

ADOPTED
by General Meeting's of Shareholders of
«Chirchiq transformator zavodi»
Joint Stock Company
« 28 » June, 2017

CHARTER
of «Chirchiq transformator zavodi»
Joint Stock Company
(New wording)

I. GENERAL PROVISIONS

1.1. This Charter is developed on the basis of the Law of the Republic of Uzbekistan "On Joint Stock Companies and Protection of Shareholders Rights" (The Law) and other legal acts.

1.2. «Chirchiq transformator zavodi» Joint-stock Company (hereinafter – the Company) was established through the reorganization of the joint venture «Chirchiq transformator zavodi» Open Joint-stock Company, which was registered by the Tashkent Regional Department of Justice on May 18, 2004.

The Company was registered by Tashkent regional Department of the Ministry of Justice of the Republic of Uzbekistan on May 18, 2004, the state register № - 201.

"Chirchik Transformer Zavodi" Joint-Stock Company is a legal successor in all rights and obligations of the open joint-stock company " Chirchiq transformator zavodi ".

1.3. The Company conducts its operations in accordance with the Civil Code of the Republic of Uzbekistan, the Law "On Joint Stock Companies and Protection of Shareholders Rights" and other legal acts.

1.4. Official name of the company:

Full:

In Uzbek: «Chirchiq transformator zavodi» aksiyadorlik jamiyati

In Russian: Акционерное общество «Chirchiq transformator zavodi»

In English: «Chirchiq transformator zavodi» Joint-stock company

Shortened:

In Uzbek: «ChTZ» AJ

In Russian: АО «ChTZ»

In English: «ChTZ» JSC

1.5. The company shall have the status of a legal entity from the date of its registration in the State Register. The company is created for an indefinite term.

1.6. The Company is a legal entity that has the rights to its own property, including the property transferred to its authorized fund, also the Company may receive and exercise property and personal non-property rights on its own behalf, and the Company may have obligations and may be the plaintiff and the defendant in court.

1.7. The company has own a rounded seal with a full name in the official language and its location.

The Company has the right to have its own stamps and blanks, a trademark registered in accordance with the established procedure and as well as other means that reflect the specific signs of participants of the civil society, other means of ownership of goods, works and services.

1.8. The location of the Company is determined by its location in the State Register. Location of the Company (postal address): 1, Electromashinazoshlar, Chirchik city, Tashkent region, Republic of Uzbekistan. Index: 111713.

E-mail: info@chtz.uz

Official web-site of the Company: www.chtz.uz

It is mandatory to send a written notification to the registering body about the change of address (postal address) and e-mail address and to inform shareholder through the mass media about it.

1.9. The Company has the right to open bank accounts in the territory of Uzbekistan and abroad.

1.10. The Company is responsible for all its property related to its obligations.

1.11. Shareholders are not liable for the obligations of the Company and shall be held the risk for damages incurred in connection with the Company's operations within the limits of their respective shares.

Shareholders who do not fully pay for their stocks will have joint liability for the obligations of the Company as part of their share of unpaid amounts.

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

The state and its authorities are not responsible for the obligations of the Company, nor does the Company bear any responsibility for the responsibilities of the state or its bodies.

1.12. The Company has the right to establish branch offices and open representative offices.

The branch office is separate division of the Company which is located outside of the Company and has distinctive feature of performing all or some of the functions of the Company, including the functions of the representative office.

The Representative Office is separate division of the Company which is located outside of the Company, representing the Company's interests and promoting these interests.

The Company's branch and representative office is not a legal entity. They operate according to the Charter approved by the Company's Supervisory Board. The property transferred to the branch office and representative office shall be taken into account at the balance sheet of the Company.

The head of a branch office or a representative office is appointed by the Company and operates on a power of attorney issued by the Company.

The Company is the responsible for the operations of a branch office or a representative office.

1.13. Establishment of branch offices and representative offices outside the Republic of Uzbekistan shall be carried out by the Company in accordance with the laws of the country where the branch offices and representative offices are located, unless otherwise provided in the international agreement of the Republic of Uzbekistan.

The Company may have subsidiaries in the form of Joint-stock company or limited liability company in accordance with the provisions of the law.

The Company shall be considered being entitled to give to its affiliated company the obligatory instructions only in a case when this right has been stipulated by the contract with the affiliated company or the Charter of the affiliated company.

The Company is considered affiliated if an other participating company possesses more than twenty percent of its voting shares.

1.14. The Company has the right to participate in the establishment of enterprises, organizations and other commercial structures according to the procedure defined by the legislation.

The Company can also participate in non-profit organizations.

II. THE COMPANY'S SPHERE OF ACTIVITIES (MAIN DIRECTIONS) AND OBJECTIVES

2.1. The Company is commercial organization, its main purpose is to benefit from its financial and economic activities.

2.2. The main objectives and activities of the Company are as follows:
on material production:

- manufacture and sale of consumer goods from transformer and electro-technical products, plastics, metal, wood and other domestic raw materials;
- execution of works on construction and technical re-equipment and reconstruction of production and other facilities according to orders or other means;
- carrying out project work on customer orders.

in service sector:

- testing and certification of transformer products, installation and commissioning, adjustment, commissioning of new transformers and transformer substations according to orders of enterprises and organizations;
- construction and repair of technical and civil engineering facilities by order of legal and physical persons;
- organization of exemplary firm sales through its own store network, storage of consumer goods and technical products and warehouse services;
- providing customers with transport, marketing and consulting services for the design and production of transformer products, sale, maintenance, repairs and renewal of the transformer and transformer substations;
- attracting for development projects, attraction of investors' finances, intellectual property objects, property and separate non-property rights of individuals and legal entities to production, reconstruction and expansion of new types of products;
- wholesale trade;
- foreign economic activity in accordance with the legislation of the Republic of Uzbekistan;
- Other activities not prohibited by the legislation of the Republic of Uzbekistan and not mentioned in this Charter.

2.3. In addition to the types of activities listed above, the Company may engage in other types of entrepreneurial activity not contrary to the legislation.

2.4. The types of activities required for a specific permit (license) are subject to obtaining the appropriate permit (license).

2.5. The external economic activity of the Company is carried out in the order established by the legislation.

III. THE VALUE OF THE CHARTER FUND (CAPITAL) OF THE COMPANY, ITS MULTIPLICATION AND REDUCTION MODE

3.1. The charter fund of the Company is the nominal value of shares of the Company, purchased by shareholders and it is defined in the national currency of the Republic of Uzbekistan.

3.2. The charter fund of the company is 52, 441, 035, 400 (fifty two billion four hundred forty one million thirty five thousand four hundred) sums, nominal value of every single shares is equal to 200 (two hundred) sums and 262,189 121 (two hundred sixty two million one hundred eighty nine thousand one hundred and twenty one) pieces of ordinary shares and 16 056 (sixteen thousand and fifty six) preferred shares.

3.3. The charter fund of the Company defines the minimum amount of property of the Company that guarantees the interests of the Company's creditors.

3.4. In addition to the issued shares, the Company has the right to issue 87,741,455 (eighty seven million seven hundred forty one thousand four hundred fifty five) ordinary shares with nominal value of 200 (two hundred) sums.

3.5.

a) Increasing the Company's authorized fund

3.6. The charter fund of the Company can be increased by issuing additional shares.

3.7. Additional shares can be issued by the Company only on the number of shares that are stated in the Charter of the Company.

The decision on increasing the charter fund of the Company through the issuing of additional shares is made by the Supervisory Board.

The resolution on Amendments to the Charter of the Company relating to increasing the Company's charter fund through the issuing of additional stocks is adopted by the General Meeting of Shareholders.

The number of additional shares, terms and conditions of placement should be determined by the decision on increasing the charter fund of the Company through the issuing of additional shares.

Increasing the charter fund of the Company through the issuing of additional shares may be exercised through the investments attracted, Company's own capital and calculated dividends in the manner prescribed by the laws of the Republic of Uzbekistan.

