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|  | *APPENDIX No. 1* *to the Decision No. \_\_\_* *of the Sole shareholder* *dated \_\_\_\_\_\_\_\_\_, 2023* |
| **“REGISTERED”**by the Public Services Centerof Mirabad district of Tashkenton \_\_\_\_\_\_, 2023under No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  | **“APPROVED”**by the Decision No. \_\_\_\_\_of the Sole Shareholderof “Uzbek Geological Exploration”Joint Stock Companydated \_\_\_\_\_\_\_\_, 2023 |

**ARTICLES OF ASSOCIATION**

**OF “UZBEK GEOLOGICAL EXPLORATION”**

**JOINT STOCK COMPANY**

**(new edition)**

**Tashkent – 2023**

**I. GENERAL PROVISIONS**

1.1. These Articles of Association of “Uzbek Geological Exploration” Joint-Stock Company were developed on the basis of the Law of the Republic of Uzbekistan “On Joint-Stock Companies and Protection of Shareholders’ Rights” (hereinafter referred to as the Law) and other normative legal documents.

1.2. “Uzbek Geological Exploration” Joint-stock Company (hereinafter referred to as the Company) was incorporated according to the Decree of the President of the Republic of Uzbekistan No.DP-5083 dated April 21, 2021 “On additional measures to actively attract investments in the field of geology, transform branch enterprises and expand the republic's mineral and raw material base” and the Decision No.1 of the Ministry of Finance of the Republic of Uzbekistan, the Sole shareholder of the Company dated July 24, 2021.

According to the Decree of the President of the Republic of Uzbekistan No. DP-101 dated March 24, 2023, 100 percent of the state share of the Company was transferred to the State Asset Management Agency.

1.3. The Company conducts its activities in accordance with the Civil Code of the Republic of Uzbekistan, the Laws On Joint-Stock Companies and Protection of Shareholders’ Rights”, “On the Securities Market” and other legal documents and these Articles of Association.

1.4. Full name of the Company:

in the state language – “O‘zbek geologiya qidiruv” aksiyadorlik jamiyati (short name – “O‘zbek geologiya qidiruv” AJ) or in Cyrillic alphabet – “Ўзбек геология қидирув” акциядорлик Жамияти (short name – “Ўзбек геология қидирув” АЖ);

in English – “Uzbek geological exploration” joint-stock Company (short name – “Uzbek geological exploration” JSC);

in Russian – Акционерное общество “Узбекгеологоразведка” (short name – АО “Узбекгеологоразведка”).

1.5. Legal address of the Company: Republic of Uzbekistan, Tashkent, Mirabad district, T. Shevchenko st., 11a, postal code - 100060.

1.6. Email address of the Company: info@uzgeo.uz

1.7. The official website of the Company: www.uzgeo.uz

**II. LEGAL STATUS OF THE COMPANY**

2.1. The Company is a legal entity and has separate property, including property allocated to its Authorized capital, which is accounted for in its independent balance sheet, can receive and exercise property and personal immovable rights on its own behalf, undertake obligations, be a claimant and liable in court.

2.2. The Company acquires the status of a legal entity from the moment of state registration. The period of activity of the Company is not limited.

2.3. The Company has the right to open bank accounts in the territory of the Republic of Uzbekistan and beyond.

2.4. The Company has the right to have the main seal with its full name and legal address written in the state language, auxiliary seals, stamps and official forms, its own emblem, as well as a duly registered trademark and other means reflecting the private signs of the participants of civil transactions, goods, works and services.

2.5. The Company is responsible for its obligations with all the property it owns.

2.6. Shareholders are not responsible for the Company's obligations and bear the risk of compensation for losses related to its activities within the value of their shares.

2.7. Shareholders who have not fully paid the price of the shares shall be jointly and severally liable for the Company's obligations within the unpaid part of the value of the shares belonging to them.

2.8. The Company is not responsible for the obligations of its shareholders.

2.9. If the bankruptcy of the Company was caused by the illegal actions of a person acting as a shareholder with the right to give instructions binding on the Company, in case of insufficient assets of the Company, this shareholder may be charged with subsidiary liability for the obligations of the Company. The shareholder has the right to give mandatory instructions only if it is specified in these Articles of Association.

2.10. The bankruptcy of the Company is considered to have occurred due to the shareholder's actions only if the shareholder who has the right to issue mandatory instructions for the Company, knowing in advance that the Company will go bankrupt as a result of the implementation of a certain action, uses this right for the implementation of such an action by the Company.

