

**"O'ZMAXSUSMONTAJQURILISH" AK  
"APPROVED" as Appendix 5 to the  
Resolution of  
the sole shareholder  
dated July 8, 2022, No.  
79 /08-2-qr.**

**REGULATIONS REGARDING THE SOLE SHAREHOLDER OF THE  
JOINT-STOCK COMPANY  
O'ZMAXSUSMONTAJQURILISH  
(NEW EDITION)**

## **1. GENERAL RULES**

1. This Regulation defines the status of the sole shareholder of the joint-stock company "O'ZMAXSUSMONTAJQURILISH" (hereinafter referred to as the Company), powers, the procedures for holding a general meeting, making decisions, formalizing and executing them.

2. This Regulation was developed based on the Law of the Republic of Uzbekistan "On Protection of Joint-Stock Companies and Shareholders' Rights" (hereinafter referred to as the Law) and other regulatory legal documents.

3. According to the law, the general meeting of shareholders is not held, and the decision of the sole shareholder of the Company on the issues within the competence of the general meeting of shareholders is formalized in writing.

4. The sole shareholder of the company exercises his authority on the basis of a legal document and an identity document.

5. Every year, the sole shareholder of the company, no later than six months after the end of the financial year, considers and makes a decision on the issues that fall under the authority of the general meeting of shareholders according to the Law.

6. The sole shareholder of the company may consider other issues within his authority during the year, except for the issues that are mandatory to consider annually according to the Law.

## **2. POWERS OF THE COMPANY'S SOLE SHAREHOLDER**

7. The powers of the sole shareholder of the company include:

Making changes and additions to the Company's Charter or approving a new version of the Company's Charter;

company reorganization;

liquidation of the company, appointment of liquidator (liquidation commission) and approval of interim and final liquidation balances;

determining the number of members of the company's supervisory board, electing their members and prematurely terminating the powers of the members;

setting the maximum number of shares issued;

increase or decrease the authorized fund (authorized capital) of the company;

the company's acquisition of its shares;

approval of the company's organizational structure,

creation of the executive body, election (appointment) of the chairman of the board and early termination of his authority.

approval of the company 's annual report;

approval of the annual business plan, as well as the strategy of the development of the company for the medium and long term (more than five years), based on the main directions and goals of the company's activities;

distribution of profits and losses of the company;  
reports on issues within the scope of the supervisory board's authority ;  
issuing corporate bonds by the company, including bonds that can be exchanged for shares, as well as making a decision on the repurchase of the Company's corporate bonds;

making a decision to buy back the company's corporate bonds;

the company decides on the crushing and enlarging of shares;

Making decisions on the conclusion of transactions by the Company in the cases provided for in Chapters 8 and 9 of the Law of the Republic of Uzbekistan "On the Protection of Joint-Stock Companies and Shareholders' Rights";

to determine the audit organization for conducting a mandatory audit, to decide on the maximum fee to be paid for the services of this organization and to conclude a contract with it (cancellation of the contract);

setting requirements for the form and content of reports (reports) of executive and control bodies;

In accordance with Article 34 of the Law of the Republic of Uzbekistan "On the Protection of the Rights of Joint-Stock Companies and Shareholders", determining the price of placing shares (issuance of securities on the stock market and the organized over-the-counter market);

making a decision on the issuance of securities derivatives;

approval of the decision to issue securities (shares, bonds) and issue prospectus;

making amendments and (or) additions to the decision on the issuance of securities (shares, bonds) and the issue prospectus and approving their text;

making decisions on the amount, form and payment procedure of dividends;

the Company's "Sole Shareholder", "Supervisory Board", "Audit Commission", "Executive Body", "Information Policy" and other internal regulations;

to make a decision and hear the results of the annual analysis with the involvement of independent professional organizations - consultants about the compatibility of the business plan and projects with the Company's development goals;

making a decision on the obligation to follow the recommendations of the corporate governance code and approval of the message form;

To resolve other issues in accordance with the current legislation of the Republic of Uzbekistan and the Charter of the Company.

