactions, the subject of which is property, the value of which is more than 5 (five)% of the Company's net assets as of the date of the decision to conclude such a transaction, determined according to the financial statements as of the last reporting date, and providing recommendations to the Supervisory Board of the Company based on the results of the analysis;
  - 3.1.14. preliminary approval and provision of recommendations to the Supervisory Board of the Company on transactions, the subject of which is property, the value of which is more than 15 (fifteen)% of the Company's net assets as of the date of the decision to conclude such a transaction, determined according to the financial statements as of the last reporting date;
  - 3.1.15. preparation of recommendations to the Supervisory Board of the Company based on the results of consideration of investment projects proposed for implementation by the executive bodies of the Company;
  - 3.1.16. preparation of recommendations to the Supervisory Board of the Company on the establishment of branches and the opening of representative offices of the Company in the Republic of Uzbekistan and in foreign countries, as well as their liquidation;

- 3.1.17. preparation of recommendations to the Supervisory Board of the Company on the establishment of subsidiaries and dependent business companies;
- 3.1.18. preparation of recommendations to the Supervisory Board of the Company on the use of the Company's reserves;
- 3.1.19. preparation of recommendations to the Supervisory Board of the Company in the field of the Company's policy on the use of its non-core assets;
- 3.1.20. preparation of recommendations to the Supervisory Board of the Company regarding participation in associations and other associations of commercial organizations for the subsequent submission of this issue for decision by the General Meeting of Shareholders of the Company;
- 3.1.21. preparation of conclusions at the request of the Supervisory Board of the Company or recommendations on its own initiative on certain issues within its competence, and at the end of the year - submission to the Supervisory Board of the Company of a report on the work of the Committee for the year.

#### **4. RIGHTS AND OBLIGATIONS OF THE COMMITTEE**

- 4.1. The Committee has the right:
  - 4.1.1. exercise control and check the execution of decisions and instructions of the Supervisory Board of the Company;
  - 4.1.2. request and receive any information necessary for the implementation of its activities from members of the executive bodies of the Company and heads of structural divisions of the Company.
  - 4.1.3. use the services of external experts and consultants within the budget of the Committee;
  - 4.1.4. invite to the meetings of the Committee for Strategy and Investments the persons specified in clause 9.4. of this Regulation;
  - 4.1.5. submit proposals for amendments and additions to these Regulations for consideration by the Supervisory Board of the Company;
  - 4.1.6. to exercise other rights necessary for the Committee to exercise its powers.
- 4.2. Committee members are required to:
  - 4.2.1. participate in the work of the Committee and attend all its meetings held regularly, but not less than 4 (four) times a year;
  - 4.2.2. monitor trends in the relevant industry and the economy as a whole, advances in information technology and other areas of strategic importance for the development of the Company;
  - 4.2.3. respect the confidentiality of all information that becomes known to them in the course of their official duties;
  - 4.2.4. notify the Supervisory Board of the Company about any changes in its status as an independent member or about the occurrence of a conflict of interest in connection with decisions to be taken by the Committee.

## **5. COMPOSITION AND ELECTION OF THE STRATEGY AND INVESTMENT COMMITTEE**

- 5.1. The Strategy and Investment Committee is elected from among the members of the Supervisory Board of the Company, consisting of at least 3 people. At the same time, the majority of the members of the Committee must be from among the independent members of the Supervisory Board of the Company.
- 5.2. Members of the Strategy and Investment Committee are elected at a meeting of the Supervisory Board of the Company from the current composition of the Supervisory Board for a period until the election of the next composition of the Supervisory Board of the Company by the General Meeting of Shareholders of the Company.
- 5.3. The decision to elect members of the Strategy and Investment Committee is made by a simple majority of votes from the total number of members of the Supervisory Board of the Company.
- 5.4. Members of the Strategy and Investment Committee may be elected an unlimited number of times.
- 5.5. By decision of the Supervisory Board of the Company, the powers of all or part of the members of the Strategy and Investment Committee may be terminated ahead of schedule.
- 5.6. The powers of a member of the Strategy and Investments Committee are terminated early in the following cases:
  - 5.6.1. voluntary resignation. A member of the Committee has the right to resign as a member of the Strategy and Investment Committee by notifying the Chairman of the Supervisory Board and the Chairman of the Committee about this by sending a relevant application 1 (one) month before the date of resignation;
  - 5.6.2. if the powers of a member of the Committee as a member of the Supervisory Board of the Company are terminated;
  - 5.6.3. if the Supervisory Board of the Company, by its decision, releases a member of the Committee from the performance of his duties.
- 5.7. If the powers of a member of the Committee are terminated by virtue of clause 5.6.1. of these Regulations, the Supervisory Board of the Company at the next meeting, but no later than 1 (one) month from the date of sending the written application by the specified member of the Committee on resignation of the member of the Committee, elects a new member of the Committee. Until that moment, the member of the Committee continues to fulfill his duties in full.
- 5.8. In the event that the powers of a member of the Strategy and Investments Committee are terminated by virtue of p.p. 5.6.2. and 5.6.3. of these Regulations, then the Supervisory Board of the Company, within 2 (two) weeks after the termination of powers, elects a new member of the Committee.
- 5.9. After the election of a new member of the Committee in accordance with paragraphs . 5.7. and 5.8. of this Regulation, the Chairman of the Committee within 1 (one) week holds a meeting with the elected member of the Committee for Strategy and Investments and acquaints him with the competence and work of the Committee.
- 5.10. Members of the Strategy and Investment Committee may be paid remuneration and/or reimbursed for expenses related to the performance of their duties in the amount and in the manner recommended by the Supervisory Board and approved by the General Meeting of Shareholders of the Company.