2.11. The state and its bodies shall not be responsible for the obligations of the Company, and the Company shall not be responsible for the obligations of the state and its bodies.

2.12. The Company may establish its branches and open its representative offices in accordance with the legislation.

The head of the branch or representative office is appointed in accordance with the procedure established by the legislation and these Articles of Association and operates on the basis of the power of attorney issued by the Company.

The Company is responsible for the activities of the branch and the representative office.

Establishment of branches and representative offices by the Company outside the Republic of Uzbekistan - in foreign countries, unless otherwise stipulated in the international agreement of the Republic of Uzbekistan, is carried out in accordance with the legislation of the country where the branches and representative offices are located.

2.13. The Company may have subsidiary or subsidiary companies in the form of a joint-stock Company or a limited liability Company in accordance with legal documents.

**III. TYPE OF ACTIVITY OF THE COMPANY (MAIN DIRECTIONS) AND PURPOSE**

3.1. Company is a commercial organization, the main purpose of which is to make a profit from financial and economic activities.

3.2. The main purpose of the Company's activities is to carry out geological-research works in all regions of the republic, to carry out geological-exploration works, including the search for deposits, evaluation and prospecting. In addition, it carries out analytical, thematic and regional geological research and laboratory analysis, topographic, geological imaging and mapping, and other mineral exploration, evaluation, and exploration.

3.3. Based on its main purpose, the Company performs the following types of activities and services:

- carries out geological prospecting works in order to search for non-ferrous and precious metals in areas with geological potential for predictive resources, to determine their prospects;

- step-by-step (searching, evaluation and prospecting) geological exploration for the extraction of non-ferrous and precious metals and their associated minerals;

- searches for mineral deposits in the areas with predicted resources of non-ferrous and precious metals, carries out geological exploration, assessment and exploration in order to determine their reserves;

- introduces modern methods and technologies in conducting geological exploration works in non-ferrous and precious metals and other mineral deposits;

- carries out scientific and thematic work to find prospective areas of non-ferrous and precious metals and creates small, medium and large-scale geological maps of areas with predicted resources.

3.4. During its activity, the Company in accordance with its main tasks:

develops long-term, medium-term and annual programs of the Company in the field of geological research of the earth's depth and submits them to the Ministry of Mining and Geology of the Republic of Uzbekistan (hereinafter referred to as the Ministry of Mining and Geology);

- develops project and estimate documents for carrying out geological prospecting works in the territory of the Republic of Uzbekistan, financed from the state budget and special funds, and submits them to the Ministry of Mining and Geology for approval;

- submits to the Ministry of Mining and Geology the reports representing the results of the geological research conducted within the scope of its authority;

- based on the tasks of the Company, it submits additional proposals to the Ministry of Mining and Geology during the exploration and evaluation of mineral deposits;

- together with companies under the jurisdiction of the Ministry of Mining and Geology, other organizations and individual executors, formulates and draws up subcontracts for the execution of geological assignments given to the Company on the basis of a contract, draws up and supervises their implementation;

- conducts geological prospecting works on the basis of contracts on the orders of foreign investors in agreement with legal entities and individuals, including the Ministry of Mining and Geology;

- the Company establishes a Scientific and Technical Council (STC) consisting of leading experts, the Regulation on STC is approved by the Management Body of the Company;

- carries out publishing activities in the field of geological research, use and protection of the subsoil in accordance with the established procedure;

- in order to create safe conditions of production in the Company and its territorial divisions, it ensures compliance with the requirements of fire safety, road safety, sanitary and ecological standards, geological prospecting and auxiliary work safety rules;

- implements measures to reduce the negative impact of geological exploration on the natural environment and to protect nature;

- ensures the confidentiality of information that is a state secret, implements measures to ensure the preservation of confidential information, determines the structure, volume and order of protection of information that is a commercial secret;

- implements measures for civil protection of public facilities and residential areas.

3.5. The Company carries out other activities not prohibited by the laws of the Republic of Uzbekistan.

**IV. AMOUNT OF THE AUTHORIZED FUND (AUTHORIZED CAPITAL) OF THE COMPANY.**

4.1. The Authorized fund (Authorized capital) of the Company consists of the nominal value of the Company's shares received by the shareholders and is expressed in the national currency of the Republic of Uzbekistan.

4.2. The Authorized fund (Authorized capital) of the Company is 709,180,869,200 (seven hundred nine billion one hundred eighty million eight hundred sixty nine thousand two hundred) sums and divided into 7,091,808,692 ordinary shares (seven billion ninety one million eight hundred eight thousand six hundred ninety two) with the nominal value of each 100 (one hundred) sums.

