

# Provision on Executive Body of JSC "Uzkimyosanoat"

<https://uzkimyosanoat.uz/en/corporate/documents/provision-on-executive-body-of-jsc-uzkimyosanoat>

Approved by the decision of the sole shareholder of JSC "Uzkimyosanoat" June 30, 2016.

These regulations were approved, in accordance with article 14, 74-78 of the Law of the Republic of Uzbekistan "On Joint Stock Companies and Protection of Shareholder Rights" and the Charter of JSC "Uzkimyosanoat" (hereinafter the Company) in new edition by the Sole Shareholder on 30 June 2016.

## **1. GENERAL PROVISIONS**

This Regulation defines the status and regulates the work of the Executive Body of JSC "Uzkimyosanoat" (hereinafter referred to as the Company), the procedure of appointment of the head and members of the executive body (hereinafter referred to as the Management Board), as well as the rights and responsibilities of each member of the Executive Body.

## **2. THE PROCEDURE FOR ELECTING AND TERMINATING THE POWERS OF THE EXECUTIVE BODY**

2.1. The Executive Body of the company consists of 4 (four) members.

2.2. Members of the Management Board of the company are elected by the Supervisory Board (hereinafter the Council) from among the chairman of the management board and his deputies in the manner provided by the legislation and the Charter of the Company for a period of one year, in case of re-election based on the results of the competitive selection.

2.3. The election of the head of the executive body and members of the management board is carried out based on competitive selection, in which foreign managers can take part.

2.4. The labour agreement with the head of the executive body and members of the management board on behalf of the company is signed by the Chairman of the Council or by a person authorized by the Council of the company in which the terms of payment, the amount of remuneration directly dependent on the effectiveness of the activity are defined.

2.5. The Council is entitled to early termination the powers of the members of the executive body and its head in case of infringement the terms of the contract, commit rough violations of the Charter or causing of losses by their actions or inaction.

2.6. The decision of termination (dissolution) the contract with the head of the executive body (the chairman of the board) and members of the management board is adopted by the Council by a simple majority of votes.

2.7. In the event that the Council of the company decides to terminate the powers of the Chairman and members of the management board, the issue for transferring their powers to another person may be resolved at the same meeting or left for consideration at a regular meeting of the Council with the appointment of interim chairman and members of the management board until the competitive selection in established by the legislation.

2.8. The competence of the executive body and its chairmen includes all issues of management of day-to-day operations of the company, with the exception of matters referred to the competence of the general meeting of shareholders or the Council.

2.9. The executive body organizes the implementation of decisions of the general meeting of shareholders

and the Council.

### **3. WORK PROCEDURE AND COMPETENCE OF THE EXECUTIVE BODY**

3.1. The board operates on the basis of the charter.

3.2. The head of the executive body (chairman of the board) manages daily business activities. To this end, the Chairman of the Board conducts Board meetings as necessary. In the absence of the chairman of the board, his rights and obligations are assigned by the corresponding order of the company.

3.3. The combination of the function of the chairman of the board with a position in the management bodies of other organizations is allowed only with the consent of the Council.

3.4. Members of the Management Board operate within the competence determined by job descriptions, the terms of the concluded labor contract, the instructions of the Chairman of the Board, decisions of the General Meeting of Shareholders, the Council and this Regulation.

3.5. The issues proposed by the Chairman of the Board on the decision of the Council or the General Meeting of Shareholders are discussed preliminary at a Management Board meeting.

3.6. The Board meeting is entitled to decide the issues on its agenda if more than 50% of the members of the board participate in the meeting.

3.7. Meetings of the Board shall keep minutes of the meeting. The minutes of the meeting shall be drawn up no later than five (5) working days after the meeting. An extract from the Protocol in paper form is certified by the secretary of the meeting. Extracts from the minutes of meetings of the Board are issued:

- To the Chairman of the Board and the Revision Commission - upon request;
- Enterprise specialists - direct executors of decisions taken at the Board meeting;
- at the request of other officials - only with the permission of the Chairman of the Board;
- other persons and bodies (including state bodies) in cases stipulated by the current legislation.

