

“APPROVED”

BY THE GENERAL MEETING

OF SHAREHOLDERS OF

JSC “NAVOIYAZOT”

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MINUTES No. 39

**REGULATION ON
THE CORPORATE CONSULTANT OF
JSC “NAVOIYAZOT”**

2020

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The Regulation has been developed by the Law of the Republic of Uzbekistan “On Joint-Stock Companies and Protection of Shareholders’ Rights”, the Code and the Rules of Corporate Governance, approved by the minutes of the meetings of the Commission to improve the efficiency of joint-stock companies and improve the corporate governance system dated December 31, 2015 No. 9 and dated 20.04 .2018 No. 15, other acts of legislation, the Charter of the Joint Stock Company “Navoiyazot” (from now on referred to as Navoiyazot) and other internal regulatory documents.

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

The following definitions apply in the Regulation:

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| <i>Supervisory Board</i> | the Company's management body responsible for general management of the Company's activities, except for issues referred to the competence of the General Meeting of Shareholders by the Law of the Republic of Uzbekistan “On Joint Stock Companies and Protection of Shareholders' Rights” and the Charter of the Company; |
| <i>Chairman of the Supervisory Board</i> | a member of the Supervisory Board of the Company elected by the established procedure as the head of the Supervisory Board; |
| <i>Chairman of the Supervisory Board</i> | a person elected by the established procedure to the Supervisory Board; |
| <i>Management Board</i> | the collegial executive body of the Company, which manages the current activities of the Company; |
| <i>Chairman of the Management Board</i> | a person elected by the established procedure as the head of the Management Board of the Company; |
| <i>Affiliate</i> | an individual or legal entity capable of influencing the activities of legal entities and/or individuals engaged in business activities |

1.2 Interpretations

In the Regulation, unless the context otherwise requires, words expressing only the singular shall include the plural and vice versa.

2. GENERAL PROVISIONS

- 2.1. The Regulation determines the procedure for the appointment and work of the Navoiyazot Corporate Consultant, his rights and obligations.
- 2.2. The corporate consultant is accountable to the Navoiyazot Supervisory Board and is responsible for monitoring compliance with the requirements of corporate legislation in the activities of Navoiyazot.

3. PROCEDURE FOR APPOINTING A CORPORATE CONSULTANT

3.1. The Corporate Advisor is appointed by the Navoiyazot Supervisory Board.

3.2. When considering and approving a candidacy for a Corporate Consultant, the resolution

3.3. is adopted by the Supervisory Board of Navoiyazot by a simple majority vote.

3.4. A person with higher legal or economic education, at least three years of work experience and practical knowledge in the field of corporate governance and corporate law shall be appointed to the position of the Corporate Consultant. A candidate for Corporate Consultants is obliged to inform the Supervisory Board of Navoiyazot of any criminal, administrative or other liability he/she has incurred.

3.5. After the Navoiyazot Supervisory Board approves the candidacy of the Corporate Consultant, an employment contract is concluded with him/her for the performance of his/her duties. The employment contract with the Corporate Consultant is concluded for a period of one year with an annual decision on the possibility of its extension or termination. The agreement on behalf of Navoiyazot is signed by the Chairman of the Supervisory Board of Navoiyazot or a person authorized by the Supervisory Board.

3.6. For violation of the Navoiyazot Charter, as well as the terms of the employment contract, a corporate consultant may be recalled from his position with simultaneous termination of the employment contract. The decision to recall the Corporate Consultant and terminate the employment contract with him shall be adopted by the Navoiyazot Supervisory Board. A justified proposal to recall a corporate consultant may be made by the Navoiyazot Executive Body.

4. COMPETENCE AND RESPONSIBILITIES OF A CORPORATE CONSULTANT

4.1. acts within the competence defined by these Regulations, the terms and conditions of the labor contract concluded with them, decisions of the General Meeting of Shareholders and the Supervisory Board of Navoiyazot.

4.2. The main function of the Corporate Consultant is to monitor compliance with corporate legislation at Navoiyazot.

4.3. Within the scope of his powers, the Corporate Consultant:

- studies the corporate rules and procedures in force at Navoiyazot, as established by Navoiyazot's internal regulations;
- studies corporate standards and samples of corporate document management at Navoiyazot;
- in case of non-compliance with the legislation of corporate standards and other documents, Navoiyazot shall submit to the Supervisory Board of Navoiyazot proposals for their elimination;
- monitors the activities of the management bodies of Navoiyazot, as well as officials of Navoiyazot for compliance with corporate standards;
- monitors the maintenance of records on Navoiyazot of information about affiliates and the procedure for transactions with affiliates established by the legislation;
- accepts draft documents on corporate governance issues for consideration and gives recommendations on them or participates in their development;
- provides methodological assistance in the organization of corporate document management;
- at the request of members of the management bodies of Navoiyazot, as well as

shareholders or their representatives, conducts consultations on issues of corporate legislation and the implementation of best corporate governance practices, takes part in the process of resolving corporate conflicts;

- prepares and submits proposals for the implementation of more modern corporate governance principles to the Navoiyazot Supervisory Board for consideration;
- reports to the Navoiyazot Supervisory Board on the state of compliance with corporate legislation and presents a conclusion;
- provides methodological assistance in organizing meetings of the Supervisory Board and General Meetings of Shareholders of Navoiyazot, as well as in drawing up minutes.