## **6. CHAIRMAN AND SECRETARY OF THE STRATEGY AND INVESTMENT COMMITTEE**

- 6.1. The Chairman of the Strategy and Investment Committee is elected from among the independent members of the Supervisory Board of the Company. The decision to elect the Chairman of the Strategy and Investment Committee is made by a simple majority vote of the total number of members of the Supervisory Board of the Company. The Supervisory Board of the Company has the right to re-elect the Chairman of the Committee at any time by a majority vote of the total number of members of the Supervisory Board.
- 6.2. The Chairman of the Committee is elected from among the independent members of the Supervisory Board of the Company.
- 6.3. Functions of the Chairman of the Strategy and Investment Committee:
  - 6.3.1. organizes the work of the Committee;
  - 6.3.2. initiates the convening of meetings of the Committee and presides over them;
  - 6.3.3. approves the agenda of the meetings of the Committee;
  - 6.3.4. organizes the discussion of issues at meetings of the Committee, as well as hearing the opinions of persons invited to participate in the meeting;
  - 6.3.5. distributes duties among the members of the Strategy and Investments Committee;
  - 6.3.6. develops a plan of regular meetings for the current year, taking into account the plan of meetings of the Supervisory Board of the Company;
  - 6.3.7. also performs other functions that are provided for by the current legislation, the Charter of the Company, these Regulations and other internal documents of the Company.
- 6.4. The Secretary of the Committee is appointed at the first meeting of the Committee from among the employees of the Company.
- 6.5. The Secretary of the Committee ensures the preparation of the meetings of the Committee, the collection and systematization of materials for the meetings, the timely sending to the members of the Committee and invited persons of notifications of the meetings of the Committee, the agenda of the meetings, materials on the agenda, the minutes of the meetings, the preparation of draft decisions of the Committee on Strategy and Investments, and also the subsequent storage of all relevant materials. The Secretary ensures that the members of the Committee receive the necessary information.

## **7. DATES AND PROCEDURE FOR CONVENING REGULAR MEETINGS OF THE COMMITTEE**

- 7.1. Regular meetings of the Committee are held according to the plan approved by the Committee, but not less than 4 (four) times a year, extraordinary meetings are held at the request of the persons specified in clause 8.1. of this Regulation.
- 7.2. The decision to convene a regular meeting of the Committee, the date, time and place of the meeting, and agenda items, as well as the decision on the list of persons invited to participate in the meeting, is made by the Chairman of the Committee in accordance with the schedule of the meetings of the Committee.
- 7.3. Notification of the meetings of the Committee for Strategy and Investments, together with the agenda, must be drawn up by the Secretary of the Committee and sent to the members of the

Committee and persons participating in the meeting, in accordance with the requirements of the Regulations "On the Supervisory Board of Uzmetkombinat JSC" for such notifications, no later than, than 5 (five) business days prior to the date of the Committee meeting.

- 7.4. Preparation of materials for the meeting of the Committee is carried out by the Secretary of the Committee under the guidance of the Chairman of the Committee.
- 7.5. The specifics of convening an extraordinary meeting of the Strategy and Investments Committee are established by section 8 of these Regulations.