4.3. The Company's Authorized fund (Authorized capital) can be increased by placing additional shares.

4.4. Additional shares are placed by the Company only within the number of announced shares specified in these Articles of Association.

The number of announced shares that the Company may issue in addition to the issued shares for the purpose of increasing the Authorized capital consists of 10,000,000,000 (ten billion) ordinary shares with a nominal value of 100 (one hundred) sums.

4.5. The total value, number, type, nominal value, procedure, method, term, price of placement (release of shares on the over-the-counter market), payment procedure for shares shall be determined in the single shareholder's decision to increase the Authorized capital by placing additional shares.

4.6. Additional issued shares will be placed by open and closed subscription methods.

4.7. Shareholders who are the owners of voting shares in the placement of shares and emission securities that can be exchanged for shares and are paid for in cash by the Company have the right to preferentially receive them in an amount proportional to the amount of shares of this type owned by them.

**Reduction of the Authorized fund of the Company**

4.8. The Company's Authorized fund (Authorized capital) can be reduced by reducing the nominal value of shares or by reducing the total number of shares.

4.9. If as a result of reduction of the Authorized fund (Authorized capital) of the Company, its amount decreases below the minimum amount established by law, the Company has no right to reduce the Authorized fund (Authorized capital).

4.10. When a Sole shareholder decides to reduce the Authorized capital (Authorized capital), the General Meeting of Shareholders indicates the reasons for reducing the Authorized capital (Authorized capital) and determines the procedure for reducing it.

4.11. State registration of amendments to the founding documents (Articles of Association) related to the creation and change of the state share is carried out if there is an appropriate order of the State Assets Management Agency.

**V. TYPES OF COMPANY SHARES AND PROCEDURE FOR PAYING DIVIDENDS ON THEM**

5.1. Shares of the Company are issued securities bearing the owner's name, which can be ordinary or preferred depending on the type.

5.2. Ownership of shares is confirmed by an extract from the deposit account.

5.3. Dividends are paid from the Company's net profit remaining at the disposal of the Company and/or from the undistributed profit of previous years. Dividends on preferred shares can be paid out of the Company's specially designated funds.

5.4. Payment of dividends calculated by the Company on ordinary shares is carried out subject to the equal rights of shareholders to receive dividends.

5.5. The dividend can be paid in cash or other legal means of payment or with the Company's shares and other securities, according to the decision of the General Meeting of Shareholders.

The dividend payment decision must specify the dates when the dividend payment starts and ends.

The term and procedure for paying dividends is determined by the decision of the General Meeting of Shareholders. The period of payment of dividends shall not be later than sixty days from the date of such decision.

5.6. The Company pays dividends on the shares placed once a year based on the results of the financial year, except for cases provided by law.

5.7. The decision on the payment of dividends, the amount of the dividend, the form and procedure of its payment shall be made by the General Meeting of Shareholders based on the recommendation of the Supervisory Board of the Company, the auditor's opinion on the reliability of the financial report, based on the information of the financial report.

**VI. RESERVE FUND OF THE COMPANY**

6.1. The Company establishes a reserve fund from the net profit and other funds determined at the General Meeting of Shareholders, necessary for the Company's activities.

6.2. The Company's reserve fund, in the absence of other funds, is intended to compensate for the Company's losses, redeem the Company's corporate bonds, pay dividends on preferred shares, and buy back the Company's shares. The reserve fund cannot be used for other purposes.

6.3. A reserve fund in the amount of not less than 15 percent of the Authorized capital of the Company will be established. 5 percent of the net profit will be allocated annually to the reserve fund until the specified amount is reached.

6.4. In the event that the reserve fund is fully or partially spent, it will be recovered from the net profit from mandatory deductions.

**VII. STRUCTURE OF THE MANAGEMENT BODY OF THE COMPANY**

7.1. Management bodies of the Company:

- General Meeting of Shareholders;

- Supervisory Board;

- Governing body.

**VIII. GENERAL MEETING OF SHAREHOLDERS THE COMPANY**

8.1. The General Meeting of Shareholders is the highest governing body of the Company.

8.2. The Company must hold an annual (ordinary) General Meeting of Shareholders every year. The annual General Meeting of Shareholders shall be held no later than six months after the end of the financial year. The ordinary (annual) general meeting of the Company's shareholders is usually held every year in May-June.

