

APPROVED

by the General Meeting of Shareholders of
the Joint-stock company «KONVIN»
26 June 2019 y.

**CHARTER
OF THE JOINT-STOCK COMPANY WITH FOREIGN
INVESTMENTS «KONVIN»**

(new edition)

TASHKENT- 2019y.

Article № 1. GENERAL PROVISIONS

1. This Charter is developed on the basis of Law of the Republic of Uzbekistan about 'Protection of the joint-stock companies and shareholder rights' (hereinafter referred as the Law) and other legislative documents.

2. JSC «Konvin», hereinafter referred as 'company' is formed on the basis of the Decree of the President of the Republic of Uzbekistan dated January 21, 1994 about 'The further deepening of economic reforms, protecting the interests of private property and the development measures of the entrepreneurship' and registered with № 11 on January 21, 1994 by Ministry of Justice of the Republic of Uzbekistan.

3. The association conducts its activities in accordance with the Civil Code of the Republic of Uzbekistan, Laws about 'Protection of the joint-stock companies and shareholder rights' (06.05.2014 Issue No. 370) and 'The Market of securities' (03.06.2016 Issue No. 387) and other regulatory and legal documents.

4. The full name of the company:

4.1. In the Uzbek language:

-in the Latin alphabet: «Konvin» aksiyadorlik jamiyati;

-in the Cyrillic alphabet: «КОНВИН» акциядорлик жамияти.

4.2. In the Russian language: Акционерное общество «КОНВИН».

4.3. In the English language: Joint stock company «Konvin».

5. The shortened name of the company:

5.1. In the Uzbek language:

-in the Latin alphabet: «Konvin» «Konvin» AJ;

-in the Cyrillic alphabet: «КОНВИН» АЖ.

5.2. In the Russian language: АО «КОНВИН».

5.3. In the English language: JSC «Konvin»

6. The address of the company:

The location: Tashkent region, Bustonlik district, Gazalkent city, Zavodskaya street, house № 48.

The mail address: The location: Tashkent region, Bustonlik district, Gazalkent city, Zavodskaya street, house № 48.

7. The e-mail of the company: oaokonvin@mail.ru

8. The company's official corporate website: <http://www.aokonvin.uz>.

Article № 2. THE LEGAL STATUS OF THE COMPANY, LIABILITY

9. Company is the legal entity will have its own private property which is taken into account in the independent balance, including the property given to its authorized capital, can get and implement the property and personal non-property rights on behalf of its own, undertake the obligations, may be the claimant and

respondent at the court.

10. From the moment of the state registration, company will get the status of a legal entity. The duration of the company functioning is not limited.

11. The company has the right to open bank accounts in and outside the territory of the Republic of Uzbekistan.

12 The company must have a round stamp with its full name in the official language and the location. At the same time, the company name may also appear in any other language in the stamp.

13. The company has right to own the stamps and letterheads with its name, image, also the duly registered trademark and another means reflecting the private signs of the participants, goods, works and services of the civil appeal.

14. The company on its obligations will be liable with all corresponding property.

15. The shareholders are not responsible for obligations of the company and take the lead to cover the risk of losses associated with its activities within the framework of the value of their own shares.

16. The shareholders who have not fully paid the cost of shares will be joint and several responsible on the obligations of the company within the framework of their respective part of the value of the shares have not been paid.

17. The company is not responsible for the obligations of its shareholders.

18. If the bankruptcy of the company was caused by the illegal actions of a person who acts as a shareholder and has the right to give mandatory instructions for the company, in case where the property of the company is not enough, the subsidiary responsibility for the obligations of company can be transferred to the duty of this shareholder. The shareholder will have the right to give mandatory instructions only when this right is stipulated in this charter.

19. The bankruptcy of the company is considered to be caused by shareholder actions only when the shareholder who has the right to give mandatory instructions for the company has used this right to carry out this action by company, being acknowledged of the bankruptcy of the company as a result of carrying out these actions.

20. The state and its agencies are not responsible for the obligations of company and the company is not responsible for the obligations of the state and its agencies.