4.4. Navoiyazot's management bodies shall provide the Corporate Consultant with copies of documents regarding Navoiyazot's corporate events.

Such documents include:

- Charter of Navoiyazot, Regulations on the General Meeting of Shareholders, on the Supervisory Board, on the Executive Body and on the Audit Commission of Navoiyazot, prospectuses of issue of securities of Navoiyazot;
- minutes of meetings of the Supervisory Board and General Meetings of Shareholders of Navoiyazot;
- Navoiyazot business plan and reports on their implementation by the Navoiyazot Executive Body;
- Navoiyazot's medium- and long-term development strategy;
- conclusions of the Audit Commission, Navoiyazot Internal Audit Service and audit organization;
- information on affiliated persons, major transactions and related-party transactions recognized as such in accordance with the legislation of the Republic of Uzbekistan;
- other documents that are carriers of decisions of Navoiyazot's management bodies, as well as documents that are the objects of these decisions.

The corporate consultant, when performing his duties, shall have access to other Navoiyazot documentation relating to corporate events and relationships, in particular the Navoiyazot shareholder register, internal and external Navoiyazot correspondence, including written communications from Navoiyazot shareholders and other Navoiyazot stakeholders.

4.5. The corporate consultant is responsible for the safety of the documents received by him. Upon termination of the employment contract with the Corporate Consultant, he is obliged to transfer the entrusted documentation according to the inventory.

4.6. The corporate consultant reports quarterly to the Navoiyazot Supervisory Board on the results of inspections, taking measures to eliminate identified deficiencies and improve the corporate governance system at Navoiyazot.

4.7. Based on the results of the audits, the Corporate Consultant prepares an opinion on the state of compliance with corporate legislation at Navoiyazot, which includes:

- review of compliance with the legislation of Navoiyazot's corporate standards and other documents, describing deficiencies, if any, as well as proposals for their elimination;

- review of Navoiyazot management bodies and Navoiyazot officials for their compliance with current corporate governance standards in Navoiyazot;
- review of Navoiyazot's implementation of the instructions of the Supervisory Board and the General Meeting of Shareholders of Navoiyazot, as well as the tasks provided for by Navoiyazot's development plans;
- information on the results of the methodological assistance provided.

If necessary, the Corporate Consultant includes in the conclusion proposals and recommendations for the implementation of more modern principles of corporate governance.

4.8. Working conditions and financial incentives for the Corporate Consultant are carried out in accordance with the employment contract.

5. OPERATING PROCEDURE FOR A CORPORATE CONSULTANT

5.1. A corporate consultant carries out his functions both on a permanent basis and part-time (on a time-based basis).

5.2. The corporate consultant is notified of planned meetings of Navoiyazot's governing bodies. The corporate consultant has the right to participate in meetings of Navoiyazot's management bodies with the right of an advisory capacity.

6. RESPONSIBILITY OF THE CORPORATE CONSULTANT

6.1. A corporate consultant shall not use the rights and official powers granted to him for the purposes and interests of legal entities and individuals with whom he is in an employment relationship.

6.2. A corporate consultant shall not allow actions to obtain personal benefits in the performance of his official duties.

6.3. The corporate consultant shall be liable to Navoiyazot for damages caused as a result of non-performance or improper performance of its functions, in accordance with the legislation of the Republic of Uzbekistan and the Navoiyazot Charter.

7. CORPORATE CONSULTANT REMUNERATION

7.1. The salary and bonuses of the Corporate Consultant are established by a decision of the Navoiyazot Supervisory Board.

7.2. The salary may be revised in the following cases:

- renegotiation of the labor contract with the Corporate Consultant for a new period;
- changes in the amount of the minimum wage established in the Republic of Uzbekistan;
- making amendments and additions to the labor contract of the Corporate Consultant due to the expansion of functional responsibilities not provided for in the previous labor contract.

8. FINAL PROVISIONS

- 8.1. This Regulation shall be approved by the Navoiyazot Supervisory Board and shall come into force from the date of its approval.
- 8.2. In the event of amendments to the legislation of the Republic of Uzbekistan, as a result of which some norms of the present Regulation will come into contradiction with the legislation, the present Regulation continues to operate in the part not contradicting the legislation. Norms of the Regulations, which have come into contradiction with the legislation of the Republic of Uzbekistan, shall become invalid, and the activity of the corporate consultant of the Company in this part is regulated by the relevant norms of the legislation of the Republic of Uzbekistan.
- 8.3. The Regulation may be amended and supplemented by resolution of the Supervisory Board of Navoiyazot.
- 8.4. The validity period of this Regulation is not limited.