In the case of increasing the charter fund of the Company through issuing of additional shares from its own capital, these shares are distributed among all shareholders. At the same time, each shareholder is entitled to the shares of the same type, proportional to the number of shares outstanding. Increasing the charter fund of the Company shall not be permitted if the amount of repayment does not correspond to the nominal value of one share as a result of the Increasing the charter fund of the Company.

Increasing the charter fund of the Company through the issuing of additional shares shall be registered at the nominal value of additional shares placed. At the same time, the number of additional stocks announced in this Charter shall be reduced by the number of additional shares placed.

3.8. The decision to issue additional shares or to increase the nominal value of shares taken by the Company's Supervisory Board is the decision to increase the charter fund of the Company.

3.9. Decision on formation or increasing of the state share in the charter fund of the Company in the form of tax or other debts to the state shall be made by simple majority of shareholders, if there are at least two thirds (except the State) of the voting shares of the company, is done.

b) reduction of the charter fund of the Company

3.10. The charter fund of a company can be reduced by reducing the nominal value of shares or reducing their total number, including by acquiring a portion of shares by the company with subsequent cancellation.

The company has the right for reduction of the charter fund through purchasing and cancellation of a portion of shares.

3.11. The Company shall not be entitled to reduce the charter fund (charter capital) if as a result of this its size becomes less than the minimum amount of the charter fund (charter capital) of the company determined by the Laws of the Republic of Uzbekistan as determined on the date of state registration of relevant changes in the company's charter.

3.12. Decisions to reduce the statutory fund (charter capital) of the company and on making appropriate changes to the Company's charter are adopted by the general meeting of shareholders.

At adoption of a decision on reduction of the Charter Fund (Charter Capital) of the Company, the General Shareholders' Meeting shall indicate reasons for diminution of the Charter Fund (Charter Capital) and establish the order of its reduction.

3.13. Not later than thirty days from the date of the decision to reduce the statutory fund (charter capital), the company in writing notifies its creditors about this. Creditors have the right to demand not later than thirty days from the date of sending the notification on reduction of the charter capital (charter capital) of the company from the company early fulfillment of its obligations and compensation of losses connected with it.

IV. TYPES OF SHARES OF THE COMPANY, ITS NOMINAL VALUE, THE PROPORTION OF SHARES OF DIFFERENT TYPES, OTHER SECURITIES OF THE COMPANY

4.1. The Company's shares by type can be simple and privileged.

The owner of a share - a shareholder is a legal entity or an individual, to whom the shares belong on the right of ownership or other proprietary right – is defined as the Company's shareholder.

Shareholders holding ordinary shares may participate in the General Meeting of Shareholders in accordance with the law and in accordance with this Charter, with the right to vote on all issues within the jurisdiction of the given General Meeting of Shareholders, as well as the right to receive dividends and to receive part of the Company's property in the case of the liquidation of the Company in proportion to their respective shares.

Shareholders holding preferred shares do not have the right to vote at the General Meeting of Shareholders, unless otherwise stated in the legislation and this Charter.

The amount of dividends on preferred shares is 30% of the nominal value of shares.

Acquisition of privileged shares by the Company is made at nominal value of shares.

Unpaid or unpaid dividends on privileged shares are accumulated and paid in the subsequent paid dividends established by this Charter.

The Company's preferred shares give the shareholders the same rights to their holders and the same nominal value as ordinary shares.

Shareholders - owners of preferred shares participate in the general meeting of shareholders with the right to vote when resolving questions about the reorganization and liquidation of the company. Shareholders who own preferred shares acquire the right to vote when they decide at the general meeting of shareholders to introduce amendments and additions to the company's charter limiting the rights of shareholders holding preferred shares.

Shareholders - owners of preferred shares have the right to participate in the general meeting of shareholders with the right to vote on matters falling within its competence, starting with the meeting following the annual general meeting of shareholders, at which no decision was made to pay dividends or a decision was made on partial payment dividends on preferred shares. The right of shareholders holding preferred shares to participate in the general meeting of shareholders is terminated from the moment of the first payment of dividends for preferred shares.

4.2. An ordinary or a preferred shares that gives the shareholder the right to vote in a matter of vote is the Company's voting share.

4.3. Conversion of ordinary shares of the Company into preferred shares, corporate bonds and other securities is not allowed.

4.4. The Company has the right, in accordance with the legislation of the Republic of Uzbekistan and its charter, to issue and place corporate bonds and other securities.

The Company is entitled to issue corporate-guaranteed corporate bonds within the limits of the amount of its own capital as of the date of the decision to issue them.

Securities convertible into shares of the company may be corporate bonds of the Company.

The issuance by the Company of corporate bonds, including those convertible into shares, is carried out by decision of the Supervisory Board.

In case of issuance by a company of corporate bonds convertible into shares, upon the decision of the Supervisory Board, this decision must be taken by all its members.

In case of placement by the Company of securities convertible into shares, the number of announced shares must be at least the amount necessary for conversion during the circulation period of these securities.

The Company does not have the right to take decisions on limiting the rights granted by shares to which securities placed by the company can be converted, without the consent of the owners of these securities.

V. CONDITIONS AND METHODS OF THE PLACEMENT OF THE COMPANY'S SHARES

5.1. The methods of placement of shares and securities convertible into shares by the company can be public or private subscription.

5.2. The term for the placement by the company of additional shares and other equity securities of the company shall not exceed one year from the date of state registration of their issuance. Additional shares of the Company must be paid during the term of placement specified in the resolution on the issue of these shares.

5.3. When placing shares and other securities of the company, they are paid by cash and other means of payment, property, as well as rights (including property) that have a monetary value. The procedure for payment for shares and other equity securities is determined by a resolution on their issue.

5.4. At decision-making on placement of shares, including those among the shareholders, the offer price of placement (positioning in an exchange securities market and in an organized over-the-counter securities market) of shares shall be established by Supervisory Board of the Company, on basis of the prices getting formed at the trade grounds of the organizers of securities' sales.

Payment for the additional shares and other securities of a Company at their placement shall be made on a price of not less than that defined by a decision adopted on their issue.

In case of payment of the additional shares of a Company at increase in the Charter Fund (Charter Capital) of a Company at the expense of its own capital, as well as dividends, for which a decision on their payment by additional shares has been adopted, placement of such shares shall be performed on par value of the Company's shares.

5.5. When placement by a Company of shares and issuable securities convertible into shares to be paid for by monetary means, the shareholders being the owners of the voting shares possess the pre-emption right to their acquisition. A shareholder, including the one having voted against or having been absent at the General Shareholders' Meeting, possesses the pre-emption right for acquisition of shares and issuable securities convertible into shares (hereinafter referred to as the pre-emption right) in the quantity proportional to quantity of shares of this type belonging to him/her.

Decision on non-application of the pre-emption right as well as on the time period of validity of such a decision may be adopted by the General Shareholders' Meeting by the majority of voting shares' owners participating in the General Shareholders' Meeting. Period of validity of such a decision shall not be longer than one year since the moment of adoption of such a decision.

List of the persons possessing the pre-emption right shall be formed on basis of the data contained by the shareholders' register of the Company taken by the date of adoption of a decision on the securities' issue.

In case of exercise of the pre-emption right, shareholders may acquire only the integral (whole) number of shares and issuable securities convertible into shares.

The period of validity of the pre-emption right shall not be less than ten days and more than thirty days since a moment of publication of the notification.

Concession of the pre-emption right is not allowed.

VI. RIGHTS AND OBLIGATIONS OF COMPANY'S SHAREHOLDERS

6.1. Shareholders have the rights to:

- get included into the shareholders' register of a respective company;
- receive the extracts related to themselves from the deposit account at a depository;
- receive a part of the profit gained by a Company in form of dividends;
- receive a part of the property in case of liquidation of a Company in accordance with a share belonging to them;
- participate in a Management Board of a Company through voting at the General Shareholders' Meetings;
- receive in the established order the full and trustworthy information on the results of financial and economic activity of a Company;
- dispose freely the received dividends;
- get protection of their rights at a state body authorised for the securities' market regulation as well as a court;
- demand, in the established order, the compensation of the losses suffered by them;
- get united into associations and other non-governmental noncommercial organizations with the aim of representation and protection of their interests;
- get insurance of the risks connected with possible losses, including missed profit at acquisition of securities.