## **8. EXTRAORDINARY MEETING OF THE STRATEGY AND INVESTMENT COMMITTEE**

- 8.1. An extraordinary meeting of the Strategy and Investment Committee is convened by the decision of the Supervisory Board, as well as by the proposal of the Chairman of the Management Board of the Company.
- 8.2. A proposal to convene an extraordinary meeting of the Committee shall be sent to the Secretary of the Committee no later than 15 (fifteen) working days before the expected date of the extraordinary meeting of the Committee. Such a proposal must be drawn up and sent to the Secretary of the Committee in accordance with the requirements established by the Regulations "On the Supervisory Board of Uzmetkombinat JSC" regarding the presentation of requirements to convene meetings of the Supervisory Board of the Company. The Secretary of the Committee shall bring the said proposal to the attention of the Chairman of the Committee no later than the next day after its receipt.
- 8.3. Within 5 (five) working days from the date of sending a proposal to convene an extraordinary meeting of the Committee by the Chairman of the Management Board of the Company, the Chairman of the Committee decides on holding an extraordinary meeting of the Committee, setting the date, time and place of the meeting or the date of absentee voting, or on refusal to convene an extraordinary meetings of the Committee. A reasoned decision to refuse to convene an extraordinary meeting of the Committee shall be sent to the Chairman of the Management Board within 2 (two) working days from the moment the Chairman decides to refuse to convene the meeting.
- 8.4. The decision of the Chairman of the Strategy and Investment Committee to refuse the Chairman of the Management Board to convene an extraordinary meeting of the Committee may be taken in the following cases:
  - 8.4.1. the issue(s) proposed for inclusion in the agenda of the meeting of the Committee is not referred by these Regulations to its competence;
  - 8.4.2. the agenda item contained in the proposal to convene an extraordinary meeting of the Committee is already included in the agenda of the next regular meeting convened in accordance with the decision of the Chairman of the Committee, taken before the receipt of the above proposal;
  - 8.4.3. the procedure for submitting proposals to convene a meeting of the Committee established by these Regulations has not been observed.
- 8.5. If the Company's Supervisory Board requests to convene an extraordinary meeting of the Strategy and Investments Committee, the Chairman of the Committee is obliged to convene an extraordinary meeting within 5 (five) business days.

## **9. PROCEDURE FOR MEETINGS OF THE STRATEGY AND INVESTMENT COMMITTEE**

- 9.1. Chairs the meetings of the Committee for Strategy and Investments Chairman of the Committee. In case of his absence from the meeting, the members of the Committee shall elect the chairperson of the meeting from among the members present.
- 9.2. A meeting of the Strategy and Investments Committee is valid (has a quorum) if it is attended by at least 2 (two) members of the Committee. The presence of a quorum is determined by the Chairman of the Committee at the opening of the meeting. In the absence of a quorum for holding a meeting of the Committee, a second meeting of the Committee shall be held in within 5 (five) working days with the same agenda.
- 9.3. Meetings of the Committee may be held in the form of joint presence of the members of the Committee or in the form of absentee voting in the manner prescribed by the Regulations "On the Supervisory Board of Uzmetskombinat JSC".
- 9.4. Non-members of the Committee may attend meetings of the Committee at the invitation of the Chairman of the Committee. These persons do not take part in voting on the items on the agenda of the meeting of the Committee.

## **10. MAKING PROCEDURE BY THE STRATEGY AND INVESTMENT COMMITTEE**

- 10.1. When resolving issues, each member of the Strategy and Investments Committee has one vote.
- 10.2. Transfer of voting rights by a member of the Committee to another person is not allowed.
- 10.3. In case of equality of votes of the members of the Committee for Strategy and Investments, the vote of the Chairman of the Committee is decisive.
- 10.4. Decisions of the Committee are taken by a simple majority of votes from the total number of all members of the Committee.

## **11. MINUTES OF THE COMMITTEE MEETING**

- 11.1. Not later than 3 (three) working days after the meeting of the Committee in the form of joint presence of the members of the Committee or absentee voting, the Secretary of the Committee draws up the minutes of the meeting.
- 11.2. The minutes of the meeting of the Strategy and Investment Committee are signed by the Chairman of the Committee, who is responsible for the correctness of the minutes. The protocol is drawn up in two original copies, one of which is sent to the Supervisory Board of the Company within 3 (three) working days after signing with the attachment of recommendations prepared for non-compliance, and the other remains in the archive of the Committee. All members of the Committee are sent copies of the protocol and prepared recommendations.
- 11.3. The minutes of the meeting of the Committee for Strategy and Investments indicate:
  - 11.3.1. date, place and time, form of the meeting;
  - 11.3.2. a list of Committee members who took part in the meeting (absentee voting), as well as a list of other persons present at the Committee meeting;
  - 11.3.3. agenda;
  - 11.3.4. proposals of the members of the Committee on the agenda items;
  - 11.3.5. issues put to the vote and the results of voting on them;
- Clause 3.6, decisions taken.



