

"APPROVED"
by the decision of the Supervisory Board
of JSC "Uzmetkombinat"
(protocol ____ dated _____2022)

CHARTER
on the Ethics and Anti-Corruption Committee under the
Supervisory Board of JSC "Uzmetkombinat"

Tashkent – 2022 y.

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1. General Provisions

1.1. The Regulation on the Ethics and Anti-Corruption Committee of the Supervisory Board of JSC “Uzmetkombinat” (hereinafter referred to as the “Regulation”) was developed in accordance with the legislation of the Republic of Uzbekistan, the Charter of JSC “Uzmetplant” (hereinafter referred to as the “Company”), the Corporate Governance Code, the Regulation on the Supervisory Board of JSC “Uzmetplant”.

1.2. The Ethics and Anti-Corruption Committee of the Supervisory Board of JSC “Uzmetplant” (hereinafter referred to as the “Committee”) is created by decision of the Supervisory Board of the Company and is an advisory body that ensures the effective performance by the Supervisory Board of its functions for the general management of the Company’s activities.

1.3. The Committee is not a body of the Company and does not have the right to act on behalf of the Company.

1.4. The decisions of the Committee are advisory in nature to the Supervisory Board of the Company.

1.5. The Committee operates in accordance with this Regulation, which discloses the legal status, purpose and objectives, rights, obligations, structure and composition of the Committee. In its activities, the Committee is guided by the current legislation, other regulatory legal acts of the Republic of Uzbekistan, the Corporate Governance Code, the Charter of the Company, decisions of the Supervisory Board of the Company.

1.6. For each issue on the agenda of the meeting of the Supervisory Board of the Company, recommendations (conclusion) may be received from only one Committee under the Supervisory Board.

2. Objectives and functions of the committee

2.1. The main purpose of creating the Committee is to ensure the effective work of the Supervisory Board of the Company in resolving issues within its competence, namely: ensuring independent control over compliance with the standards of corporate ethics adopted in the Company and enshrined in the basic principles of professional activity, the Code of Ethics of the Company and subsidiaries and dependent companies (hereinafter referred to as SDCs), the Rules of Ethical Conduct in accordance with the goals and objectives of the Company..

2.2. The functions of the Committee include:

assessment and preparation of an expert opinion based on the results of the assessment of candidates for the position of Head of the Compliance Service;

consideration and development of recommendations regarding internal regulatory documents governing the rules and standards of business ethics of the Company and providing methodological support and development of compliance control, as well as their preliminary approval;

assessment of the effectiveness of procedures for monitoring compliance with business ethics, compliance, and anti-corruption standards and preparation of proposals for their development and improvement;

review of plans, reports and materials in the field of business ethics, compliance and anti-corruption;

review of reports and materials regarding measures taken regarding violations of business ethics and compliance standards, including corruption, fraud, conflicts of interest and violations with serious reputational risks;

development and submission of recommendations (conclusions) to the Supervisory Board of the Company on issues of: combating corruption, compliance with business ethics standards and compliance requirements.

3. Competence of the Committee

3.1. The Committee's competence includes preliminary consideration, analysis and development of recommendations (conclusions) on the following issues:

1) consideration and development of recommendations regarding candidates for the Company's Compliance Service;

2) assessment of companies - candidates for certification in accordance with international standards in the field of compliance, anti-corruption and other standards that allow for the implementation of effective corporate programs and reaching a new level of development of a culture of business ethics;

3) consideration, development of recommendations and approval of the cost estimate of the Company's Compliance Service;

4) preliminary consideration and approval of the Code of Ethics of the Company;

5) initiation of the development of recommendations on the application of the Code of Ethics in everyday life for employees and management of the Company and its subsidiaries and affiliates;

6) monitoring the implementation of the terms of the Code of Ethics of the Company;

7) initiation of the development of consolidated recommendations on improving compliance control and measures regarding violations of business ethics and compliance standards, including corruption, fraud, conflicts of interest and violations with serious reputational risks;

8) preliminary consideration and analysis of proposals regarding preventive measures to combat fraud and corruption;

9) ensuring independence and preventing interference by members of the Governance Board and other heads of the Company's divisions in the activities of the Compliance Service;