Shareholders may possess also other rights in accordance with the Legislation And current Charter of the Company.

6.2. In accordance with the Legislation in the indicated cases shareholders are entitled to demand the buyback by the Company of all or a part of shares belonging to them.

6.3. Owners of ordinary shares the Company no less than 1% have the right to demand a meeting of the Supervisory Board and to set the agenda, distribution of the profit, to suggest nominations to the management and supervisory boards (with the possibility of exchanging them until the General Meeting).

6.4. Each ordinary share gives each shareholder the same rights as to other shareholders of that kind of shares.

6.5. Participation of a shareholder in the General Shareholders' Meeting, reception of dividends by him/her and exercise of other rights stipulated by the Legislation at conduct by a Company of the corporate actions, shall be executed on basis of the register of shareholders.

6.6. Applying of the rights by the shareholder shall not undermine the interests of other shareholders and the interest accrued by the law.

Limitation on the transfer of shares to another person shall not deprive the shareholder's right to participate in the management and receive dividends on the procedure prescribed by the Legislation.

6.7. Shareholders of the company have the following obligations:

To provide payment of shares of the Company in accordance with the procedure, methods and terms, stipulated by the Laws, this Charter and resolutions on the shares;

Do not disclose confidential information about the activities of the public.

Shareholders may also have other obligations in accordance with the legislation.

6.8. The rights for shares' ownership shall be transferred to an acquirer of shares since a moment of entry of the respective credit note into the acquirer's deposit account and be confirmed by an extract from the deposit account, issued by a depositary in the order established by the Legislation.

Rights certificated by a share shall be transferred to its acquirer since a moment of transfer of the rights for that security's ownership.

Extract from a deposit account presents being a document issued by a depositary and certificating the rights of a shareholder.

VII. DIVIDENDS' PAYMENT

7.1. A dividend presents being a part of net profit of a Company to be distributed among the shareholders.

A Company is obliged to pay dividends declared for each type of shares.

Upon a decision of the General Shareholders' Meeting a dividend may be paid by monetary means or by other legal means of payment or by securities of the Company.

The payment by the company of accrued dividends on ordinary shares is carried out in compliance with the equal rights of shareholders to receive dividends.

Dividends' payment by securities for preference shares of a Company is not allowed.

Dividends shall be distributed among shareholders in proportion to number and type of the shares belonging to them.

7.2. A Company is entitled, upon the results of the first quarter, the half-year, nine months of a fiscal year and (or) by the results of a fiscal year, to adopt decisions on dividends' payment for the placed shares.

The decision on dividends' payment by the results of the first quarter, half-year and nine months of fiscal year may be adopted within three months after termination of the respective period.

7.3. Decision on dividends' payment, size of dividends, form and order of payment for each type of shares shall be adopted by the General Shareholders' Meeting on basis of a recommendation of the Supervisory Board of the Company, financial statements' data in case of presence of an audit report on its reliability. Dividends' size shall not be more than the one recommended by the Supervisory Board. The General shareholders' Meeting is entitled to adopt a decision on dividend non-payment for shares of certain types, as well as on partial payment of dividends for preference share, for which the size of a dividend amount has been defined at the Charter of the Company. At a decision on dividends' payment dates of beginning and expiration of dividends' payment shall be indicated.

7.4. Dividends shall be paid from net profit gained by the Company remaining at its disposal, and (or) from a retained profits of previous years.

At dividends' payment, first the dividends for preference shares and then the dividends for common shares shall be paid. At presence of a profit being sufficient for payment of fixed dividends for preference shares, the Company is not entitled to refuse the dividends' payment to owners of those shares. Payment by a Company of the dividends for preference shares in case of insufficiency of profit or unprofitability of the Company shall be possible only at the expense and within the limits of the special reserve fund of the Company created for this purpose.

Term and order of dividends' payment shall be defined by the decision of the General Shareholders' Meeting. Term of dividends' payment shall not be later than sixty days since a date of adoption of such a decision.

7.5. A dividend unclaimed by a shareholder or his/her legal assignee or heir at law within a three years' period, shall, upon a decision of the General Shareholders' Meeting, remain at a Company's disposal.

7.6. The Company is obliged, at a written request of a shareholder being a non-resident of the Republic of Uzbekistan, to perform conversion into the free convertible currency his/her accrued dividends with their transfer into a bank account presented by that non -resident shareholder.

7.7. The right to receive dividends for shares possess the persons who had got fixed in the register of the shareholders of the Company formed for conduct of the General Shareholders' Meeting, at which a decision on dividends' payment to shareholders was adopted.

7.8. A Company has is not entitled to pay and adopt decisions on payment of dividends for shares in the following cases:

- until the full payment (formation) of the Charter Fund (Charter Capital) of the Company at its foundation;
- if at a moment of dividends' payment there are signs of bankruptcy or those signs will appear by the Company as a result of dividends' payment;
- if the cost of net assets of a Company is less than its Charter Fund (Charter Capital) and Reserve Fund.

After termination of the circumstances specified in this Article, a Company is obliged to pay the accrued dividends to shareholders.

7.9. The Company declares the dividends' size excluding tax to be levied on them. The Company shall publish information on the size of dividends to be paid in the official web sites of the state body authorized for regulation of the securities market and the Company's web site within the terms established by the Legislation.

7.10. Where the business plan parameters set out for the fiscal year endeavored by the net profit, the sponsorship and donation expenses of the company should not exceed 10 per cent of the net profits of the previous year.

VIII. PROCEDURE FOR ESTABLISHMENT OF THE RESERVE FUND AND OTHER FUNDS OF THE COMPANY

8.1. The Company creates the Reserve Fund at the size of 25 (twenty five) percent of its Charter Fund (Charter Capital). The Reserve Fund of the Company shall be formed in way of the obligatory annual allocations from the net profit up to its achievement of a size established by the Charter of the Company. Size of annual allocations shall be 10 (ten) percent of a net profit until the achievement of the size established by the Charter of the Company.

8.2. The Reserve Fund of the Company is intended for covering of its losses, redemption of corporate bonds, dividends' payment for preference shares and Company shares' buyback in case of absence of other means.

The Reserve Fund of the Company shall not be used for any other purposes.

8.3. In accordance with the decision of General Meeting of Shareholders, other funds can be created in the Company.

IX. MANAGING BODIES OF A COMPANY

9.1. Managing bodies of the Company are as follows:

- the General Shareholders' Meeting,
- the Supervisory Board,

— the Executive Body (Director General).

X. GENERAL SHAREHOLDERS' MEETING

10.1. The General Shareholders' Meeting is being a supreme managing body of the Company.

General Shareholders' Meeting shall be conducted by the Chairman of the Supervisory Board of the Company, and in case of his/her absence for valid reasons – by one of the members of the Supervisory Board of the Company.

The procedure for requesting and holding the General Meeting of Shareholders as well as the order of conducting the General Meeting of Shareholders, the procedure for making decisions by the General Meeting of Shareholders, are set out in the Regulations "On the General Meeting of Shareholders", approved by the General Meeting of Shareholders.

10.2. The Company is obliged to conduct the General Shareholders' Meeting annually (the annual General Shareholders' Meeting).

The annual General Shareholders' Meeting shall be conducted within six months after the end of a fiscal year. The annual General Shareholders' Meeting resolves issues of election of the Supervisory Board and Auditing Committee (an auditor) of the Company, also considers the annual, the annual balance sheet, the profit and loss account and other documents in accordance with the Legislation.