3.8. The Chairman of the Board of the Company has the right:

3.8.1. without a proxy to act on behalf of the Company, including to represent its interests in relations with other organizations and bodies, including state ones, to execute transactions on behalf of the company, to appoint the head of branch or representative office, to approve the staff, issue orders and give instructions obligatory for all employees of the company;

3.8.2. manage the company and make independent decisions within their field of competence;

3.8.3. manage the production, organizational, financial and commercial aspects of day-to-day economic activity

3.8.4. to conclude contracts and agreements, including labor contracts;

3.8.5. to demand from employees proper performance of their work, stipulated by the employment contract, internal labor regulations and other rules

3.8.6. delegate the right to conclude and terminate employment contracts with employees;

3.8.7. determine for employees the composition of information constituting official and commercial secrets in the process of concluding labor contracts with them;

3.8.8. issue power of attorney on behalf of the company;

3.8.9. to open and close in banks the settlement and other accounts of the company;

3.8.10. to execute all transactions, except for transactions the commission of which is attributed to the exclusive competence of the General Meeting of Shareholders and the Council;

- 3.8.11. to dispose of property and money resources within the limits stipulated by the Charter;
- 3.8.12. to issue orders and instructions related to the activities of the company, obligatory for subordinate employees;
- 3.8.13. in case of violation of labor discipline by employees of the company, apply disciplinary measures to them, and delegate these powers;
- 3.8.14. encourage employees;
- 3.8.15. to make a change in the organizational structure with its subsequent approval by the general meeting of shareholders. Approve and carry out staffing with qualified personnel on the basis of the organizational structure approved by the general meeting of shareholders;
- 3.8.16. approve lists of persons authorized to sign on bank documents;
- 3.8.17. to enter into collective bargaining on behalf of the company and to conclude collective agreements;
- 3.8.18. entrust the resolution of certain issues related to its competence to the heads of structural units;
- 3.8.19. to organize and coordinate the holding of General Meetings of Shareholders in coordination with the Council, including sending notices to Shareholders on the General Meeting, preparing all necessary documents and solving all other issues related to the organization of the General Meetings of Shareholders.
- 3.8.20. to approve the Provision on the structural divisions of the company management.
- 3.9. The Chairman of the Management board shall:
  - 3.9.1. to carry out, within its competence management of the current activities of the Company, except for matters falling within the competence of the General Meeting of Shareholder and the Council, ensuring its efficient and stable operation;
  - 3.9.2. to organize the execution of decisions of the General Meeting of Shareholders and the Council;
  - 3.9.3. ensure effective interaction of production units, departments and other structural units;
  - 3.9.4. ensure fulfillment of contractual obligations, obtaining profit in the amounts necessary for the development of production and social sphere;
  - 3.9.5. lead the development programs and business plans of the Company's development, organization and control of their execution;
  - 3.9.6. to submit to the Council a quarterly report on the implementation of annual business plan;
  - 3.9.7. to ensure compliance with the requirements of legislation;
  - 3.9.8. to provide for the organization, proper condition and reliability of accounting and reporting in the Company, timely submission an annual report and other financial statements to the relevant authorities, as well as information on the company's activities to shareholders, creditors and other recipients of information;
  - 3.9.9. to ensure unimpeded provision of documents on financial and economic activities at the request of the Council, the Revision Commission or an Audit organization;
  - 3.9.10. ensure the completeness and timeliness of the provision of state statistical reporting to the relevant authorities;
  - 3.9.11. to preserve the information that constitutes a commercial secret of the company, if the scope of

his responsibilities do not include the transfer of such information to third parties;

3.9.12. to ensure the preservation of information constituting official or commercial secrets by employees of the company;

3.9.13. take measures to ensure the company with qualified personnel, to make the best use of the knowledge, qualifications, experience and abilities of the employees of the company;

3.9.14. maintain labor and technological discipline;

3.9.15. to ensure compliance with social and labor guarantees protection of the Company's employees;

3.9.16. act as an employer in the conclusion of collective contracts and agreements. To fulfill obligations under a collective agreement;

3.9.17. to provide in a timely manner to the General Meeting of Shareholders and Supervisory Board of the Company's reports on the state of affairs within its competence;

3.9.18. to ensure that all shareholders' rights by giving them the information provided by the current legislation, participation in general meetings of shareholders, the accrual and payment of dividends;

3.9.19. to ensure compliance with the internal documents of the current legislation and regulations of the Republic of Uzbekistan.

3.9.20. to perform other duties that the General Meeting of Shareholders and / or the Council may delegate to.

#### **4. RESPONSIBILITY OF THE CHAIRMEN AND MEMBERS OF THE MANAGEMENT BOARD**

4.1. If the Board member is a financially interested in the contract, one of the parties which is a joint stock company, it is obliged to indicate their interest to the date of the decision, and in the discussion of this issue and the vote he would not participate.

4.2. The members of the Management Board shall not have the right directly or indirectly to receive remuneration for influencing the adoption of certain Board decisions.

4.3. Members of the Management Board have no right to use the opportunities of the company (property or non-property rights, business opportunities, information on activities and plans) for personal enrichment purposes.

4.4. Members of the Management Board shall be responsible for damages caused to company as a result of non-performance or improper performance of their functions in accordance with the current legislation of the Republic of Uzbekistan.