8. Issues included in the competence of the sole shareholder of the Company cannot be assigned to the executive body of the Company and/or the Supervisory Board of the Company.

9. The representative of the auditing organization that conducted the audit, employees of the internal audit service, members of the supervisory board, the audit

commission and the executive body of the Company have the right to participate in the decision of the sole shareholder of the company. The representatives of the auditing organization of the company's supervisory board must personally participate with the reports of their bodies when making the annual decision of the sole shareholder of the company.

### **3. CONSIDERATION OF ISSUES AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN ACCORDANCE WITH THE LAW BY THE COMPANY'S SOLE SHAREHOLDER**

10. In order to transfer the decision of the sole shareholder of the company within the period specified in Clause 5 of this Regulation, the executive body shall carry out the following:

He concludes the contract with the auditing organizations, by the decision of the sole shareholder of the Company, to conduct an audit, including the preparation of the financial report in accordance with the International Financial Reporting Standards, the specific terms of the audit are specified in the contract.

Ensures publication of annual financial statements prepared in accordance with International Financial Reporting Standards after external audit in accordance with International Auditing Standards.

Q are developed (prepared) by the executive body of the Company:

- projects on the distribution of net profit (reimbursement of losses), justification for each area and other documents considered in a single shareholder decision;

- The Company's annual report and annual business plan, as well as the draft of the Company's development strategy in the medium and long-term perspective with the determination of its specific conditions based on the main directions and goals of the Company;

- the report of the executive body of the company on the implementation of the parameters of the business plan and the measures taken to achieve the development strategy of the company;

- selection documents for choosing an auditing organization to conduct an audit .

11. The information (materials) that must be provided when the company is preparing for the decision of the sole shareholder include the annual report of the company, the conclusion of the audit organization on the results of the annual financial and economic activity of the company, the draft of amendments and additions to the charter of the company or the draft of the new version of the charter of the company, as well as: It includes the company's medium and long-term strategies, its positions on the agenda of the supervisory board.

12. The list of additional information (materials) that must be provided when preparing for the decision of the sole shareholder of the company may be determined by the competent state body for the regulation of the securities market.

13. The issue on the agenda of the resolution of the sole shareholder of the company shall be included in a written manner.

14. In order for the company's sole shareholder to consider the issues on the annual agenda and make decisions on them, the company's executive body shall submit the following documents and information to the company's sole shareholder at least seven calendar days before the decision is made:

the report of the company's executive body, the report on the year-end results of the company's activities and the results of the company's annual business plan;

the report of the audit commission of the company on the issues within its competence and the conclusion of the audit commission on the audit of the financial and economic activities of the reporting year;

conclusion of the audit organization on the verification of the financial and economic activity of the company;

the reliability of the information in the financial statements of the Company submitted for confirmation to the sole shareholder of the company must be confirmed by an auditing organization that is not related to the property interests of the Company or the sole shareholder of the Company);

proposals for the distribution of the company's net profits.

Amendments and additions to the Company's Charter or a draft of a new version of the Company's Charter shall be introduced.

#### **4. EXTRAORDINARY RESOLUTIONS OF THE COMPANY'S SOLE SHAREHOLDER**

15. The extraordinary decision of the sole shareholder of the company is passed on the basis of the following reasons:

based on the personal initiative of the sole shareholder of the company;

based on the decision of the supervisory board of the company;

based on the written request of the head of the executive body of the company.

16. In the application for the adoption of an extraordinary resolution of the sole shareholder of the company, this resolution should be included with the reason for the issues to be included in the agenda.

17. The application for adoption of the extraordinary resolution of the sole shareholder of the Company shall be signed by the person requesting the adoption of the extraordinary resolution of the sole shareholder of the Company.