10.3. Meetings conducted besides the annual General Shareholders' Meeting present being the extraordinary ones.

10.4. Competence of the General Shareholders' Meeting includes:

- entry of amendments and additions into the Charter of the Company or approval of the Charter of the Company in new wording, with the exception of making amendments to the Charter of the Company relating to the increase of the Company's charter fund by increasing the nominal value of the shares;
- reorganization of the Company;
- liquidation of the Company, appointment of a liquidator (the liquidation committee) and approval of an intermediate and a final liquidation balance sheet-sheets;
- definition of quantitative membership of the Supervisory Board the Company, election of their members and pre-term termination of their powers;
- definition of maximal size (amount) of the placed shares;
- increase in the Charter Fund (Charter Capital) of the Company;
- reduction of the Charter Fund (Charter Capital) of the Company;
- acquisition by the Company of its own shares;
- approval of the organizational structure of the Company;
- election of members of the Auditing Committee of the Company and pre-term termination of their powers, as well as approval of the "Provision on the Auditing Committee";
- approval of the annual report, the annual business plan of the Company, as well as approval of the strategy of medium-term and long-term development of the Company, based on the main directions and objectives of the Company;
- distribution of profits and losses of the Company;
- hearing of the reports of the Supervisory Board and conclusions of the Auditing Committee of the Company on issues related to their competence, including observance of requirements to the management of the Company established by the Legislation;

- Definition of remuneration and compensation for members of the Company's Supervisory Board;
- Definition of remuneration and compensation for members of the Auditing Committee (the auditor) of the Company.
- adoption of a decision on non-application of the pre-emption right in the cases of purchasing of securities and convertible securities convertible into shares stipulated by the legislation;
- adoption of the order of the General Meeting of Shareholders;
- splitting and consolidation of shares;
- adoption of the decisions on conclusion of transactions by the Company in the cases stipulated by the Chapter 8 of the Law of the Republic of Uzbekistan “On the joint-stock companies and protection of the shareholders’ rights” when the book value of a property subject to alienation or the cost of a property subject to acquisition constitutes more than fifteen percent of a size of the Company’s net assets taken by a date of adoption of a decision on conclusion of such transactions,
- adoption the decision on approval of a transaction with an affiliated entity (person) in accordance with the Chapter 9 of the Law of the Republic of Uzbekistan “On the joint-stock companies and protection of the shareholders’ rights”
- adoption of a resolution on obtaining a commitment to comply with the recommendations of the Corporate Governance Code and approval of the form of notification;
- approval of provisions on management bodies of the Company, including internal control, dividend policy, order of movement during conflicts of interests;
- adoption of the decisions on the analysis of business processes and projects in line with the goals of the Company, with the involvement of professional independent consultants;
- definition of the agreement related to the current economic activity of the Company;
- definition of the procedure and conditions of donation (charitable) or receiving of it, delegation of the power of supervision to the supervisory board;
- approval of the procedure of participation in the general meeting by electronic mail (with an electronic signature) or delegating the power to the representatives, as well as holding the general meeting by videoconferencing;
- approval of the order of involvement of independent experts to assist to the counting commission or to accomplish its functions (for example, an investment consultant or other professional participants of the securities market);
- establishment of the order at the expense for the minority committee of the Company (if a minority committee is created);
- determining the requirements for the form and content of reports (reports) of the management and supervisory bodies of the Company, reporting on the general meeting of shareholders, including the duration of the general meeting of shareholders;
- identification of the agreement on current economic activity of the Company.

The General Meeting of Shareholders may set other issues in accordance with the legislation, the Charter and the resolution on "General Meeting of Shareholders" approved by the General Meeting of Shareholders.

10.5. The issues attributed to the competence of the General Shareholders’ Meeting shall not be transferred for resolution by the Executive Body of the Company.

The issues attributed to the competence of the General Shareholders' Meeting shall not be transferred for resolution by the Supervisory Board of the Company, except for the cases defined in the Legislations and the Charter.

10.6. The right to participate in the General Shareholders' Meeting is possessed by the shareholders recorded in a register of the shareholders of a Company, formed three working days prior to the date of General Shareholders' Meeting.

At a request made by a shareholder, a Company is obliged to provide him/her with information on his/her inclusion into the register of the shareholders of a Company, having been formed for conduct of the General Shareholders' Meeting.

10.7. Shareholders being owners of the common shares of the Company have the right to vote on the issues put to the vote at the General Shareholders' Meeting, shareholders being owners of the preference shares of the Company, in cases stipulated by Law and the Charter.

10.8. The decision of the General Shareholders' Meeting on an issue put to the vote shall be adopted by the majority of votes of the shareholders being owners of the voting shares of the Company (by a simple majority) participating in the meeting, unless otherwise is established by law and the Charter.

10.9. Decision on the following issues shall be adopted by the General Shareholders' Meeting by the majority of three quarters of votes of the shareholders being owners of the voting shares, who are participating in the General Shareholders' Meeting (the qualified majority):

- entry of amendments and additions into the Charter of the Company or approval of the Charter of the Company in new wording;
- reorganization of the Company;
- liquidation of the Company, appointment of a liquidator (the liquidation committee) and approval of an intermediate and a final liquidation balance sheet-sheets;
- definition of maximal size (amount) of the placed shares;
- hearing of the reports of the Supervisory Board and conclusions of the Auditing Committee of the Company on issues related to their competence, including observance of requirements to the management of the Company established by the Legislation;
- making large transactions by the Company in cases provided by the legislation;
- adoption the decision on approval of a transaction with an affiliated entity (person) in cases provided by the legislation.

10.10. 10.10 The General Shareholders' Meeting is not entitled to adopt decisions on issues which have not been included into the agenda of a meeting as well as to enter changes into the agenda.

10.11. 10.11 Decisions adopted by the General Shareholders' Meeting as well as the results of voting shall be brought to the notice of shareholders in the order and within the terms stipulated by Law and the Charter of the Company.

10.12. At preparation for conduct of the General Shareholders' Meeting, the Supervisory Board of the Company shall define the following: date, time and place of conduct of the General Shareholders' Meeting; order of notification of shareholders; list of information (materials) to be presented to shareholders.

Date of conduct of the General Shareholders' Meeting shall not be defined at less than ten days and more than thirty days since a date of adoption of a resolution on its conduct.

10.13. At preparation for conduct of the General Shareholders' Meeting, the Supervisory Board of the Company, and in cases stipulated by the legislation, the persons convening the General Shareholders' Meeting shall define the following:

- date, time and place of conduct of the General Shareholders' Meeting;
- the agenda of the General Shareholders' Meeting;

- date of formation of the register of the shareholders of a Company for conduct of the General Shareholders' Meeting;
- order of notification of shareholders and the state representative on conduct of the General Shareholders' Meeting;
- list of information (materials) to be presented to shareholders and the state representative at preparation for conduct of the General Shareholders' Meeting;
- form and text of a voting ballot.

Inclusion of formulations not containing statement of a concrete issue (including "miscellaneous", "other issues", etc.) into the agenda of the General Shareholders' Meeting is not allowed.

10.14. Notification on conduct of the General Shareholders' Meeting shall be published on the official web site of the Company, in mass media, and also shall be sent to shareholders by e-mail not later than seven days, but not earlier than thirty days prior to a date of conduct of the General Shareholders' Meeting.

10.15. Notification on holding of the General Shareholders' Meeting shall contain:

- name, location (postal address) and the e-mail address of the Company;
- date, time and place of conduct of the General Shareholders' Meeting;
- date of formation of a register of the shareholders of the Company for notification of conduct of the General Shareholders' Meeting
- date of formation of a register of the shareholders of the Company for participation in in the General Shareholders' Meeting
- issues included into the agenda of the General Shareholders' Meeting;
- order of the shareholders' and the state representative's getting familiar with the information (materials) subject to presentation to the shareholders and the state representative in process of preparation for conduct of the General Shareholders' Meeting.

Information (materials) subject to presentation to the shareholders and the state representative at preparation for conduct of the General Shareholders' Meeting shall include the annual report of the Company, conclusion of the Auditing Committee (an auditor) of the Company and an audit organization on the results of an audit of annual financial and economic activity of the Company, as well as information on candidates to membership in the Supervisory Board and the Auditing Committee (auditors) of a Company, draft of amendments and addenda to be entered into the Charter of the Company or draft of the Charter of the Company in new wording.