10) appointing investigations and reviewing the results of investigations into any incidents involving violations in the areas of business and professional ethics, compliance, economic or physical security, as well as corruption offences (as part of the fight against corporate fraud and corruption);

11) participation in the resolution of conflicts of interest that cannot be resolved at the level of the Company's divisions and subsidiaries and affiliates;

12) monitoring and evaluation of the effectiveness of compliance control and anti-corruption measures;

13) studying the reports of the Compliance Service on the work performed and presenting them to the Supervisory Board;

14) providing the Supervisory Board with reports on the activities of the Ethics and Anti-Corruption Committee at least once a year;

15) consideration of other issues on behalf of the Supervisory Board.

4. Committee rights

4.1. To implement the assigned functions, the Committee is granted the following rights:

1) conduct research on issues within its competence;

2) request and receive information, documents and comments on them from the head and members of the executive body necessary for the implementation of its activities;

3) to involve employees, the management of the Company, members of other Committees of the Supervisory Board of the Company to participate in face-to-face meetings of the Committee.

5. Duties of the Committee

5.1. The Committee is obliged to:

1) perform the functions assigned to the Committee in accordance with these Regulations, the requirements of the legislation of the Republic of Uzbekistan, the Charter and internal documents of the Company;

2) provide the Supervisory Board with cost-effective and legally sound recommendations (opinions) on issues within the competence of the Supervisory Board of the Company, attributed to the competence of the Committee;

3) promptly inform the Supervisory Board of the Company about the risks to which the Company is exposed, on issues within the competence of the Supervisory Board, falling within the competence of the Committee;

4) comply with confidentiality requirements, not disclose information about the Company constituting a commercial and/or official secret.

6. Composition of the Committee and the procedure for its formation, rights and obligations of the committee members

6.1. The quantitative composition of the Committee shall be determined by the decision of the Supervisory Board of the Company in the amount of not less than 3 (three) and not more than 7 (seven) people.

6.2. The personal composition of the Committee shall be elected by the Supervisory Board of the Company by a majority of votes of the members participating in the meeting of the Supervisory Board, from among the candidates nominated by the members of the Supervisory Board of the Company. Each member of the Supervisory Board has the right to propose no more than 3 (three) candidates for membership in the Committee.

6.3. All members of the Committee must meet the following requirements:

6.3.1 A member of the Committee and (or) his immediate family members must not be the sole executive body and (or) members of the collegial executive body of the Company.

6.3.2 The Chairman of the Committee, in addition to paragraph 6.3.1, must meet the following requirements:

- not be an official or employee of the Company at the time of election and during the 1 year preceding the election;

- not be an official of another business entity in which any of the officials of this entity is a member of the Supervisory Board Committee on Remuneration and Nominations;

- not be a spouse, parent, son (daughter), brother or sister of officials (manager) of the Company (official of the management organization of the Company);

- not be an affiliate of the Company, with the exception of a member of the Supervisory Board of the Company;

- not be a party to obligations with the Company, in accordance with the terms of which he or she may acquire property (receive funds) the value of which is 10 percent or more of the total annual income of the said person, except for receiving remuneration for participation in the activities of the Supervisory Board of the Company;

6.3.3. Only individuals may be members of the Committee. Only a member of the Supervisory Board of the Company may be a member of the Committee.

6.4. The members of the Committee shall be elected in accordance with the terms of this Charter for the term of the current composition of the SB elected in accordance with the Company Charter, but not less than for one year.

6.5. When electing members of the Committee, preference shall be given to candidates with higher financial, economic or legal education and/or with experience in the field of internal control, compliance control and risk management. At least one member of the Committee shall have knowledge of the legislation of the Republic of Uzbekistan, international legislation and standards in the field of compliance, risk management and anti-corruption, the rules (standards) of business ethics, anti-corruption and compliance applied by the Company, as well as the development (analysis) of internal control and risk management systems.

6.6. The powers of any member of the Committee may be terminated early by a decision of the Supervisory Board of the Company.

6.7. The Chairman of the Committee, as well as members of the Committee, may resign from their powers by sending an application to this effect to the Chairman of the Supervisory Board of the Company and the Chairman of the Committee.