## **12. ACCOUNTABILITY OF THE COMMITTEE TO THE SUPERVISORY BOARD OF THE COMPANY**

- 12.1. The Strategy and Investment Committee submits to the Supervisory Board of the Company an annual report on the results of its activities no later than 45 (forty five) calendar days before the date of the annual General Meeting of Shareholders of the Company.
- 12.2. The report of the Committee must contain information on the activities of the Committee during the year, including:
  - 12.2.1. a list of recommendations submitted to the Supervisory Board of the Company on issues falling within the competence of the Committee in accordance with Section 3 of these Regulations;
  - 12.2.2. revealed violations of section 14 of these Regulations;
  - 12.2.3. data on the use of funds (volumes and directions of spending) provided for by the budget of the Supervisory Board to ensure the activities of the Committee;
  - 12.2.4. information on the services received from external experts and consultants,
  - 12.2.5. information on the implementation of the approved work plan of the Committee, as well as information on extraordinary meetings held.

## **13. COMMITTEE BUDGET**

- 13.1. In order to ensure the work of the Committee in the formation of the expenditure part of the general budget of the Company for the relevant period, taking into account the potential need to involve Consultants and pay for their services, a separate expense item of the Committee is provided, the amount of which is approved by the Supervisory Board.
- 13.2. Proposals on the size of the Committee's budget for the next year are submitted for consideration by the Supervisory Board in the 4th quarter of the previous year as part of the measures to form the general budget of the Company.
- 13.3. The involvement of Consultants in work and payment for their services at the expense of additional funds not provided for by the budget of the Committee is organized by the Chairman of the Management Board of the Company by a separate decision of the Supervisory Board. Submission of this issue for consideration by the Supervisory Board is initiated by the Chairman of the Committee.
- 13.4. By decision of the Supervisory Board, at the end of the relevant year, the Chairman of the Committee submits to the Supervisory Board a report on the expenditure of funds for attracting Consultants with a detailed description of the services provided and appendices to the conclusions and recommendations prepared by the Consultants.
- 13.5. By decision of the General Meeting of Shareholders and in accordance with the Regulations on the Procedure for Paying Remuneration and Compensation to Members of the Supervisory Board, the Chairman and members of the Committee during the period they perform their duties are paid remuneration for performing the functions of members of the Committee.

## **14. INTERACTION WITH COMPANY BODIES AND OTHER PERSONS**

- 14.1. Information and documents necessary for the members of the Committee to ensure effective work are provided through the Secretary of the Committee. The request to provide information and documents is made in writing signed by

the Chairman of the Strategy and Investments Committee.

- 14.2. If necessary, experts and specialists with the necessary professional knowledge to consider certain issues within the competence of the Strategy and Investment Committee may be involved in the work of the Committee. The procedure and conditions for involving experts and specialists in the work of the Committee are determined by the agreement concluded by the Company with such persons.

## **15. INSIDER INFORMATION**

- 15.1. Insider information is material information about the Company's activities, shares and other securities of the Company, and transactions with them, which is not publicly available and the disclosure of which may have a significant impact on the market value of shares and other securities of the Company.
- 15.2. Members of the Strategy and Investment Committee and the Secretary of the Committee may not use or disclose insider or other confidential information for personal purposes.
- 15.3. Third parties participating in the meetings of the Committee must first sign an agreement with the Company on non-disclosure of insider and other confidential information.

## **16. RESPONSIBILITIES OF MEMBERS OF THE STRATEGY AND INVESTMENT COMMITTEE**

- 16.1. Members of the Strategy and Investment Committee are responsible in accordance with the provisions of the Law of the Republic of Uzbekistan dated 06.05.2014 No. ZRU-370 "On Joint Stock Companies and Protection of Shareholders' Rights", regulating responsibility of members of the supervisory board.

## **17. APPROVAL AND AMENDMENT OF THE PRESENT REGULATIONS**

- 17.1. These Regulations, as well as all additions and amendments to it, are approved by the Supervisory Board of the Company by a majority vote of the total number of members of the Supervisory Board of the Company.
- 17.2. All issues not regulated in this Regulation are governed by the Charter of the Company, the Regulations "On the Supervisory Board of Uzmetkombinat JSC ", other internal documents of the Company and the current legislation.
- 17.3. If, as a result of changes in the legislation and regulations of the Republic of Uzbekistan, certain norms of these Regulations come into conflict with them, these norms become invalid and, until changes are made to this Regulation, the members of the Strategy and Investments Committee are guided by the laws and by-laws of the Republic of Uzbekistan.
- 17.4. The annual report of the Strategy and Investment Committee submitted to the Supervisory Board of the Company in accordance with Section 12 of these Regulations may contain recommendations to the Supervisory Board on the need to make changes and additions to these Regulations .