10.16. Shareholders (a shareholder), who in the aggregate present being owners of not less than one percent of the voting shares of the Company are entitled, not later than thirty days after the end of a fiscal year of the Company, unless a later term is established by the Charter of the Company, to enter issues into the agenda of the annual General Shareholders' Meeting and nominate candidates for membership in the Supervisory Board and the Auditing Committee (auditors) of the Company, the number of which shall not exceed the quantitative membership structure of that body.

Shareholders (a shareholder) are entitled to enter amendments into the list of candidates nominated by them for membership in the Supervisory Board and the Auditing Committee (auditors) of the Company not later than three working days since a date of publication of the notification on conduct of the annual General Shareholders' Meeting.

10.17. An extraordinary General Shareholders' Meeting shall be conducted upon a decision of the Supervisory Board of the Company on basis of its own initiative, a written request of the

Auditing Committee (an auditor) or a shareholder (shareholders) being owners of not less than five percent of voting shares of the Company, taken by a date of submission of the written request.

Convocation of an extraordinary General Shareholders' Meeting at a written request of the Auditing Committee (an auditor) of the Company or a shareholder (shareholders) being owners of not less than five percent of voting shares of the Company, shall be carried out by the Supervisory Board of the Company not later than thirty days since a date of presentation of a written request for conduct of an extraordinary General Shareholders' Meeting.

At a request for conduct of an extraordinary General Shareholders' Meeting issues subject to inclusion into the agenda of a meeting, with indication of reasons of their inclusion shall be formulated.

The Supervisory Board of the Company is not entitled to enter changes into formulations of issues in the agenda of an extraordinary General Shareholders' Meeting to be convened at a request of the Auditing Committee (an auditor) of the Company or a shareholder (shareholders) being owners of not less than five percent of voting shares of the Company.

10.18. The right of participation in the General Shareholders' Meeting shall be exercised by a shareholder personally or through his/her representative. The right of participation in the General Shareholders' Meeting of the state representative shall be exercised by him/her personally.

A shareholder is entitled at any time to replace his/her representative for the General Shareholders' Meeting or participate in it personally.

10.19. The General Shareholders' Meeting is competent (has a quorum), if by the end of registration for participation in the General Shareholders' Meeting, shareholders (their representatives) being owners in aggregate of more than fifty percent of placed voting shares of the Company have got registered.

At absence of the quorum for conduct of the General Shareholders' Meeting, the date of conduct of a repeated General Shareholders' Meeting shall be announced. Change in the agenda at conducting a repeated General Shareholders' Meeting is not allowed.

A repeated General Shareholders' Meeting convened instead of a failed meeting is competent, if by the end of registration for participation in it, shareholders (their representatives) being owners in aggregate of more than forty percent of votes of placed voting shares of the Company have got registered.

Notification on conduct of a repeated General Shareholders' Meeting shall be carried out within the terms and in the order stipulated by the Law.

At transfer of a date of conduct of the General Shareholders' Meeting in connection with absence of the quorum for a period of less than twenty days, the shareholders entitled to participate in the General Shareholders' Meeting shall be defined in accordance with a register of the shareholders entitled to participate in the failed General Shareholders' Meeting.

10.20. Voting at the General Shareholders' Meeting shall be carried out in accordance with the principle "one voting share of the Company is equal to one vote", except for cases of conduct of the cumulative voting for election of members of the Supervisory Board of a Company.

10.21. Voting at the General Shareholders' Meeting on issues of the agenda shall be carried out by the voting ballots.

A form and text of a voting ballot shall be approved by the Supervisory Board of the Company, except for cases when an extraordinary General Shareholders' Meeting is not being convened by the Supervisory Board. A voting ballot for voting shall be handed over to a shareholder (his/her representative) who has got registered for participation in the General Shareholders' Meeting.

At the General Meeting of Shareholders, on the issue where the shareholders who are the owners of the ordinary and preferred shares of the Company are allowed to vote shall be processed together with all voting shares.

For counting of the votes, registration of shareholders for their participation in the General Shareholders' Meeting as well as submission of voting ballots, the Supervisory Board of a Company creates a Counting Commission, the quantitative and personal membership of which shall be got approved by the General Shareholders' Meeting.

Membership of the Counting Commission shall not consist of less than three persons. Members of the Supervisory Board or the Auditing Committee (an auditor), the Director of the Company, members of the Management Board of the Company, as well as persons nominated to those positions shall not be included into the membership of the Counting Commission.

The Counting Commission defines presence of quorum of the General Shareholders' Meeting, explains the issues arising in connection with exercise of the right for voting by shareholders (their representatives) at the General Shareholders' Meeting, explains the order of voting for issues to be put to a vote, provides the established order of voting and rights of shareholders to participate in voting, counts the votes and summarizes the voting results, composes a report on voting results, submits the voting ballots to the archives of the Company.

Upon the results of a voting, the Counting Commission composes the voting results' report, including also the information on presence of the quorum of the General Shareholders' Meeting, to be signed by members of the Counting Commission.

After composition of the voting results' report and signing of the minutes of the General Shareholders' Meeting, the voting ballots shall be sealed by the Counting Commission and submitted for deposit to the archives of the Company.

The voting results' report shall be attached to the minutes of the General Shareholders' Meeting.

10.22. Minutes of the General Shareholders' Meeting shall be composed not later than ten days after the closure of the General Shareholders' Meeting, in duplicate. Both copies shall be signed by the Chairman of the General Shareholders' Meeting and the Secretary of the General Shareholders' Meeting.

At minutes of the General Shareholders' Meeting the following shall be indicated:

- date, time and place of conduct of the General Shareholders' Meeting;
- total number of votes possessed by the shareholders being owners of the voting shares of a Company;
- number of votes possessed by the shareholders participating in the General Shareholders' Meeting;
- the Chairman (presidium) and the Secretary of the General Shareholders' Meeting, the meeting's agenda.

Minutes of the General Shareholders' Meeting shall contain essence of speeches, issues put to the vote and results of voting on them, decisions adopted by the meeting.

XI. THE SUPERVISORY BOARD OF THE COMPANY

11.1. The Supervisory Board of the Company performs the general management of the Company's activity, except for solution of the issues attributed by the Law and the Charter of the Company to the competence of the General Shareholders' Meeting.

The Supervisory Board of the Company operates in accordance with the provisions of the Law, the Charter and the Regulations "On the Supervisory Board" approved by the General Meeting of Shareholders.

11.2. The number of members of the Company's Supervisory Board is 9 people.

11.3. The competencies of the Company's Supervisory Board include:

- definition of priority directions of the Company's activity;
- convocation of annual and extraordinary General Shareholders' Meetings, except for cases stipulated by the Law;
- preparation of the agenda of the General Shareholders' Meeting;
- definition of a date, time and place of conduct of the General Shareholders' Meeting;
- definition of a date of formation of a register of the shareholders of the Company for notification on conduct of the General Shareholders' Meeting;
- definition of a date of formation of a register of the shareholders of the Company for participation in the General Shareholders' Meeting;
- providing for the review of the Shareholders' General Meeting changes and additions to the Charter of the Company or the approval of the Charter of the Company in new wording;
- arrangement of definition of a market value of the property;
- approval the decision on increase in the Charter Fund (Charter Capital) of the Company, as well as issues in decreasing the number of announced shares the Company;
- creation of the Internal Audit Service and appointment of its staff-members, as well as quarterly hearing their reports;
- adoption of decisions on conduct of the audit inspections of the financial statements in accordance with international standards, selection of an audit organization and maximal size of payment for its services;
- making decisions on auditing, appointment of auditing firm and setting the maximum amount of fee for its services;
- solution of issues on increase in the Charter Fund (Charter Capital) of the Company, as well as issues on entry of amendments and addenda into the Charter of the Company related to decrease the number of announced shares;
- decisions providing (receiving) donations or grants only on the basis of the terms and conditions established by the General Meeting's of Shareholders, by disclosing the information to all shareholders established by the legislation;
- access to any documents concerning activity of the Executive Body of the Company and their reception from the Executive Body for execution of duties assigned to the Supervisory Board of the Company. The received documents may be used by the Supervisory Board of the Company and its members only for the official purposes;
- giving recommendations on sizes of remuneration and compensation to be paid to the members to the Auditing Committee (an auditor) of the Company;
- providing recommendations on the amounts of compensation and compensation paid to members of the Revision Commission;
- approval of the annual business plan of the Company;
- providing recommendations on the amount of dividends, form and procedure of payment;
- using the Company's reserve fund and other funds;
- creation of branches and opening the representative offices of a Company;
- creation of affiliated and associated companies;
- making decisions on large transactions in cases stipulated by the legislation;
- making decisions on transactions with affiliated persons in cases stipulated by the legislation;