6.8. If the number of members of the Committee falls below the quorum for holding Committee meetings specified in these Charters, the Chairman of the Supervisory Board shall be obliged to convene an extraordinary meeting of the Supervisory Board to elect members of the Committee or include the issue of electing members of the Committee in the agenda of the next scheduled meeting of the Supervisory Board of the Company.

6.9. Members of the Committee, within the framework of the Committee's competence, have the right to:

1) request documents and information necessary for making a decision on issues within the competence of the Committee from the Chairman of the Company's Governance Board and members of the Company's Governance Board. The request shall be made in writing and signed by the Chairman of the Committee;

engage, with the consent of the SB, if necessary, third parties as experts (consultants) with special knowledge on issues within the competence of the Committee;

invite the head of the Compliance Service to meetings of the Committee for a detailed study of issues related to the activities of the SC;

invite members of the Supervisory Board, other Committees under the Supervisory Board, the Governance Board and employees of the Company, as well as other persons to participate in the Committee meetings;

interact with other Supervisory Board committees on issues related to the effectiveness of the internal control system in the Company;

make proposals to the Supervisory Board on issues considered at the Committee meetings that fall within the competence of the Committee; 2) exercise other rights provided for by these Charters.

6.10. Members of the Committee are required to familiarize themselves with the materials for the Committee meeting and develop their own position on each issue on the agenda of the meeting.

6.11. When exercising their rights and fulfilling their duties, members of the Committee must act in the interests of the Company, exercise their rights and fulfill their duties in relation to the Company in good faith and reasonably.

7. Committee Chairman, procedure for their election

7.1. The Committee is managed and its activities are organized by the Committee Chairman.

7.2. The Committee Chairman is elected by the Committee Members by a majority vote of the members of the Company's Supervisory Board participating in the meeting of the Supervisory Board.

7.4. The Company's Supervisory Board has the right to re-elect the Committee Chairman at any time.

7.5. In the absence of the Committee Chairman, his/her duties are performed by one of the Committee members. The Deputy Chairman of the Committee is elected by the Committee members from among themselves by a majority vote of the total number of elected Committee members.

7.6. The Committee Chairman:

- 1) convenes and presides over the Committee meetings;
- 2) determines the form of the Committee meetings and approves the agenda;
- 3) determines the list of persons invited to participate in the in-person meeting of the Committee. Invitation to an in-person meeting of the Committee (consideration of individual items on the agenda of the meeting) of officials and (or) employees of the Company shall be carried out by sending a corresponding invitation to the Head of the executive body. The Head of the executive body shall ensure the participation of officials and (or) employees of the Company invited to the meeting of the Committee (consideration of individual items on the agenda of the meeting) or other persons possessing the powers, information and qualifications necessary for effective participation in the meeting of the Committee (consideration of items on the agenda of the meeting, provision of information, participation in the discussion, decision-making, etc.);
- 4) organizes the keeping of minutes of the meetings of the Committee and signs the minutes of the meetings of the Committee;
- 5) represents the Committee in interaction with the Supervisory Board of the Company, other Committees of the Supervisory Board, executive bodies of the Company, heads of divisions of the executive office of the Company and other bodies and persons;
- 6) carries out official correspondence of the Committee, signs requests, letters and documents on behalf of the Committee;
- 7) distributes responsibilities among the members of the Committee;
- 8) develops a work plan for the Committee and submits the said plan for approval to the Committee, monitors the implementation of decisions and work plans of the Committee;
- 9) ensures compliance with the requirements of the legislation of the Republic of Uzbekistan, the Charter of the Company, other internal documents of the Company and this Charters in the course of the Committee's activities;
- 10) performs other functions stipulated by the current legislation, the Charter of the Company, this Charters and other internal documents of the Company.

8. Committee Secretary

8.1. The functions of the Committee Secretary shall be performed by an employee of the Corporate Relations with Shareholders Department. The Committee Secretary shall participate in the Committee meetings without the right to vote.