Article № 3. THE FIELD OF ACTIVITIES (MAIN DIRECTIONS) AND GOALS OF THE COMPANY

21. The company is the commercial organization and its main goal is to benefit from financial and economic activities.

22. In order to achieve the main goal, the company is carrying out the following types of activities and services:

- manufacture and processing of wine, vodka products, including alcoholic beverages, from domestic products and their sale to legal entities;
- production of food and consumer goods;

- production and delivery of competitive, high-quality products to the domestic and foreign markets;
- creation of conditions for the enterprise to rationalize the enterprise with the technical equipping, modernization and attracting foreign investors and investments;
- stabilization of financial and economic status of the enterprise and creation of socio-economic conditions for enterprises;
- implementation of foreign economic activity on the basis of mutually beneficial cooperation;
- training highly qualified personnel and training of personnel for their own needs in cooperation with higher education institutions based on contracts;
- activity on the basis of agreements with legal entities and individuals on the territory of the Republic of Uzbekistan and abroad, based on the interests of the enterprise and shareholders;
- purchase, sale, leasing and renting movable and immovable property on the territory of the Republic of Uzbekistan in accordance with the current legislation;
- production and processing of agricultural products;
- production and sales of industrial products;
- introduction of advanced methods of management, special technique and information technologies;
- accession to associations, unions, consortia, stock companies and societies and other associations;
- recruitment and processing of secondary raw materials, agricultural products, production of waste;
- production of building materials;
- car service;
- carrying out professional activities in the securities market (investment activity on the securities market);
- organization of customs warehouses;
- retail and wholesale trade;
- provision of public services to the population;
- freight forwarding services; repair of equipment, motor vehicles;
- organization of physical-health complexes;
- material and technical supply;
- organization of public catering systems;
- foreign economic activity;
- advertising-decoration activity.
- carry out other types of activity defined by the legislation in the established order

Article №4. THE AMOUNT OF AUTHORIZED CAPITAL OF THE COMPANY

23. The authorized capital of stock exchange consists of the nominal value of exchange shares of shareholders and is expressed in the national currency of the Republic of Uzbekistan. The nominal value of the shares issued by the exchange is the same.

The authorized capital of stock exchange is amounted to 2 830 626 000 (two billion eight hundred and thirty million six hundred and twenty-six thousand) sum and divided into 19 584 (nineteen thousand five hundred and eighty-four) shares of preferred stock and 1 058 752 (one million and fifty-eight thousand seven hundred and fifty-two)common shares with the nominal value of each one - 2 650 (two thousand six hundred and fifty) sum.

Increasing the authorized capital of the company

26.The authorized capital of stock exchange may be increased through the placement of additional share.

27.Additional shares will be placed within the framework of the number of shares issued in this Charter by the company.

The amount of announced shares that may be additionally placed in order to increase the authorized capital of the company consists of the common shares with the nominal value of 2650 sum.

28. The total price, number, type, nominal value, order, method, term, placement (issue of shares on the stock exchange and organized OTC market), order of payment for shares, failed to be executed in the decision on increase of charter capital through placement of additional shares and the order of repayment of the accepted payment instruments for the shares in case of recognition as invalid.

29.The additional shares will be placed through the outdoor and indoor subscription methods.

30.The decisions about increasing the authorized capital of stock exchange and the appropriate amendments to the charter of the company will be accepted by the Supervisory Board of company.

31.In the decision about increasing the authorized capital of stock exchange through placement of additional shares will be determined the number of additional shares to be placed, the terms and conditions of their placement as well as the price of sales of these shares for shareholders who according to the legislation and the present Charter have the referential rights to purchase shares.

32.The decision on not using the preferential right and the decision on the validity period of such a decision may be accepted by the majority of votes of owners of the voting shares that are participating in the general meeting of shareholders. The term of validity of such a decision cannot be more than a year from the moment of adopting this decision.

33.The list of those who have the preferential right will be formed based on information of the company's shareholders register on the date of adoption of decision on issuing securities.

34.The price of the placement (the placement of securities to the stock market and outside the organized OTC market) of shares during the decision making about the placement of shares, including the placement among the shareholders will be determined proceeding from the emerging market prices at

trading platforms of the organizers of the sale of securities.

If the payment of additional shares of stock exchange will be paid at the expense of its own capital and at the expense of dividends of adopted decision about the payment through the additional shares, the placement of these shares will be implemented at the nominal value of the shares of the company.

35. The decision about the formation of the state's share in the authorized capital of company due to the state tax or other debts will be accepted by the general meeting of the shareholders of the company with the simple majority of vote of shareholders when there are the owners of at least two-thirds of the placed voting shares of the company.