8.3. Owners of the Company's ordinary shares of not less than one percent have the right to propose the agenda of the General Meeting of Shareholders, distribution of profits, nomination of their candidate for membership of the Management and Supervisory Body (with the possibility of replacement before the general meeting). Such proposals must be submitted no later than 90 days after the end of the fiscal year.

8.4. General meetings held other than the annual General Meeting of Shareholders are special meetings.

8.5. A Company where all common shares are owned by one shareholder does not hold a General Meeting of Shareholders. Decisions on issues included in the authority of the General Meeting of Shareholders by the Law and the Articles of Association of the Company shall be made individually by such shareholder and must be formalized in writing, except for cases where the Company's preferred shares receive the right to vote in accordance with the Law. In this case, the provisions of this chapter, which determine the procedure and terms of preparation, convening and holding of the General Meeting of Shareholders, are not applied, except for the provisions relating to the terms of holding the annual General Meeting of Shareholders.

8.6. The powers of the General Meeting of Shareholders include:

- Amendments and additions to the Articles of Association of the Company or approval of the new version of the Articles of Association of the Company;

- Reorganization of Company;

- Liquidation of the Company, appointment of liquidator (liquidation commission) and approval of interim and final liquidation balances;

- Determining the number of members of the Supervisory Board (including independent members), electing their members and prematurely terminating their powers;

- Determining the maximum amount of announced shares;

- Increasing the Authorized fund of the Company;

- Reducing the Authorized fund of the Company;

- Purchase of placed shares of the Company;

- Approval of the organizational structure of the Company;

- Formation of the management body of the Company and election (appointment) of its leader and early termination of the powers of the leader;

- Election of members of the Audit Commission and early termination of their powers, as well as approval of the Articles of Association of the Audit Commission;

- Approving the annual report and annual business plan of the Company, as well as the strategy of the medium-term and long-term development of the Company based on the main directions and goals of the Company's activities;

- Distribution of profits and losses of Company;

- Determining the amounts of fees and (or) compensations paid to members of the Supervisory Board of the Company;

- Accepting the reports of the Supervisory Board of the Company and the conclusions of the Supervisory Board of the Company and the conclusions of the Supervisory Board of the Company regarding the issues within the scope of their authority, including compliance with the requirements established by the legislation on the management of the Company;

- Making decisions provided for in Article 35 of the Law on non-application of preferential rights and these Articles of Association;

- Approval of the Regulation of the General Meeting of Shareholders;

- Crushing and enlarging shares;

- Taking a decision to conclude a large transaction with respect to property, whose balance sheet value or acquisition value is more than fifty percent of the amount of the Company's net assets on the date of the decision to conclude a transaction based on Chapter VIII of the Law;

- Making a decision on concluding transactions with an affiliate of the Company based on Chapter IX of the Law;

- Approval of the form of making a decision and disclosing the message on the obligation to comply with the recommendations of the Corporate Governance Code;

- Approving the Company's Regulations on management bodies, including internal control, dividend policy, and the procedure for action in the event of a conflict of interest;

- Determining the procedure and conditions of providing (receiving) sponsorship (charity) or gratuitous assistance, making a decision on giving the authority to implement them to the Supervisory Board and (or) the Management Body, depending on the amount;

- Establishing (approving) the procedure for covering the cost of maintaining a minority shareholding committee (in the case of forming a minority shareholding committee) from the Company's funds;

- Determining the requirements for the form and content of the reports of the management and control bodies of the Company reporting at the General Meeting of Shareholders, the duration of the General Meeting of Shareholders;

- Determining the audit organization for the mandatory audit, making a decision on the maximum fee to be paid for the services of this organization and concluding a contract with it (cancellation of the contract).

8.7. The right to participate in the General Meeting of Shareholders is exercised by the shareholder personally or through his representative. The shareholder's representative works at the General Meeting of Shareholders based on a written power of attorney.

8.8. Decisions made by the General Meeting of Shareholders are posted on the corporate website of the Company and on the single portal of corporate information within the terms established by law. If the Company's shares and other securities are included in the quotation sheet of the stock exchange, these decisions are also posted on the official website of the stock exchange.

8.9. The general meeting of the Company's shareholders is convened and held in accordance with the Regulation of the Company “On the General Meeting of Shareholders”.

**IX. SUPERVISORY BOARD OF THE COMPANY**

9.1. The Supervisory Board of the Company carries out general management of the Company's activities, except for issues related to the authority of the General Meeting of Shareholders.

