

**“APPROVED”**  
Appendix No. 13  
to the minutes of the meeting  
of the Supervisory Board  
of the Joint Stock Company  
“Entrepreneurship Development  
Company”  
dated “\_\_\_” April 2024  
No. 6/24

**REGULATION**  
**on the Appointments and Remuneration Committee**  
**under the Supervisory Board of the Joint Stock Company**  
**“Entrepreneurship Development Company”**

**“SUBMITTED”**  
Executive Body  
of the Joint Stock Company  
“Entrepreneurship  
Development Company”

**Tashkent - 2024**

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***Note:***

*This document is an unofficial translation of the original document in the Uzbek language and is provided for reference purposes only. In the event of any discrepancies, the original version of the document in the Uzbek language shall prevail.*

*Regulation on the Appointments and Remuneration Committee  
under the Supervisory Board of the Joint Stock Company  
“Entrepreneurship Development Company”*

## **I. General provisions**

1. This Regulation (hereinafter referred to as the "Regulation") is developed in accordance with the Law of the Republic of Uzbekistan “On Joint Stock Companies and Protection of Shareholders' Rights”, “On the reforms to create conditions for stable economic growth by improving the business environment and developing the private sector” the Decree of the President of the Republic of Uzbekistan dated April 8, 2022, No. DP-101, the Resolution of the Cabinet of Ministers of the Republic of Uzbekistan “On approval of the strategy for the management and reform of state-participating enterprises for 2021–2025” dated March 29, 2021, No. 166, the Charter of the Joint Stock Company “Entrepreneurship Development Company” (hereinafter referred to as the “Company”), the Regulation on the Supervisory Board, and other normative legal acts, and defines the legal status, composition, powers, and procedures of the Appointments and Remuneration Committee under the Supervisory Board of the Company (hereinafter referred to as the “Committee”).

2. The Committee is established by the decision of the Supervisory Board of the Company (hereinafter referred to as the "Board") and is a permanent working body.

## **II. Composition of the appointments and remuneration Committee and procedure for its formation.**

3. The Committee shall be formed of no fewer than three members of the Board, with the total number being an odd figure. At least one independent member of the Board must be included in the Committee.

The composition of the Committee shall be approved by the decision of the Board.

The majority of the Committee members shall not have any ties to the Company, except for their membership in the Board.

The Chairperson of the Committee shall not simultaneously hold the position of Chairperson of the Board.

Members of the Committee must possess higher education and have the relevant expertise necessary to perform the tasks and exercise the powers of the Committee.

The activities of the Committee shall be overseen by its Chairperson.

4. The term of office of the Committee members shall be established by the decision of the Board.

Based on the Board’s decision approving the composition of the Committee, it shall have the authority to determine the term of office of all or individual Committee members.

If the term of office of the Committee members is not established by the Board’s decision, the members shall exercise their powers for the duration of their term as members of the Board, except in cases of early termination of the powers of all or individual Committee members.

The powers of all or individual Committee members may be terminated early in the following cases:

At the member's own request (based on a submitted application);

In the event of early termination of a Committee member's powers as a member of the Board;

In the event of early termination of a Committee member's powers based on a decision of the Board;

Due to the election of a new composition of the Board.

Early termination of the powers of all or individual Committee members shall be formalized by a decision of the Board.

### **III. Main Tasks of the Appointments and Remuneration Committee**

5. The main tasks of the Committee include the following:

Exercising control over the Company's compliance with the decisions of the Board and the Committee regarding personnel policy and organizational development;

Formulating recommendations to the Council on candidates for the position of head of the Company's executive body;

Formulating recommendations to the Council on candidates for election to the Board;

Analyzing the professional qualifications and independence of persons nominated as Board members based on all information available to the Committee;

Developing recommendations for improving the procedures of the Board and its committees;

Conducting an annual official self-assessment or external assessment of the Board members and Board committees, and preparing a report on the results of such assessment for inclusion in the Company's annual report;

Analyzing and evaluating the performance of the Company's executive body;

Reviewing the organizational structure of the Company prior to its submission to the Board;

When assigned by the Board, conducting a preliminary assessment of the performance of the Board members and the Company's executive body based on the results of the year;

Exercising control over the timely disclosure of information regarding payments to the Board members, executive bodies, and other officials;

Preparing a report on the Committee's activities and other accompanying documents for inclusion in the Company's annual report, as well as presenting this report to the Board;

Performing other tasks assigned to the Committee by the Board.