Reducing the authorized capital of company

36. The authorized capital of company may be reduced through the reduction of the nominal value of shares or the total number of shares.

37. While making the decision to reduce the authorized capital, the general meeting of shareholders provides the reasons for the reduction of the authorized capital and determines the procedure of reduction.

Article № 5. TYPES OF SHARES OF STOCK EXCHANGES

38. Shares of stock exchange are the common and its accounting is recorded in non-documentary form.

39. The rights to shares will go to the shareholder from the moment of entering the appropriate revenue record into his custody account and is approved with the copy from custody account which is given by the depositary in accordance with the procedure established by the law.

39. The owners of privileged shares receive the nominal value of their shares until the property is dispersed between the common stock holders at the moment of distribution of their property in the event of liquidation of the company.

40. The purchase price of preferred shares by the Company is determined according to their market value..

41. Dividends will be paid from the net profit left at the disposal of company and(or) from the retained earnings of previous years.

42. Dividends may be paid by money or other legal instruments or shares of the Company and other securities by the decision of the general meeting of shareholders.

Dividends on preferential shares of the Company are not allowed in the form of securities.

43. Dividends are distributed among shareholders in proportion to their number and type of shares.

Privileged stock gives the right holder the right to receive dividends for the first time in the amount of 25% of the nominal value of one share per year.

44. The company pays dividends on placed shares once a year according to the results of the year, except for the cases envisaged by the legislation.

The decision about the payment of dividends on common shares, the

amount of dividends, the terms and conditions of its payment is accepted by the general meeting of shareholders based on information of financial reporting and when there is the audit report about the reliability of financial reporting. The payment of dividends must not be later than 60 days from the moment of accepting this decision.

Article № 6. THE RESERVE FUND OF COMPANY

45. The company at the expense of the net profit organizes the reserve fund and other necessary funds for the activity that will be determined in the general meeting of shareholders.

46. The reserve fund of company is intended for the compensation of the cost of the company, the disposal of corporate bonds of company, payment of dividends on preferred shares and to buy back shares of company in case when there is no other means.

47. The reserve fund will be established not less than 15% of the authorized capital. Every year, to the reserve fund will be contributed 5% of net profit until it reaches a specified amount.

48. When reserve fund has been spent in whole or in part, it will be restored with the payments of the net profit.

Article № 7. THE STRUCTURE OF THE BOARD OF COMPANY

49. Administration bodies of company:

- The general meeting of shareholders
- Supervisory Board
- The executive body (Management and his chairman)

Article № 8. THE GENERAL MEETING OF COMPANY'S SHAREHOLDERS.

50. The general meeting of shareholders is the top management body of company.

51. The company has to conduct the annual general meeting of shareholders (the next). The annual general meeting of shareholders must be conducted not later than 6 months after the end of the year. The general meeting of shareholders (annual) of company is usually conducted every year in June.

52. The owners of at least 1 % of shares of company have the right to introduce the suggestions on the daily procedures of the general meeting of shareholders, distribution of the profit, proposing the candidates to the management and controlling bodies (with the possibility of changing until the end of general meeting). This kind of suggestions should be provided not later than 90 days from the end of the financial year.

53. The notice on the general meeting of shareholders shall be published not later than twenty one days from the date of the general meeting of shareholders, but no later than thirty days prior to the date of the general meeting of shareholders, on the Single portal of corporate information, the official web-site of the company and in the mass media, and also sent to the shareholders by e-mail.

54. The following objectives are provided for the annual general meeting of

shareholders

Selecting the supervisory board;

Selecting the Audit Committee;

Prolonging, reforming and cancelation of validity of agreement with the principal of the executive body of company;

Reporting on the fulfillment of business-plan and the annual report of company;

Reports about the measures which are taken to achieve the development strategy of the Supervisory Board and Executive Body

Distribution of profits and losses;

Listening to the conclusions of Auditory Committee and reports of the supervisory board on the following the established laws related to the management of company as well as the issues within the competence of Auditory Committee and the supervisory board.

Other issues also can be observed at the meeting.

55. The general meeting of shareholders that is held except for the annual general meeting of shareholders is the extraordinary meeting.

56. The general meeting of shareholders is led by Chairman of the Supervisory Board, in the absence of him for a valid reason, by one of the members of the Supervisory Board.