8.2. The Committee Secretary shall provide technical (information, documentary, protocol, secretarial) support for the current activities of the Committee, including:

- 1) ensure the preparation and holding of Committee meetings;
- 2) collect and systematize materials for meetings;
- 3) ensure the timely sending of notifications of Committee meetings, meeting agendas, materials on agenda items, and questionnaires to Committee members and invitees;
- 4) take minutes of meetings, organize the preparation of draft Committee decisions;
- 5) keep records of correspondence addressed to the Committee and/or Committee Members (including requests, demands, petitions), ensure that Committee members receive the necessary information;
- 6) ensures the storage of minutes of the Committee meetings and other documents and materials related to the activities of the Committee in accordance with the documentation storage procedures adopted in the Company;
- 7) carries out the instructions of the Chairman of the Committee within the powers of the Chairman of the Committee;
- 8) performs other functions in accordance with these Regulations.

9. Committee Meetings

9.1. Committee meetings are convened by the Chairman of the Committee in accordance with the work plan approved at the Committee meeting (scheduled meetings), as well as in other cases provided for in these Charters (extraordinary meetings).

9.2. The Committee work plan is formed by the Chairman of the Committee on the basis of the approved work plan.

9.3. The Committee's work plan shall be approved at a meeting of the Committee, which shall be held no later than 30 (thirty) days after the meeting of the Company's Supervisory Board at which the new composition of the Committee was approved.

9.4. The Committee's meetings shall be held in Tashkent or at another location determined by the Chairman of the Committee.

9.5. When convening a meeting of the Committee, the Chairman of the Committee shall determine the date, time, place and form of the meeting, the agenda, as well as the list of persons invited to participate in the in-person meeting of the Committee.

9.6. The agenda of a scheduled meeting shall be formed by the Chairman of the Committee in accordance with the approved agenda of the Supervisory Board and/or at the discretion of the Chairman of the Committee, if additional issues need to be considered.

9.7. Extraordinary meetings of the Committee shall be held during an extraordinary meeting of the Supervisory Board in accordance with the notice of the meeting of the Supervisory Board of the Company received from the Secretary

of the Supervisory Board of the Company, the agenda of which includes the issue (issues) referred by these Charters to the competence of the Committee, as well as by decision of the Chairman of the Committee.

9.8. The notice of holding a meeting of the Committee, together with the agenda, must contain the agenda of the meeting, the form of the meeting, the date, place and time of the meeting (the date and time of the end of the acceptance of ballot papers for voting on the issues on the agenda of the meeting). The notice of holding a meeting shall be drawn up by the Secretary of the Committee and signed by the Chairman of the Committee or the Deputy Chairman of the Committee (in cases stipulated by these Charters). A notice of a meeting of the Committee shall be sent to the persons participating in the meeting no later than 5 (five) business days prior to the date of the meeting (the deadline for accepting questionnaires for absentee meetings), indicating the person responsible for preparing each agenda item. Materials and information on the agenda items shall be sent to the members of the Committee and persons invited to participate in the meeting no later than 7 (seven) business days prior to the date of the meeting, including decisions (recommendations) of the Company's Governance Board in the cases specified in paragraph 9.10. of these Charters. A notice and materials (information) on the agenda items may be provided to the members of the Committee in person, by facsimile or by e-mail, while a notice of a meeting of the Committee shall be provided to the members of the Committee by facsimile or in the original. Materials on the agenda items of the Committee meeting must necessarily include draft decisions on these items. The formation of draft decisions (their preparation) shall be organized by the Chairman of the Committee. Persons invited to participate in an in-person meeting of the Committee shall be sent materials on the issues on the agenda of the Committee meeting, in the discussion of which their participation is expected.

9.9. Upon receipt of a notice from the Supervisory Board of the Company about a meeting of the Supervisory Board of the Company, the agenda of which contains issues referred by these Charters to the competence of the Committee, the Chairman of the Committee shall take all measures to ensure the timely holding of meetings of the Committee to develop recommendations (decisions) on the specified issues on the agenda of the meeting of the Supervisory Board of the Company and their submission to the Supervisory Board in accordance with the approved Charters on the procedure for convening and holding meetings of the Supervisory Board of the Company. If for any reason (lack of quorum, insufficient time to work on the issue, etc.) the Committee does not have time to provide the Supervisory Board with the relevant recommendations (conclusions) on a certain issue on the agenda of the meeting of the Supervisory Board of the Company, then, by decision of the Supervisory Board, this issue may be considered without the recommendations (conclusion) of the Committee of the Supervisory Board.