9.2. Members of the Company's Supervisory Board are elected by the General Meeting of Shareholders for a three-year term. The number of members of the Supervisory Board of the Company shall be 5 (five) people, of which at least 25 percent should be foreign qualified specialists.

9.2.1. At least one (not less than 15 percent of the number of members of the Supervisory Board stipulated in the Articles of Association) independent member is included in the composition of the Supervisory Board.

The following cannot be independent members of the Supervisory Board:

a person who has worked in the Company and (or) affiliated entities of the Company in the last three years;

a shareholder owning five or more percent of the Company's voting shares (directly and (or) through affiliated persons);

a person who has a civil-legal relationship with a major customer and (or) a major supplier of the Company and (or) its affiliate. In this case, those persons with whom there is a contract for the amount of more than two thousand times the amount of the base calculation, those persons are recognized as customers and major suppliers;

an employee of an audit organization who has provided audit services to the Company and (or) the Company's affiliates in the last three years;

a member of the Supervisory Board of the Company for six consecutive years;

a person who has any agreement with the Company and (or) its affiliates, excluding agreements related to ensuring the performance of duties and functions of a member of the Supervisory Board;

a person who is a member of the Company's management and internal control bodies and (or) its affiliates, or a close relative of a person who has been a member of them within the last three years or a relative by god (parents, brothers, sisters, sons, daughters, husband ( wife), as well as a person who is her husband's (wife's) parents, brothers, sisters and children);

a person who is an employee of a state management body or a state enterprise;

a person who does not comply with the requirements specified in the Articles of Association of the Company or in the documents approved by the decisions of the General Meeting of Shareholders.

As a rule, candidates for independent membership of the Supervisory Board are nominated by the Supervisory Board of the Company for consideration by the General Meeting of Shareholders (single shareholder), in which candidates selected by shareholders either on the basis of a competition or through a "headhunter" Company can be included in the discussion of the Supervisory Board of the Company for independent membership.

The Company maintains a register of independent members elected to the Supervisory Board of the Company and publishes it on its official website.

9.3. The scope of authority of the Supervisory Board of the Company includes:

- determining the priority directions of the Company's activity while regularly listening to the report of the Company's Management Body on the implementation of the Company's business plan indicators, as well as the measures taken to achieve the development strategy;

- convening annual and extraordinary general meetings of shareholders, except for the cases stipulated by the Law;

- preparing the agenda of the General Meeting of Shareholders, setting the date, time and place of its holding;

- informing about the General Meeting of Shareholders and setting the date of formation of the register of shareholders of the Company for participation;

- introducing the issues provided for in the second paragraph of the first part of Article 59 of the Law for the decision of the General Meeting of Shareholders;

- organization of determining the market value of property;

- determining the amounts of fees and (or) compensations to be paid to the Management Body of the Company;

- appointment of a corporate consultant and approval of the Regulation defining the order of activity;

- approving the annual business plan of the Company no later than December 1 of this year;

- organization of the Internal Audit Service and appointment of its employees, as well as quarterly hearing of its reports;

- free use of any documents related to the activity of the Management Body of the Company and obtaining these documents from the Management Body to fulfill the tasks assigned to the Supervisory Board of the Company. The Supervisory Board of the Company and its members may use the received documents only for service purposes;

- conducting an audit (with the exception of a mandatory audit), determining the audit organization, deciding on the maximum fee to be paid for its services and concluding a contract with it (cancellation of the contract);

- making recommendations on the amounts of fees and compensations to be paid to members of the Audit Commission (Inspector);

- making recommendations regarding the amount of dividend, the form and procedure of its payment;

- use of the reserve fund and other funds;

- establishment of branches and opening of representative offices and approval of their Articles of Associations;

- establishment of subsidiary companies (they are created in the form of a joint-stock Company or a limited liability Company);

- making a decision on the conclusion of large transactions by the Company and (interest) transactions with the affiliated persons of the Company in the cases specified by law;

- concluding transactions related to the participation of the Company in commercial and non-commercial organizations in accordance with the procedure established by law;

- making a decision on issuing corporate bonds, including bonds that can be exchanged for shares;

- making a decision to buy back corporate bonds of the Company;

- making a decision on issuing additional shares and approving the issue prospectus;

- making decisions on issues of increasing the Company's Authorized fund (Authorized capital), as well as making changes and additions to the Company's Articles of Association related to increasing the Company's Authorized fund (Authorized capital) and reducing the number of issued shares of the Company;