- establishment of contracts with participation of the Company in commercial and non-commercial organizations in accordance with the procedure established by the legislation;
- election (appointment) of Director General of the Company, pre-term termination of his/her power;
- determination of fees and (or) compensations to the Director General (executive body), as well as the maximum amount;
- definition of the placement (offer) price of shares (put on a stock exchange and organized off-exchange securities market) in accordance with the Law;
- adoption of a decision on issue by the Company of the corporate bonds, including those convertible into shares;
- adoption of decisions on the buyback of the corporate bonds of the Company;
- adoption of a decision on issue of the derivative securities;
- adoption of decision on issue of securities and prospectus;
- to make decision on introduction of changes and (or) additions to the previously registered securities issue and approval of the text of amendments and (or) additions;
- approval of decisions on making changes and (or) additions to the securities issue decision and prospectus

To the competence of the Supervisory Board may also be attributed solution of other issues in accordance with the Law, the Charter of the Company and resolution "On the Supervisory Board", approved by the General Shareholders' Meeting.

The issues attributed to the competence of the Supervisory Board of the Company shall not be transferred to resolution by the Executive Body of the Company.

11.4. Members of the Supervisory Board shall be elected by the General Shareholders' Meeting in the order stipulated by the Law and the Charter of the Company, for a period of one year.

Persons elected to membership in the Supervisory Board of the Company may be re-elected without limitations.

Director General of the Company shall not be elected into membership of the Supervisory Board.

Persons working in the Company under the labour agreement (contract) shall not be members of the Supervisory Board of that same Company.

Requirements to persons elected into membership of the Supervisory Board may be established by the Charter of the Company or resolution "On the Supervisory Board" approved by the General Shareholders' Meeting.

11.5. Election of members of the Supervisory Board shall be performed by the cumulative voting.

11.6. The Chairman of the Supervisory Board of the Company shall be elected by members of the Supervisory Board from its members by the majority of votes from the total number of members of the Supervisory Board, unless otherwise has been stipulated by the Charter of the Company.

The Supervisory Board is entitled to re-elect its Chairman by the majority of votes of the total number of members of the Supervisory Board, unless otherwise has been stipulated by the Charter of the Company.

The Chairman of the Supervisory Board shall organize its work, convene meetings of the Supervisory Board and preside at them, organize record-keeping at meetings, preside at the General Shareholders' Meeting, unless otherwise has been stipulated by the Charter of the Company.

In case of absence of the Chairman of the Supervisory Board, one of members of the Supervisory Board performs his/her functions.

11.7. A meeting of the Supervisory Board of the Company shall be convened by the Chairman of the Supervisory Board on his/her own initiative, at a requests of a member of the Supervisory Board, the Auditing Committee, Director General.

The quorum for conduct of a meeting of the Supervisory Board shall not be less than seventy five percent of the number of elected members of the Supervisory Board.

In a case when the quantity of members of the Supervisory Board becomes less than seventy five percent of a quantity stipulated by the Charter, the Company shall convene an extraordinary General Shareholders' Meeting for election of the new membership of the Supervisory Board. The remained members of the Supervisory Board shall be entitled to adopt a decision on convocation of such an extraordinary General Shareholders' Meeting, and also in case of pre-term termination of powers of Director General of the Company may appoint a person temporarily acting as a head.

11.8. Decisions at a meeting of the Supervisory Board shall be adopted by the majority of votes of the present members, if otherwise has not been stipulated by the Law, the Charter of the Company defining the order of convocation and conduct of a meeting of the Supervisory Board.

The decision on the following issues is adopted by a solid vote by the Company's Supervisory Board:

- adoption of amendments to the Charter of the Company on increasing the Charter capital of the Company with nominal value of shares;
- replenishment of the Company's authorized fund by way of placement of additional shares;
- issue of corporate bonds by the Company, convertible to shares;
- making large transactions by the Company;
- transactions with affiliated persons.

11.9. At resolving the issues at a meeting of the Supervisory Board each member of the Supervisory Board possesses one vote.

Transfer of a vote from one member of the Supervisory Board to another is not allowed.

In case of equality of votes of the members of the Supervisory Board of the Company, the vote of the Chairman of the Supervisory Board of the Company shall be a decisive vote in the decision making by the Supervisory Board.

11.10. At the meeting, members of the Supervisory Board may participate in the video and audio conference-call, in this case it is not considered to be absentee voting.

11.11. The decisions of the Company's Supervisory Board may be adopted by absentee voting by all members of the Company's Supervisory Board (by survey).

11.12. At the meeting of the Supervisory Board the minutes shall be recorded. Minutes of the meeting of the Supervisory Board shall be composed not later than ten days after its conduct. Minutes of meeting shall specify the following:

- date, time and place of its conduct;
- persons being present at the meeting;
- the meeting's agenda;
- issues put to a vote, voting results on them;
- the adopted decisions.

Minutes of the meeting of the Supervisory Board shall be signed by members of the Supervisory Board participating in the meeting, who bear responsibility for correctness of the minutes' formation.

11.13. Minutes of a meeting of the Supervisory Board shall be transferred for execution to the Executive Body of the Company on the day of its signing. In case of adoption by the Supervisory Board of a decision on convocation of the General Shareholders' Meeting, information on this decision shall be transferred to the Executive Body of the Company on the day of conduct of that meeting of the Supervisory Board.

XII. MANAGEMENT BOARD OF THE COMPANY

12.1. The competence to administer the daily business activities is undertaken by the Director General of the Company.

Director General of the Company shall act on the basis of the provisions of the Law, the Charter and resolution "On the Executive Body (Director General)" approved by the General Meeting of Shareholders.

12.2. The powers of the Director General shall include all matters relating to the management of the Company's daily business activity, with the exception of matters within the competence of the General Meeting of Shareholders or the Supervisory Board's.

Director General of the Company shall organize the execution of the decisions of the General Meeting of Shareholders and of the Company's Supervisory Board.

12.3. The Director General of the Company shall have the following competences:

- managing the Company's activity in accordance with the powers vested in it by the Charter and the Company's Supervisory Board;
- taking part in Company's Supervisory Board meetings with a consultative voice in agreement with Supervisory Board;
- to operate on behalf of the Company without power of attorney, to protect its interests in state enterprises, enterprises and organizations of all forms of ownership;
- to open bank accounts, including currency accounts and to have the first signature on the Bank's financial and other financial documents;
- signing contracts and contracts with the clients and other businesses and organizations;
- dispose of the property and funds of the Company within his/her competence;
- establishing staffing lists, approving staffing lists, employing staff of the Company, concluding and terminating labor contracts with them, imposing disciplinary sanctions on them, maintaining discipline by employees;
- approval of the Company's decisions on structural subdivisions, job descriptions;
- issuing power of attorney on behalf of the Company on the basis of current legislation;
- issuance of orders and directives which are mandatory for execution by all personnel of the Company;
- approval of internal legal acts of the Company, with the exception of matters included in the competence of the General Meeting of Shareholders or the Supervisory Board of the Company;
- ensuring effective interaction of structural subdivisions of the Company;
- provision of profits defined in the business plan approved by the Company's Supervisory Board;
- provision of the Development Programs and Business Plan of the Company;
- ensuring compliance with the requirements of the law in the activity of the Company;
- providing for accounting and reporting in the Company in accordance with current legislation, ensure the submission of annual reports and other financial statements to the

- relevant authorities, as well as provide information on shareholders, creditors and other entities supply;
- providing documents on the financial and economic activity of the Company on request of the Company's Supervisory Board, Audit Commission or the Audit of the Company;
 - ensuring full and timely submission of the state statistical reporting and accounting records to the relevant authorities;
 - to ensure that employees of the Company keeps in secret information constituting a service or trade secret;
 - providing the Company with qualified staff, taking the best use of knowledge, skills, experience and capabilities of our employees;
 - ensuring that employees of the Company are guided and provided a social guarantee;
 - participation in the General Meeting of Shareholders, compliance with all rights of Shareholders, dividend calculation and payment;
 - making a decision on a transaction or a series of interrelated transactions involving the acquisition or transfer of property to another entity or the transfer of property to another person, except if the carrying amount of the property transferred to another person or the property received shall be from 5% to 15% of the net assets of the company for the financial statements made prior to the date when the decision to conclude such a transaction entails alienation of shares and other principal items.
 - organization of accounting in the Company, including transformation into International Financial Reporting Standards;
 - Director General may solve other issues within the competence of the in accordance with the provisions of the law, this Charter and the Statute of the Executive Body (Director General).