#### **IV. Procedure for Organizing and Conducting Meetings of the Appointments and Remuneration Committee**

6. Meetings of the Committee shall be convened by the Chairperson of the Committee on their own initiative, at the request of Committee members, or based on a written request from the head of the Company’s executive body

7. The Committee is obliged to hold meetings at the end of each quarter, and if necessary, on a monthly basis. Meetings may be held in person by Committee members or using other communication means. The Committee has the right to invite representatives of the Company’s executive body and other persons, as well as request necessary information from them.

8. In the event of identifying violations requiring urgent resolution of a specific issue, Committee members have the right to demand the convening of an extraordinary Committee meeting.

9. Committee meetings shall be held prior to the Board meetings.

10. The Chairperson of the Committee shall provide all meeting participants with the necessary conditions for proper preparation and active participation in the discussion of agenda items. Committee members are obliged to allocate sufficient time for preparation and participation in Committee meetings.

11. A Committee meeting shall be deemed quorate if at least two-thirds of the Committee members participate, with the participation of the Chairperson being mandatory.

12. Decisions at Committee meetings shall be made by a majority vote of the members present.

13. Each Committee member shall have one vote when making decisions. In the event of a tie, the Chairperson’s vote shall be decisive. Dissenting members have the right to express their special opinion, which shall be included in the minutes and submitted to the Board for consideration.

14. Decisions of the Committee shall be recorded in the minutes of the Committee meeting, which shall be kept by the Committee Secretary and signed by all voting members.

15. The Secretary of the Committee meetings shall be the Head of the Company’s Human Resources Department.

16. The Chairperson of the Committee shall be obliged to:

Organize the work of the Committee;

Convene and preside over Committee meetings;

Oversee the maintenance of minutes of Committee meetings;

Conclude and sign the employment contract with the Company’s Director concerning their rights and obligations;

Make decisions on granting labor and other types of leave to the Company’s Director;

Perform other actions stipulated by the Company’s internal regulatory documents and this Regulation.

17. The Secretary of the Committee shall be obliged to:

Maintain and prepare the minutes of the Committee meetings;

Prepare and provide materials on agenda items for the Committee's consideration

Ensures the delivery the Committee's decisions, conclusions, and minutes to the addressees.

18. All decisions made within the Committee's authority are binding on the Company's executive body and other officials from the moment of their adoption. The responsibility for timely execution lies with the respective officials. Control over the implementation of the Committee's decisions shall be exercised by the Chairperson of the Committee

## **V. Rights and duties of the members of the appointments remuneration Committee**

19. A member of the Committee shall have the right to:

Request from the Company's executive body and other officials all documents and materials necessary for the performance of their duties;

Demand the convening of a meeting of the executive body upon detection of violations that may cause material damage to the Company;

Request explanations from the Company's executive body on matters under consideration;

Submit proposals to the management regarding the disciplinary, property-related, and other liabilities of responsible employees;

Review and make use of the Company's primary accounting records, financial statements, and other relevant documents of the Company;

In necessary cases, for the execution of decisions and assignments within the competence of the Committee, as well as for participation in Committee meetings executives of the Company and other members of the Board may be invited periodically or on a regular basis by decision of the Chairperson of the Committee;

If, in the Committee's opinion, a deeper study of an issue is required, the Committee shall have the right to request the opinions of other Board committees on matters within the Committee's competence on its own initiative;

Speak on the agenda items under discussion during Committee meetings within the time limits established by the regulation, and request that their special opinion on agenda items and decisions made be included in the Committee's minutes;

Submit proposals for amendments and additions to this Regulation for approval by the Board;

Prepare relevant conclusions and proposals based on submitted documents and submit them for consideration by the Board;

Propose agenda items for inclusion in the Committee's meeting agenda.

20. Duties of the Committee members:

To perform their duties in accordance with the legislation of the Republic of Uzbekistan, this Regulation, the Charter of the Company, and internal documents, and Unofficial translation.

For reference only.

to act in good faith in the exercise of their functions;

To carry out their activities based on the principles of protecting the rights, legitimate interests, and needs of the Company's shareholders;

Not to disclose the Company's commercial and official secrets and to comply with confidentiality requirements.

21. Committee members shall be obliged to personally participate in Committee meetings. In case of inability to attend a meeting, a Committee member must notify the Committee, stating the valid reasons for their absence.

## **VI. Liability of the members of the appointments and remuneration committee**

22. In exercising their rights and performing their duties, Committee members must act in the interests of the Company and shall bear liability in the manner prescribed by law.

23. Committee members shall not be held liable for damage caused to the Company if they did not participate in the voting on the decision that resulted in such damage, or if they voted against said decision.

## **VII. Final provisions**

24. This Regulation shall enter into force on the date of its approval by the Board.

25. This Regulation, as well as any amendments and additions thereto, shall be subject to approval by the Board.