57. The competence of the general meeting of shareholders includes the followings:

Adding changes and amendments to the Charter of company or approval of the new edition of the Charter of company;

Reorganization of the company;

Liquidation of the company, appointment of a liquidator (the liquidation committee) and approval of the intermediate and final balances of the liquidation;

Determination of the structure of the Supervisory Board, election of its members and early termination of powers of members;

Determination the maximum amount of shares issued;

Reduction of the authorized capital;

Purchase of placed shares of the company;

Approval of the organizational structure of the company, election (appointment) of head of the executive body of the company;

Election of members of the Audit Commission and the early termination of their powers, as well as approval the regulations on the Audit Commission;

Approval of short-term and long-term development strategy of company with clearly defined periods taking into account the main activities and purpose of the company and annual report of the company;

Distribution of profits and losses of the company;

Listening to the conclusions of Auditory Committee and reports of the supervisory board on the following the established laws related to the management of company as well as the issues within the competence of Auditory Committee and the supervisory board

Approval of laws stipulated in this charter and in article № 35 of the law of the Republic of Uzbekistan about 'Joint-stock companies and protection of shareholder rights' on not using the preferential rights;

Approval of regulations of the general meeting of shareholders;

Crushing and enlarging the shares;

In accordance with chapter 8 of the law of the Republic of Uzbekistan about 'Joint stock companies and protection of shareholders' rights', make a decision about forming a large contract on the property which make up more than 50 % of the amount of the net assets of the company on the date of making a decision about forming a contract on book value or purchasing value;

In accordance with chapter 9 of the Law of the Republic of Uzbekistan about 'Joint stock companies and protection of shareholders' rights', make a decision about forming a contract with affiliated person of the company;

Making a decision about taking an obligation to comply with the recommendations of the Corporate Governance Code and approval of form of message`s disclosure;

Approval of the regulation about the management bodies of company, including internal controls, dividend policy, the procedure of actions during the conflict of interest;

Making a decision about conducting the analysis on compliance of business processes and projects with the objectives of the development of Company through attracting the professional organizations – consultants every year;

Determination of agreements related to the current economic activity of the stock exchange;

Determination of the procedure and conditions of providing(getting) humanitarian aid or sponsorship, making a decision about giving the competence of implementing them to the supervisory board;

Determination(approval) of the procedure of voting by e-mail(confirmed with digital signature) or through their authorized representatives or conducting the general meeting in the form of video-communication;

Determination(approval) of the procedure of practical assistance to the Adviser`s commission or involvement of independent experts to carry out their function (For example, investment advisor or other professional participants of the securities market)

Determination(approval) of the procedure of covering the costs of conservation of the minority joint committee at the expense of company`s funds;

Determination of the requirements on the form and content of reports of company management and control bodies reporting to the general meeting of shareholders, the duration of the general meeting of shareholders;

Making a decision about amendments and additions on increasing the authorized capital (equity capital) of the stock exchange and reducing the number of issued shares of the company;

Solution of the other issues according to the legislation.

58.The right to participate in the general meeting of shareholders is carried out by the shareholder personally or through his representative. The representative of shareholder operates in the general meeting of shareholders based on power of attorney concluded in written form.

59.The decisions taken by the general meeting of the shareholders are placed on the corporate web site of Company and in a single portal of the corporate information within the terms established by law. If the shares and other securities

of company are included in the quotation sheet of the stock exchange, these decisions will also be placed on the website of the stock exchange.

60. Shareholders, including minority shareholders may form a stock agreement for the formation of a joint position in the voting.

61. Minority shareholders of company should not request documents unreasonably and interfere with the activities of the management body through the use of confidential information, trade secrets.

62. The general meeting of shareholders is convened and held on the basis of Regulations of Company about 'The general meeting of shareholders'.

Article № 9. THE SUPERVISORY BOARD OF COMPANY

63. The Supervisory Board carries out the general management of company, except for the issues related to the competence of the general meeting of shareholders.

64. The members of the Supervisory Board are elected for a term of one year by the general meeting of shareholders. The number of members of the Supervisory Board of company consists of 5 people.

At least one member of the supervisory board who is proper to the criteria of an independent member reflected in the Corporate Governance Code (but not less than 15% of the number of members of the Supervisory Board envisaged in the charter) - is recommended and elected by the major shareholders as agreed.