- determining the price of placing shares (issuance of securities to the stock market and the organized over-the-counter market);

- making a decision on the issue of securities derivatives;

- making decisions on sponsorship (charity) or providing (receiving) unbiased assistance only on the basis of the procedure and conditions established by the General Meeting of Shareholders, as well as within the framework established by law, in such a way as to disclose information about it to all shareholders;

- if necessary, to make a decision on conducting an analysis of the compatibility of business processes and projects with the development goals of the Company every year, involving independent professional organizations - consultants;

- electing (appointing) the Deputy Chairman of the Management Body of the Company and prematurely terminating their powers;

- organizing committees among the members of the Supervisory Board to consider the most important issues and prepare recommendations for the Supervisory Board of the Company;

- negotiating agreements (agreement, contract, memorandum, etc.) on the alienation of the Company's property, the form and mechanism of its sale, investment in the Company's Authorized capital by third parties.

- approval of the internal corporate and normative documents of the Company (except for the issues within the competence of the General Meeting of Shareholders).

9.4. The election of members of the Supervisory Board is carried out by cumulative voting. In cumulative voting, the number of votes belonging to each shareholder is multiplied by the number of independent members and other members to be elected to the Supervisory Board, and the shareholder has the right to give the votes thus obtained to one candidate in full or to divide them between two or more candidates. Candidates with the most votes are considered to be elected members of the Supervisory Board of the Company.

In the minutes of the meeting, the member of the Supervisory Board elected at the General Meeting of Shareholders must indicate which shareholder he represents or which member of the Supervisory Board is an independent member.

9.5. The Chairman of the Supervisory Board is elected by the members of the Board from among themselves by a majority vote. The Chairman of the Supervisory Board may be re-elected by a majority vote of the members of the Supervisory Board.

9.6. The Chairman of the Supervisory Board organizes its work, convenes and presides over the meetings of the Supervisory Board, organizes the keeping of minutes at the meeting, signs the employment contract with the Management Body of the Company - the Chairman of the Board and his deputies.

9.7. In the absence of the Chairman of the Supervisory Board, one of the members of the Board performs his duties.

9.8. Meetings of the Supervisory Board are convened and held by its Chairman at least once every quarter. In the activities of the Company, it is not allowed to hold meetings of the Supervisory Board by absentee voting (by poll) on hearing the report of the Management Body every quarter.

9.9. Owners of the Company's ordinary shares of not less than 1 percent have the right to demand the convening of a meeting of the Supervisory Board and to make a proposal regarding the agenda.

9.10. Decisions at a meeting of the Supervisory Board are made by a majority vote of those present at the meeting, unless otherwise provided by law. Each member of the Board has one vote when matters are resolved at the meeting of the Supervisory Board. One member of the Supervisory Board has no right to vote for another member of the Board. In case of equal votes of members of the Supervisory Board, the vote of the Chairman of the Board is decisive.

9.11. Members of the Supervisory Board may participate in the meeting via video and audio conference calls, and their votes are not considered absent for decision-making.

9.12. The Supervisory Board and its Chairman must act in the interests of the Company in exercising their rights and fulfilling their obligations. They are responsible to the Company and its shareholders in accordance with legal documents and these Articles of Association.

An independent member of the Supervisory Board of the Company shall have the same rights and obligations as other members of the Supervisory Board, as defined by the Law and this Regulation.

9.13. The Company's Supervisory Board works on the basis of these Articles of Association and the Regulation “On the Supervisory Board” approved by the General Meeting of Shareholders.

**X. GOVERNING BODY OF THE COMPANY**

10.1. Management of the daily activities of the Company is carried out by the collegial management body - the Management Board.

The Management Board consists of 6 (six) people who are elected (appointed) for a period of three years.

10.2. The Management Board manages the day-to-day activities of the Company and carries out operative management in accordance with the legislation of the Republic of Uzbekistan, the Company's Articles of Association, the General Meeting of Shareholders and the decisions of the Supervisory Board.

10.3. The management reports to the General Meeting of Shareholders and the Supervisory Board.

10.4. The Chairman of the Management Board of the Company is elected (appointed) by the General Meeting of Shareholders, and the Deputy Chairman of the Management Board is elected (appointed) by the Supervisory Board.

The appointment of the Chairman of the Management Board of the Company, his deputies and members, as a rule, is carried out on the basis of selection on the basis of a competition in which foreign managers can participate. In this case, at least 3 qualified foreign specialists will be involved in the management positions of the Company.