12.4. The Director General of the Company reports quarterly to the Company's Supervisory Board on the progress of the Company's annual business plan.

General Director of the Company reports on the results of the financial and economic activity of the Company at the Annual General Meeting of Shareholders.

12.5. Appointment of the Director-General of the Company, pre-term termination shall be made by the Supervisory Board decision.

Appointment of the Director-General of the Company is made on the basis of a competitive selection, where foreign managers can also participate in.

12.6. The rights and obligations of the Director General shall be set forth in the provisions of the Law, the Charter of the Company, the resolution “On Executive Body (Director General)”, approved by the General Meetings’ of Shareholders as well as in the agreement concluded with the Company for a period of one year, the decision on prolongation or cancellation of the contract is taken yearly. The agreement shall be signed on behalf of the Company by the Chairman of the Supervisory Board of the Company or the person authorized by the Supervisory Board. The agreement concluded with the Director General of the Company should include periodicity of his / her responsibilities on increasing the effectiveness of the Company's operations and the way in which the Company's annual business plan is to be submitted to the General Meeting of Shareholders and the Company's Supervisory Board.

12.7. Director General has the following rights:

- decides independently on matters within his/her competence;
- works on behalf of the Company without power of attorney, represents his interests in relations with other organizations and bodies;
- takes part in its work with a consensus vote upon the approval of the Company's Supervisory Board;

- may be promoted to managing bodies of other entities, with the approval of the Company's Supervisory Board;
- receiving compensations.

The Director General may also have other rights.

12.8. Director General's Responsibilities:

- to act in the interests of the Company;
- fulfillment of his/her obligations in accordance with the terms of the labor contract;
- control over the implementation of the decisions of the General Meeting of Shareholders and the Company's Supervisory Board;
- ensure performance of the annual business plan indicators;
- reporting to the Company's Supervisory Board and General Meeting of Shareholders;
- control over the observance of all rights of shareholders to receive information collected in current legislation, to participate in general meetings of shareholders, to calculate and pay dividends;
- control over the proper disclosure of information about the activities of the Company in accordance with the procedure established by the legislation;
- ensures the submission of documents on the financial and economic activity of the Company on the request of the Company's Supervisory Board, Audit Commission;
- provision of effective cooperation between the Company's structural subdivisions;
- ensure the fulfillment of community contractual obligations;
- carrying out control over the organization, availability and reliability of accounting in the Company, submission of annual reports and other financial reporting to the relevant bodies;
- control over the submission of state statistical reporting and accounting records to the relevant authorities promptly and in a timely manner;
- ensuring that the information constituting a trade secret of the Company is maintained;
- disclosure of confidential information about the activities of the public;
- providing the Company with qualified staff, taking the best use of knowledge, skills, expertise and capabilities of its employees;
- ensuring the correctness of matters related to labor relations in accordance with the procedure established by the legislation;
- compliance with legal acts of the Company, the requirements of this Charter, resolution "On the Executive Body (Director General)" and other internal documents of the Company.

The General Manager may have other obligations in accordance with the law.

12.9. The Company's Supervisory Board has the right to terminate the contract with the Director General of the Company if he/she violates the terms of the contract.

The Company's Supervisory Board has the right to terminate the contract with the Director General of the Company if he/she violates the Charter or his/her actions (inaction) damages the Company's operations.

12.10. The amount paid to the Director General of the Company shall be directly attributed to the effectiveness of the activities of the Company and shall be determined by the contract.

XIII. RESPONSIBILITIES OF MEMBERS OF THE SUPERVISORY BOARD, DIRECTOR GENERAL

13.1. Members of the Supervisory Board, the Director General the Company, in the course of exercise of their rights and performance of their duties, shall act in interests of the Company and bear responsibility in accordance with the established order.

If the responsibility is being born by several persons, their responsibility before a Company presents being the joint responsibility.

13.2. Members of the Supervisory Board and the Director General of the Company who have not participated in voting or voted against the decision, which entailed losses to the Company, shall not bear responsibility.

13.3. The Company or a shareholder (shareholders) being owners of not less than one percent of the placed shares of the Company may apply to a court with a claim against a member of the Supervisory Board, the Director General of a Company.

XIV. CONTROL OVER THE FINANCIAL ACTIVITY OF THE COMPANY

a) Auditing Committee

14.1. For performance of control over the financial and economic activity of the Company the General Shareholders' Meeting, in accordance with the Charter of the Company, elects the Auditing Committee (an auditor) for a period of one year.

Competence of the Auditing Committee are followings:

- the results of activities within a one-year period to examine the financial and economic activities of the Company;
- the results of the activity in the other period, to examine the financial and economic activities of the Company;
- providing conclusions of the financial and economic activity of the Company;
- prepare a conclusion about the existence of large transactions or affiliated persons in the Company, as well as the compliance with the requirements of the law and the internal documents of the Company;
- prepare a conclusion about the existence of large transactions or affiliated persons in the Company, as well as the compliance with the requirements of the law and the internal documents of the Company and provide the quarterly report to the Company's Supervisory Board;

The order of activity of the Auditing Committee shall be determined by the resolution "On Auditing Committee of the Company" approved by the General Meetings' of Shareholders.

14.2. The Auditing Committee consists of 3 people.

The same person may not be elected more than three times in the Auditing Committee of the Company.

Members of the Auditing Committee can not be a member of the Company's Supervisory Board at the same time as well as work in the same Company as a labor contract.

Qualification requirements for members of the Audit Committee shall be determined by the General Meeting of Shareholders.

14.3. According to the written request of the Audit Committee, the persons holding positions in the executive body of the Company shall submit the financial and economic documents of the Company to the Audit Committee.

14.4. Audit of financial and economic activity of the Company shall be performed upon the results of activity for a year or other period at the initiative of the Auditing Committee (an

auditor), the General Shareholders' Meeting, the Supervisory Board of the Company or at a request of a shareholder (shareholders) being owner(s) of not less than five percent of voting shares of the Company, in way of the prior notification of the Supervisory Board of the Company.

Upon the results of the performed audit of financial and economic activity of the Company, the Auditing Committee (an auditor) of the Company composes a conclusion, which shall contain:

- estimation of reliability of information contained by the reports and other financial documents of the Company;
- information on facts of violation of rules of keeping of the accounting and presentation of financial statements as well as the Legislation at performance of the financial and economic activity.

14.5. The Audit Committee of the Company, in accordance with the current legislation, has the right to request Extraordinary General Shareholders' Meeting.

14.6. According to the decision of the General Meetings' of Shareholders, the members of the Audit Committee may be eligible for remuneration for the period in which they perform their duties and (or) for performance of their duties. Amounts of such fees and payments are determined by the General Meeting of Shareholders.

b) Internal audit service of the Company

14.7. At the Company with the book cost of assets of over one hundred thousand minimal sizes of a wage, the internal audit service shall be created. The internal audit service shall be accountable to the Supervisory Board of the Company.

14.8. The internal audit service of a Company performs control over and assessment of the work being done by the Director General, branches and representative offices of the Company in way of the check up/inspections and monitoring over observance by them of the Legislation, the Charter of the Company and other documents, ensuring completeness and reliability of reflection of the data in the accounting documents and financial statements, established rules and procedures for performance of the economic operations, safety of assets, as well as observance of the requirements established by the Legislation for the management of the Company.