65. The competence of the supervisory board of the stock exchange include the followings:

Determination of the priority directions of activity of the company by regular listening to the report of the executive body about the measures taken to achieve the implementation of indicators of the business plan of company, including the development strategy;

Calling the annual and extraordinary general meetings of shareholders, except for cases stipulated by the law;

Preparation of the agenda of the general meeting of shareholders, setting the date, time and place of conducting;

Informing the shareholders about conducting the general meeting and determination of the date of the formation of the shareholders' register for participation;

Adding the issues stipulated in the second paragraph of the first part of Article № 59 of the law of the Republic of Uzbekistan about 'Joint-stock companies and protection of shareholders' rights' to the general meeting of shareholders for resolution;

Organization of the determination of the market value of the property;

Election (appointment) of members of the executive body of company (except for chairman), prematurely termination of their powers;

Determination of the amount of the remuneration and (or) compensation of the executive bodies of company, determination of the boundary amount of specified payments linking it to the important indicators of efficiency determined by the law about 'The introduction of criteria for evaluating the effectiveness of activities of joint-stock companies that are the state share and other business entities' that is confirmed by the decision №207 of The Cabinet of Ministers of the Republic of Uzbekistan.

Appointment of a corporate consultant and determining the procedure for approval of its activity;

Approval of the annual business plan of company not later than December 1 of the current year;

Organization of the internal audit service and the appointment of its staff, as well as listening to its quarterly reporting;

Access to any documents relating to the activities of the executive body of company and getting these documents from the executive body to carry out the duties of the Supervisory Board. The Supervisory Board and its members can use the documents only for objectives of service;

Making a decision about conducting the audit investigation in accordance with international audit standards of financial reporting concluded according to the audit, including international standards.

Making a decision about the determination of the largest amount of remuneration paid to the audit organization and its services;

Giving the recommendations on the amount of remuneration and compensations that are paid to members of Audit Commission;

Giving the recommendations on the amount, form and procedure of dividend payment;

Using of the reserve fund and other funds;

Establishment of branches and representative offices;

Establishment of subsidiaries and affiliated companies (they are organized in the form of Joint-stock company or limited liability company);

Making a decision about concluding the major agreements and (interest) agreements with the affiliated entities of company by company in cases specified in the law;

Formation of agreements related to the participation of commercial and non-profit organizations of company through the procedure established by the law;

Making a decision about releasing the corporate bonds, including shares convertible to bonds;

Making a decision about purchasing back the corporate bonds of company;

Making a decision about adding the amendments and additions on increasing the authorized capital of the company, as well as increasing the authorized capital and reducing the number of shares issued by company to the charter;

Determination of the issuing price of shares (to securities exchange market and external market from organized OTC);

Making a decision about releasing the derivatives of securities;

Making a decision about providing(getting) the humanitarian aid and (or) sponsorship (charity) only on the basis of terms and conditions defined by the general meeting of shareholders as well as limits established by the law, by the disclosure of this information to all shareholders;

Organization of Committees (Working groups) consisting of the members of the Supervisory Board, the executive bodies, staff of the company and involved experts (the appropriate specialists, the teachers of higher educational institutions in the field and others) on identifying and solving the related issues, including conflict situations and other issues;

Solution to the other issues in accordance with the law.

66.The election of the members of the Supervisory Board carried out by cumulative voting. In the cumulative voting, the number of votes related to each shareholder is multiplied by the number of persons to be elected as members of the Supervisory Board and in this way shareholder has right to give obtained votes fully to one candidate or distribute them among two or more candidates. Candidates with the most number of votes are considered to be elected to the Supervisory Board of the company.

67.Chairman of the Supervisory Board is elected from themselves by a majority of votes of Board members. The Supervisory Board has the right to re-elect its chairman with a majority of the total members.

68.Chairman of the Supervisory Board organizes its work, convenes the meetings of the Supervisory Board and does a chairmanship in it, organizes the minutes of the meeting, signs the labor contract with the members of the management.

69.In case, when the Chairman of the Supervisory Board is absent, his functions are carried out by one of the members of the Board

70.Meetings of the Supervisory Board are convened and conducted at least once every quarter by the Chairman.

The owners of at least 1% of the common stock of company have the right to require the calling of a meeting of the Supervisory Board and offer a proposal on the agenda.