10. Procedure for holding meetings of the Committee

10.1. Meetings of the Committee may be held in the form of joint presence of the members of the Committee (in-person meeting) or in the form of absentee voting on the issues on the agenda of the meeting (in-absentia meeting).

10.2. An in-person meeting of the Committee shall be opened by the Chairperson of the meeting - the Chairman of the Committee, and in his/her absence - by the Deputy Chairman.

10.2.1. The members of the Committee, as well as invited persons, shall participate in an in-person meeting of the Committee.

10.2.2. The Secretary of the Committee shall determine whether there is a quorum for holding an in-person meeting of the Committee. The Chairperson of the in-person meeting shall inform those present of the presence of a quorum for holding the meeting of the Committee and shall announce the agenda of the meeting.

10.2.3. In the absence of a quorum, the meeting shall be declared invalid. In this case, the Chairperson of the meeting shall make one of the following decisions:

1) through consultations with the persons present at the meeting, shall determine the time for postponing the start of the meeting, but for no more than two hours;

2) determines the date of a repeat meeting with the same agenda;

3) includes the issues to be considered at the failed meeting of the Committee in the agenda of the next scheduled meeting of the Committee.

10.2.4. An in-person meeting of the Committee shall be competent (have a quorum) if at least half of the elected members of the Committee are present at the meeting.

10.2.5. When determining the results of voting on issues included in the agenda of an in-person meeting of the Committee, if at least half of the members of the Committee are present at the meeting, the written opinions of the members of the Committee absent from the meeting, drawn up and received in the manner prescribed by these Charters, shall be taken into account.

10.2.6. A signed written opinion shall be sent by a member of the Committee no later than 2 (Two) hours before the meeting to the Secretary of the Committee in the original or by facsimile, with the original written opinion then sent to the address of the Company's location.

10.3. The decision to hold a meeting of the Committee in the form of absentee voting shall be made by the Chairman of the Committee.

10.3.1. In order to hold a meeting of the Committee in absentia, together with the materials (information) on the issues on the agenda of the meeting in absentia, members of the Committee shall be sent questionnaires for voting on the issues on the agenda of the meeting, drawn up in accordance with the Appendix to these Regulations.

10.3.2. When filling out a questionnaire for absentee voting by a member of the Committee, only one of the possible voting options ("for", "against", "abstained") shall be left uncrossed out for each issue put to the vote. The completed questionnaire shall be signed by the member of the Committee, indicating his/her last name and initials. The completed and signed questionnaire

shall be submitted by the member of the Committee to the Secretary of the Committee no later than the date and time of the end of the receipt of questionnaires specified in the questionnaire, in the original or by facsimile, with the subsequent sending of the original questionnaire to the address specified in the questionnaire.

10.3.3. A questionnaire filled out in violation of the requirements specified in the first paragraph of subparagraph 10.3.2. of the Charters shall not be taken into account when counting the votes for the relevant issue. An unsigned questionnaire, as well as a questionnaire submitted in violation of the deadlines specified in subparagraph 10.3.2. of the Charters, shall be deemed invalid, shall not participate in determining the quorum required to make a decision by absentee voting, and shall not be taken into account when counting the votes and determining the voting results.

10.3.4. A meeting of the Committee in absentia shall be considered competent (has a quorum) if at least half of the elected members of the Committee participated in it.

10.3.5. The members of the Committee whose questionnaires were received by the Secretary of the Committee no later than the date and time of the end of the receipt of questionnaires shall be considered to have participated in the meeting in absentia.

10.4. Decisions at meetings of the Committee shall be made by a simple majority of votes of the elected members of the Committee.

10.5. When deciding issues at a meeting, each member of the Committee has one vote. In the event of a tie, the vote of the Chairman of the Committee is decisive. The transfer of a vote by one member of the Committee to another member of the Committee or to another person is not permitted.