18. The head of the company's supervisory board and executive body must make an extraordinary decision or reject it by the company's sole shareholder within 10 days from the time the company's sole shareholder submits a request to adopt an extraordinary decision.

19. The decision to accept the extraordinary decision of the sole shareholder of the company or to reject it with reason shall be sent to the persons who requested to adopt the extraordinary resolution of the sole shareholder no later than three working days after the adoption.

20. If the sole shareholder of the Company conducts an emergency review of issues related to his authority on his own initiative, the sole shareholder of the Company shall compile a list of issues submitted for consideration, notify the Company's supervisory board and executive body of the day, time, place of consideration and decision making. informs. These issues, as well as relevant information (materials) and documents are prepared by the Supervisory Board of the Company.

21. The company's supervisory board and executive body provide all the necessary information (materials) and documents on the issues under consideration at least seven calendar days before the decision is taken by the sole shareholder of the company.

## **5. OFFICIALIZATION OF DECISIONS OF THE COMPANY'S SOLE SHAREHOLDER**

22. Decisions on the following issues are made by the Company's sole shareholder on the recommendation of the Company's supervisory board:

making a decision on the distribution of the company's profits and losses, including the right, form and procedure for paying dividends;

payment of dividends (the decision on the amount, form and payment is made by the sole shareholder of the Company on the basis of financial statements, if there is an external auditor's opinion on its reliability).

23. The sole shareholder of the company has the right to decide not to pay dividends on ordinary shares.

24. In the decision on payment of dividends, the date of beginning and end of payment of dividends shall be indicated.

25. Decisions made by the sole shareholder of the company shall be formalized in written form.

26. The decision of the sole shareholder of the company shall be formalized in one copy no later than ten days after its adoption. The decision is signed by the sole shareholder of the Company or his authorized person.

27. Decisions made by the sole shareholder of the company are sent to the executive body of the company on the day of signing for execution.

28. Decisions made by the sole shareholder of the Company shall be submitted to the Company's archives for safekeeping after execution.

29. The sole shareholder of the company has the right to familiarize himself with the documents on the company's activities in accordance with the procedure established by law.

30. The secretary of the company's sole shareholder resolution may be one of the company's corporate relations officers.

31. The secretary of the meeting of the sole shareholder of the company:  
conducts a single shareholder resolution;  
records the discussion of issues on the agenda of the decision of the sole shareholder of the company based on written applications;  
the minutes of the resolution of the sole shareholder must indicate the following:  
the date, place and time of the decision of the sole shareholder of the company;  
invited persons;  
list of issues submitted for consideration to the sole shareholder ;  
in the case of audio and video recordings and broadcast of the meeting on the Internet, this information will also be displayed;  
decisions made.

32. The report of the decision of the sole shareholder of the Company shall be signed by the sole shareholder of the Company and the secretary of the meeting.

## **6. EXECUTION OF SOLE SHAREHOLDER'S DECISION**

33. Within two working days from the date of the decision by the sole shareholder of the company, information about it shall be published and its minutes, important facts shall be disclosed.

34. Relevant information of the company may be published on the official website of the stock exchange.

35. Control of the implementation of decisions made by the sole shareholder of the Company is carried out by the Supervisory Board of the Company and the executive body of the Company.

## **7. FINAL RULES**

36. These Regulations may be amended and/or supplemented based on amendments to the current legislation or amendments and/or additions to the Company's charter.

37. Amendments and/or additions, if no specific date is specified in this resolution, shall enter into force upon approval by the resolution of the sole shareholder of the Company.

38. If certain provisions of this Regulation conflict with the current legislation of the Republic of Uzbekistan and/or the Company's Charter, these provisions shall lose their force, and the current legislation of the Republic of Uzbekistan and/or the Company's Charter shall be followed until appropriate amendments are made to this Regulation on issues regulated by these provisions. .

39. The period of implementation of this Regulation shall come into force from 01.07.2022.