71.The decisions in the Supervisory Board meeting are made by a majority of votes of those who are present at the meeting, if other cases are not provided in the legislation. During the solutions of issues at the meeting of Supervisory Board, each member of the Board has one vote. One member of the Supervisory Board does not have the right to give his own voice to the other member of the Board. In case of equal votes of the members of the Supervisory Board, the vote of the Chairman of the Board is considered to be decisive.

72.In the meeting, the members of the Supervisory Board may participate in the meeting through conference connection via video and audio equipment, in this case, their voices for decision making are not considered as a given in absentia.

73.The Supervisory Board and its Chairman must work in the interests of Company while exercising their rights and fulfilling their obligations. They are responsible in front of the company and its shareholders in accordance to legislation and this charter.

74.The Supervisory Board works on the basis of regulation about 'The Supervisory Board' confirmed by this Charter and the general meeting of shareholders.

Article № 11.THE EXECUTIVE BODY OF COMPANY

75.The leadership to the daily activities of company is carried out by the management and the Chairman. The competence of the management includes all the issues related to the daily leadership of the daily activity of the company, except for the issues within the competence of the general meeting of shareholders and the Supervisory Board.

76. The powers of the executive body under the agreement may be given to the reliable commercial organization (reliable management) according to the decision of the general meeting of shareholders. Terms of the contract approved by the Supervisory Board, if another rule is not stipulated by the Charter of the company.

77. Chairman of the Board manages the daily operations of the Company and carries out the operational management in accordance with the legislation of the Republic of Uzbekistan, the Charter of the community, the decisions of the general meeting of shareholders and the Supervisory Board.

78. Chairman of the Board according to this charter organizes the implementation of decisions of the general meeting and the Supervisory Board and reports to them.

79. The Chairman of the Board is elected (appointed) by the General Meeting of Shareholders. The contract with the company is signed by the chairman of the Supervisory Board.

80. Board members are elected (appointed) by the Supervisory Board. The labor contract with them is signed by the Chairman of the Board on behalf of the Company.

81. The decision about the appointment of the Chairman of the Management and its members are usually made based on competitions, which foreign managers can also take part in.

82. The members of the executive body participating as a shareholder representative do not participate in voting on the issue of election of members of the executive body.

83. The amount of the remuneration and (or) compensation paid to the Chairman of the Board and its members are determined in a connection with the key indicators of effectiveness specified with the decision about 'The introduction of criteria for evaluating the effectiveness of activities of joint-stock companies that are the state share and other business entities' that is confirmed by the decision №207 of The Cabinet of Ministers of the Republic of Uzbekistan.

84. The competence of Management includes following:

The appointment of the heads of the structures of company (except for the heads of branches and representative offices);

Determination of the amount of salary and bonuses of workers and employees;

Approval of the officer's instructions;

Listening to the reports of heads of the structures at the end of each quarter;

The decision-making on the agreement related to the confiscation of property by the company or giving to another person or the possibility of confiscation of giving to another person or several interconnected agreements, in case if before the adopted resolution prior to the date of agreement, the book value of the property that is given to another person or acquired makes up from 5 % to 15 % of the amount of the net assets of company on financial report for the previous reporting date, with the exception of in connection with the placement of shares and other securities transactions.

The cancellation of the main means of the company.

85. These are included in the powers of Chairman of the Management:

Management of the activities of company in accordance with the powers given to him by the Supervisory Board and this charter;

Work on behalf of the company without power of attorney and defend its interests;

Conclude the agreements, the appointment of the head of a branch or representative office of the company on behalf of the company;

According to the consent of the Supervisory Board to participate in its work with the advisory vote;

appointment of the head of a branch or representative office of the company;

Approval of the member states, recruitment of the staff (workers), conclude and cancel the labor contracts with them, the application of disciplinary measures against them, ensuring the maintenance of labor and executive discipline by staff;

Give a power of attorney on behalf of the company in accordance with the current legislation;

Release the command and regulations which are obligatory for all employees of the company and give the instructions;

Management of the current activity within the framework of its powers by providing an effective and stable operation of the community;

The organization of the implementation of the resolutions of the general meeting of shareholders and the Supervisory Board

The organization of accounting in the company, including the transformation of financial reporting to the international standards in order to announcement;

Disclosure of information on the activities of the company in accordance with the law;

Ensuring the provision of annual reports and other financial reports to appropriate authorities in a timely manner, including the information about the activities of company that are sent to shareholders, creditors and other recipients;

The organization of the work of the archives of company and ensure the integrity of its documents;

Complying with current legislation and internal documents of the Company;

The work of the management of the exchange is led by Chairman of the Supervisory Board or chairman operating on the basis of a contract signed by person authorized by the Supervisory Board.