10.6. No later than 5 (five) working days after the Committee meeting, the Secretary of the Committee shall draw up the minutes of the meeting.

10.7. The minutes of the Committee meeting shall be signed by the Chairman of the meeting, the members of the Committee present at the meeting, and the Secretary of the Committee. The minutes or extracts from the minutes on the agenda items of the Supervisory Board meeting shall be sent by the Secretary of the Committee to the Supervisory Board of the Company within 1 (one) working day after signing, along with the materials and recommendations prepared for it. Copies of the minutes, prepared materials and recommendations shall be sent to all members of the Committee.

10.8. The Chairman and the Secretary of the Committee shall be responsible for the correct preparation of the Minutes. The Secretary of the Committee shall be responsible for the storage of the minutes, questionnaires, materials and recommendations of the Committee.

10.9. The Minutes of the Committee meeting shall indicate:

- 1) the form of the meeting;
- 2) the date, place and time of the meeting (date and time of the end of the receipt of questionnaires);
- 3) a list of the Committee members present at the meeting (participating in absentia, in-person and absentee voting), as well as invited persons;

- 4) agenda;
- 5) proposals of the Committee members on the agenda items;
- 6) issues put to a vote, the results of voting on them, indicating the nature of the vote of each Committee member;
- 7) decisions taken.

10.10. At the request of a Committee member, a brief statement of his opinion on the agenda items of the Committee meeting may be attached to the Minutes of the Committee meeting. Such opinion shall be prepared by the Committee member and submitted to the Secretary of the Committee.

11. Interaction with the Company's bodies and other persons

11.1. In the performance of its duties, the Committee maintains effective working relations with the management, control bodies, structural divisions of the Company, as well as with other Committees of the Supervisory Board of the Company, other organizations and persons.

11.2. The Chairman and Secretary of the Committee are obliged to ensure informational, technical and coordinated interaction of the Committee with the Supervisory Board, with the executive body and structural divisions of the Company, as well as with other Committees of the Supervisory Board of the Company.

11.3. The Chairman of the Governance Board and members of the Governance Board, upon request signed by the Chairman of the Committee, are obliged to provide information and materials necessary for members of the Committee to make decisions on issues within the competence of the Committee. The specified information and materials must be submitted no later than 1 (one) business day from the date of receipt of the request, unless a longer period is specified in the request. In the event of incomplete or inaccurate information (materials), members of the Committee have the right to request additional information (materials).

11.4. The recommendations (conclusions) prepared (developed) by the Committee shall be submitted by the Chairman of the Committee to the Supervisory Board of the Company, with copies of the said recommendations (conclusions) being simultaneously submitted to the Chairman of the Management Board of the Company.

12. Confidentiality

12.1. During the period of performance of duties by members of the Committee, as well as for 3 (three) years after the end of the term of office in the Committee, persons who are (were) members of the Committee, the Secretary of the Committee and third parties involved in work in the Committee are obliged to comply with the confidentiality requirements with respect to information received by them in connection with their activities in the Committee that is not publicly available. The concept of information that is not publicly available in relation to

the activities of the Company and its composition shall be established by a decision of the authorized management body of the Company.

12.2. The Secretary of the Committee and third parties involved in work in the Committee have the right to receive the said information provided that they conclude an agreement with the Company on the use of the said information.

12.3. All documents related to the activities of the Committee must be stored at the location of the Company in accordance with the procedure for storing documents established in the Company. The Secretary of the Committee is responsible for storing the said documents.

13. Support for the Committee's activities

13.1. To support the work of the Committee, a separate expense item may be provided for when forming the expenditure side of the general budget of the Company.

13.2. The amount of remuneration and compensation for members of the Committee, as well as the procedure and terms for their payment, shall be determined in accordance with the decision of the Supervisory Board.

13.3. In order to hold meetings of the Committee, the Chairman of the Board of the Company, at the request of the Chairman of the Committee, shall provide the Committee with premises, ensure unimpeded access to them for persons whose list is determined in the said request, and also take other measures to hold a meeting of the Committee.

14. Final Provisions

14.1. The Chairman of the Committee has the right to provide the Supervisory Board of the Company with individual reports on issues within the competence of the Committee.