The employment contract with the Chairman of the Management Board and his deputies is signed by the Chairman of the Supervisory Board on behalf of the Company. The Chairman of the Board cannot be the Chairman of the Board for more than two consecutive terms.

10.5. The amount of remuneration paid to the Chairman of the Board and its members is directly dependent on the efficiency of the Company's activities and is determined in the employment contract. Subsidiary liability of these persons for any damages, losses caused to the interests of the Company as a result of the actions (inaction) of the Chairman of the Board and his members, resulting fines, fines and other mandatory payments is provided for in the labor contracts concluded with them.

10.6. The powers of the Management Board include all matters related to the management of the Company's daily activities, with the exception of matters included in the powers of the General Meeting of Shareholders and the Supervisory Board.

10.7. Management organizes the implementation of decisions of the General Meeting of Shareholders and the Supervisory Board.

10.8. The powers (rights) and obligations of the Chairman of the Management Board of the Company include:

- leading the work of the Company within the scope of its powers;

- acting on behalf of the Company without a power of attorney, including representing its interests;

- issuing power of attorney on behalf of the Company;

- concluding agreements on behalf of the Company within the scope of its powers;

- recruiting employees, concluding and canceling labor contracts with them, applying disciplinary sanctions against them, ensuring that employees maintain labor and performance discipline;

- approving the staff table and nomenclature of positions of the Company in agreement with the management and determining the amounts of fees and (or) compensations paid to the employees of the Company;

- approving the staff of the branch or representative office of the Company and appointing its head;

- accepting orders and giving instructions that all employees of the Company, joint-stock companies and organizations must follow;

- participation in the meetings of the Supervisory Board of the Company;

- opening bank accounts (national and foreign currency accounts);

- have the authority to sign the bank and other financial documents of the Company;

- ensuring the complete and timely submission of the state statistics report and accounting report to the relevant bodies;

- ensuring compliance with social guarantees of the employees of the Company and protection of their work.

10.9. The powers (rights) and obligations of the Management Board of the Company include:

- misappropriation of the Company's property and funds within the scope of its powers;

- approving Regulations on structural divisions (central apparatus) of the Company, job instructions of employees;

- approving internal regulatory documents of the Company, excluding approval of internal regulatory documents included in the authority of the General Meeting of Shareholders and the Supervisory Board;

- adoption of decisions of the Management Board of the Company, which are mandatory for the shareholding Companies, organizations, representative offices and branches;

- appointing and dismissing the heads of the branches of the Company;

- making changes to the structure of the Company within the scope of the authority given by the decision of the General Meeting of Shareholders (Sole Shareholder) within the total number of employees;

- developing Company development programs and business plans, monitoring their implementation;

- ensuring profit in the amounts indicated in the business plan approved by the Authorized management body of the Company;

- ensuring the organization and reliability of accounting and reporting in the Company in accordance with the law, as well as the provision of information about the Company's activities sent to shareholders, creditors and other recipients;

- unimpeded presentation of documents on the financial and economic activities of the Company at the request of the Company's Sole shareholder, the Supervisory Board, the Audit Commission and the Company's auditor;

A transaction related to the acquisition of property by the Company or its transfer to another person or the possibility of transfer of property to another person (including a loan, pledge, guarantee) or several interconnected transactions, if the property being transferred to another person or the property to be received - to conclude a transaction in the amount of up to fifteen percent of the amount of the Company's net assets on the date when the balance sheet value of the property is adopted. In cases where the unanimity of the management of the Company is not reached, the issue of concluding an agreement may be referred to the judgment of the Supervisory Board in accordance with the decision of the Management of the Company;

- storage of information constituting the commercial secret of the Company;

- compliance with all rights of shareholders regarding the calculation and payment of dividends;

- ensuring efficient and stable operation of the Company within its powers;

- compliance with legislation of the Republic of Uzbekistan and internal documents of the Company;

- providing information about his significant interest (directly, indirectly or on behalf of third parties) in any transaction or in any matter directly related to the Company to the Supervisory Board of the Company;

- management of reputational risks of Company;

- the Management Board of the Company may have other powers (rights) and obligations in accordance with the legislation of the Republic of Uzbekistan, these Articles of Association and normative documents of the Company.

10.10. The Chairman of the Management Board and its members should act in the interest of the Company in exercising their rights and fulfilling their obligations. They are responsible to the Company and its shareholders in accordance with legal documents and this charter.