In the exchange agreement with the Chairman of the Board should be included his obligations on improving the effectiveness of the exchange and periodicity of the reports, provided to the general meeting of shareholders and the Supervisory Board, on the progress on the implementation of annual business plan;

86. Management and its chairman must work in the interests of Company while exercising their rights and fulfilling their obligations. They are responsible to the company and its shareholders in accordance with the legislation and this charter.

87. Management and its chairman will work on the basis of Regulations about 'The executive body' confirmed by this Charter and the general meeting of shareholders.

Article № 13. MONITORING ACTIVITIES OF THE COMPANY

88. The general meeting of shareholders elects the Audit Commission for one year for the control of financial and economic activities of the company. Audit Committee of the company consists of 3 people.

89. Chairman of the Management must submit the documents about financial and economic activity to the Commission at the request of the Audit Commission.

90. The Audit commission in accordance with applicable law have the right to demand the calling of an extraordinary general meeting of shareholders.

91. The members of the Audit Commission cannot be at the same time a member of the Supervisory Board and hold any other positions in the management bodies of the Company. The same person cannot be elected for the structure of the Audit Commission of the same Company more than 3 times in the sequence.

92. Inspection of financial and economic activities of the company is carried out according to the initiative of Auditing Commission, the general meeting of shareholders, the supervisory board or at the request of the shareholder (shareholders) having at least 5 % of shares of the Company by the end of the year or other period with advance notice of the Supervisory Board of the Company.

93. According to the results of the inspection of the financial-economic activity of the Company, Audit Commission forms a conclusion which includes:

Assessment on the reliability of the data indicated in reports and other financial documents of the Company;

The information must be provided on the violations of the procedure for submission of accounting and financial reporting, as well as the violation of the legislation during implementation of the financial and economic activities;

94. Additional requirements to the content of the Audit Committee are determined by the general meeting of shareholders.

95. Audit Commission listens to the conclusion about the existence of agreements or transactions with affiliated persons in the company, and the compliance of these agreements with requirements of the legislation and internal documents of the Company quarterly at the meeting of the supervisory board and the annual general meeting of shareholders.

96. Audit Committee will work on the basis of the Regulation about 'Audit Commission' approved by this Charter and the general meeting of the shareholders of the Company and the bonus is paid in the prescribed manner.

97. If the value of the assets of the stock exchange a hundred thousand times more than the amount of minimum wage, Internal Audit Service is conducted in the stock exchange. Internal Audit Service is accountable to the Supervisory Board

98. The internal audit service of the company monitors and evaluates the compliance of the executive body, branches and representative offices with the legislation, charter of the company and other documents, the provision of complete and reliable information in the accounting and financial reporting, the compliance of the implementation of business operations with the established rules and procedures, preservation of assets and compliance with the requirements established by the legislation on the management of the company through control and monitoring.

99. The Internal Audit Service shall ensure that internal controls, More

than 50 percent of shares are controlled by transactions with legal entities owned by the Company.

100..According to the contract with the stock market, audit commission carries out the inspection of the financial and economic activity of stock exchange and presents the conclusions of the audit to it in the procedure established by the law.

101.As the result of the establishment of the auditor's opinion which contains a wrong conclusion about financial reporting and other financial information of the stock exchange, Audit Committee will be responsible for the damage to the stock exchange.

102.The selection of the audit organization for conducting the audit investigation is carried out on a competitive basis proceeding from the list defined by The Committee of the Republic of Uzbekistan on privatization, demonopolization and competition development and The Ministry of Finance of the Republic of Uzbekistan.

Article № 12. FINAL PROVISIONS

103. All disputes and differences arising from charter shall be resolved in accordance with applicable law and these statutes through mutual agreement of shareholders.

104.If there are no opportunities to solve the disputes and disagreements through negotiations, they can be resolved accordingly through the court.

105. This charter and its amendments and additions enters into force from the moment of state registration through the procedure established by the law.