14.9. The Internal Audit Service of the Company carries out its activity according to the legislation, the Charter and the resolution "On Internal Audit Service", approved by the General Meetings' of Shareholders.

c) Auditing organization (external auditor)

14.10. An auditing organization carries out the audit of financial and economic activity of the Company and presents to it an audit report (an audit conclusion) in the order established by the Legislation, in accordance with the contract concluded with it.

14.11. The auditing organization bears responsibility before the Company for a damage caused in consequence of composition of an audit report (the audit conclusion) containing the incorrect conclusion made on financial statements and other financial information of the Company.

14.12. At Companies with presence of the state-owned share in the Charter Fund (Charter Capital) at size of over fifty percent, the selection of an auditing organization for performance of the audit inspection shall be carried out on basis of a competitive bidding among those indicated at the list defined by the State Committee for Privatization, Demonopolization and Development of Competition of the Republic of Uzbekistan and the Ministry of Finance of the Republic of Uzbekistan.

XV. THE PROCEDURE PREPARING OF THE COMPANY'S ANNUAL REPORT, ITS EXAMINATION AND APPROVAL

15.1. The Company is obliged to conduct the accounting and present financial statements in the order established by the Legislation.

The Executive Body of the Company bears responsibility for organization, state and reliability of accounting in the Company, the in-time presentation of the annual report and other financial statements to the respective bodies, as well as the information on the Company's activity to be presented to shareholders, creditors on the official web site of the Company and in mass media.

15.2. Reliability of the data contained by the financial statements of a Company and the balance sheet, profit and loss account to be presented to the General Shareholders' Meeting, shall be confirmed by an auditing organization not connected by valuable interests with the Company or its shareholders.

15.3. The Company's annual report shall be subject to preliminary approval by the Supervisory Board of the Company not later than thirty days prior to the date of the annual General Shareholders' Meeting.

15.4. The fiscal year of the Company begins on January 1 and ends on December 31.

XVI. REORGANIZATION AND LIQUIDATION OF THE COMPANY

a) The order of reorganization of the Company

16.1. Reorganization of the Company shall be carried out in forms of merger, takeover, division, separation and reformation upon a decision of the General Shareholders' Meeting.

The Company shall be considered reorganized, except for cases of reorganization in form of takeover, since a moment of the state registration of a newly emerged legal entities.

In case of reorganization of a Company in way of takeover by an other legal entity, a Company shall be considered reorganized since a moment of an entry by the registration authority of a record on termination of activity of an incorporated legal entity (a company) into the Unified State Register of legal entities.

State registration of legal entities newly emerged as a result of reorganization of legal entities and entry of a record on termination of activity of the reorganized legal entities shall be carried out in the order established by the Legislation.

Not later than thirty days since a date of adoption of a decision on reorganization, the Company notifies on that its creditors in writing. A creditor is entitled to demand from the Company the termination or the pre-term fulfillment of obligations and compensation for damages in way of a written notification within the term of:

- not later than thirty days since a date of the Company's sending to a creditor its written notification on reorganization in form of merger, takeover or reformation;
- not later than sixty days since a date of the Company's sending to a creditor its written notification on reorganization in form of division or separation.

If a division balance sheet does not provide a possibility to define a legal successor of a reorganized legal entity, then the newly emerged legal entities bear the joint liability for obligations of the reorganized company before its creditors.

The registration authority carries out the state registration of the newly created legal entities after cancellation of the state registration of the securities' issue of the Company being liquidated as a result of its reorganization as well as its exclusion from the Unified State Register of legal entities.

16.2. The merger of joint-stock companies or a joint-stock company with a limited liability company shall be recognized the emergence of a new legal entity in way of transfer to it of all rights and obligations of the two or sever all companies with termination of activity of the latter. Merger of a joint -stock company with legal entities in any other legal-organizational form is not allowed.

At merger of legal entities all rights and obligations of each of them shall be transferred to the newly emerged legal entity.

16.3. The termination of the activity of one or more legal entities, transferring their rights and obligations to the Company, or termination of the activity of the Company and transfer of its rights and obligations to another legal entity shall be defined as the "take over" of the Company.

At takeover of one or several legal entities by the Company, all rights and obligations of the joining legal entity shall be transferred to the latter in accordance with the transfer act.

At takeover of the Company by another legal entity all rights and obligations of the joining legal entity shall be transferred to the latter in accordance with the transfer act.

16.4. Company division shall be recognized the termination of activity of the Company with transfer of its rights and obligations to the newly created legal entities.

At Company division all its rights and obligations shall be transferred to two or several newly created legal entities in accordance with the division balance sheet.

16.5. Company separation shall be recognized the foundation of one or several legal entities with transfer of a part of rights and obligations of the Company, subject to reorganization, without termination of activity of the latter.

At separation from structure of the Company of one or several legal entities to each of them a part of rights and obligations of the Company subject to reorganization in form of separation shall be transferred in accordance with the division balance sheet.

16.6. The Company is entitled to get reformed into another legal-organizational form with observance of the requirements established by the Legislation.

At the Company's reformation all its rights and obligations remain unchanged.

b) The procedure of the liquidation of the Company

16.7. The Company's liquidation entails termination of its activity without transfer of its rights and obligations in the order of legal succession to other persons.

In case of voluntary liquidation of the Company, the Supervisory Board of the Company subject to liquidation presents to the resolution by the General Shareholders' Meeting, the issue on liquidation of the Company and on appointment of a liquidator or a liquidation committee (hereinafter referred to as a liquidator).

The General Shareholders' Meeting of the Company to be dissolved voluntarily, adopts a decision on liquidation of the Company and appointment of a liquidator.

At Company liquidation upon a court decision, appointment of a liquidator shall be carried out in the order established by the Legislation.

Since a moment of appointment of a liquidator all powers on management of the Company shall be transferred to that liquidator. The liquidator, on behalf of the Company to be dissolved, speaks at a court.

In a case when the state is being a shareholder of the Company to be dissolved, a liquidation committee shall be appointed, and its membership shall include a representative of the body authorised to dispose of the state-owned property.

16.8. The property of the Company to be dissolved remained after completion of settlement of accounts with creditors shall be distributed by the liquidator among the shareholders in the following order of priority (turns):

- in the first place, payments for the shares which shall be bought out in accordance
- with the Law;
- in the second place, payments for accrued, but not paid dividends on preference shares, and the liquidation cost of preference shares defined by the Charter of the Company, shall be performed;

— in the third place, distribution of property of the Company to be dissolved among shareholders being owners of the common shares shall be performed.

Distribution of property by each order of priority (turn) shall be carried out after full distribution of property by the preceding turn.

If property of the Company is insufficient for payment of accrued, but not paid dividends on preference shares, and liquidation cost for preference shares defined by the Charter of the Company to all shareholders being owners of preference shares, the property shall be distributed among shareholders holding preference shares in proportion to quantity of the shares belonging to them.

The Company is obliged to perform conversion of a part of liquidation cost of the property payable to a shareholder being a foreign investor, into a foreign currency.

16.9. The Company liquidation shall be considered completed, and the Company shall be considered ceased its existence, since a moment of entry by the registration authority of a respective record into the Unified State Register of legal entities.

The registration authority enters a respective record on a Company liquidation only after cancellation of the state registration of securities' issues made by the Company.

XVII. FINAL PROVISIONS

17.1. All disputes arising out of the provisions of this Charter shall be settled by negotiation. If disputes can not be resolved through negotiations, they will be resolved by court.

17.2. Issues not covered by this Charter are governed by the Law of the Republic of Uzbekistan "On Joint-Stock Companies and Shareholder Rights Protection" and other regulatory and legal acts.

17.3. This Charter becomes effective from the moment of its state registration in accordance with the procedure established by the legislation of the Republic of Uzbekistan.

**Director General of
«Chirchiq transformator zavodi»
Joint-stock company**

Nazarov Artur Oktamovich