If the Executive body of the Company caused damage to the Company as a result of the violation of the procedure for concluding a large transaction or transaction with affiliated persons, and the fault of the director of the Company or the members of the Board or the trustee is proven in accordance with the procedure established by law, if the assets of the Company are not sufficient to cover the debts of the Company to the creditors the subsidiary is responsible for its obligations.

The Management Board operates on the basis of these Articles of Association and the Regulation “On the Management Body of the Company” approved by the General Meeting of Shareholders.

**XI. INTERNAL AUDIT SERVICE**

11.1. In the event that the balance sheet value of the Company's assets exceeds one hundred thousand times the minimum wage, an Internal Audit Service will be established in the Company. The Internal Audit Service is accountable to the Supervisory Board of the Company.

The number of employees of the Internal Audit Service must be sufficient to effectively achieve the objectives of the internal audit and solve its tasks, and it is determined to consist of two internal auditors certified by the Company's Supervisory Board.

11.2. The Internal Audit Service of the Company controls and evaluates the work of the Company's Management, branches and representative offices by checking and monitoring the following:

Compliance with legal documents, the Articles of Association of the Company and other documents by the Management Board, branches and representative offices of the Company;

Ensuring that information is fully and reliably reflected in the Company's accounting and financial statements;

Compliance with the established rules and procedures for the implementation of economic operations of the Company;

The Company shall ensure the preservation of assets, transactions with legal entities in which 50 percent of the share in the Authorized capital belongs to the Company, as well as compliance with the requirements established by law regarding the management of the Company.

11.3. The Company's Internal Audit Service carries out its activities in accordance with the procedure established by law, these Articles of Association and the Regulation “On the Internal Audit Service of the Company” approved by the decision of the Sole Shareholder.

**XII. SUPERVISION OF ACTIVITIES OF THE COMPANY**

12.1. In order to control the financial and economic activities of the Company, the General Meeting of Shareholders elects the Audit Commission for a period of one year. Members of the Audit Commission of the Company will consist of 3 people.

12.2. At the request of the Audit Commission, the Management Body of the Company must submit documents on financial and economic activities to the Audit Commission.

12.3. The Audit Commission has the right to demand the convening of an extraordinary General Meeting of Shareholders in accordance with the current legislation.

12.4. The members of the Audit Commission cannot be members of the Supervisory Board at the same time, as well as hold other positions in the Management bodies of the Company. The same person cannot be elected to the Audit Commission of the same Company more than three times in a row.

12.5. Audit of the Company's financial and economic activities on the initiative of the Audit Commission, the General Meeting of Shareholders, the Supervisory Board, or at the request of the shareholder (shareholders) owning at least 5 percent of the Company's voting shares, by notifying the Supervisory Board of the Company in advance, on the results of activities within one year or another period. is done.

12.6. According to the results of the audit of the financial and economic activity of the Company, the Audit Commission of the Company makes a conclusion, in this conclusion it is necessary to provide information:

- on assessment of the reliability of the information presented in the Company's reports and other financial documents;

- on the facts of the violation of the procedure of accounting and financial reporting, as well as the violation of legal documents during the implementation of financial and economic activities.

12.7. Additional requirements for the content of the Audit Commission's conclusion are determined by the General Meeting of Shareholders.

12.8. The Audit Commission will hear the conclusion of the existence of transactions or large transactions concluded with affiliated persons in the Company, as well as compliance with the requirements of the laws and internal documents of the Company regarding the conclusion of such transactions, quarterly at the meeting of the Supervisory Board and at the annual General Meeting of Shareholders.

12.9. The Audit Commission works on the basis of these Articles of Association and the Regulation “On the Audit Commission of the Company” approved by the General Meeting of Shareholders, and they are paid remuneration in accordance with the established procedure.

12.10. The position of the Company's corporate advisor, who is accountable to the Supervisory Board and supervises compliance with corporate legislation, will be introduced in the Company.

12.11. The activities of the Company's corporate advisor are regulated based on the Regulations approved by the Company's Supervisory Board.

**XIII. FINAL PROVISIONS**

13.1. All disputes and disagreements arising under the Articles of Association shall be resolved by mutual agreement of the shareholders in accordance with the current legislation and these Articles of Association.

13.2. If there is no possibility to resolve disputes and disagreements through negotiations, they will be resolved through the courts accordingly.

13.3. These Articles of Association and its amendments and additions shall enter into force from the moment of state registration in accordance with the procedure established by law.

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| **Chairman of the Management Board** **of “Uzbek Geological Exploration”****Joint-Stock Company** |  | **Alimov Sh.P.** |