**«TASDIQLANDI»**

Yagona Aksiyador Qarori bilan

"07" Oktyabr 2024

**"APPROVED"**

by the Resolution of the Sole Shareholder

dated 07 October, 2024

**«OXUS PAY»**

**AKSIYADORLIK JAMIYATI**

**USTAVI**

**CHARTER**

**OF THE JOINT-STOCK COMPANY**

**"OXUS PAY"**

**Toshkent – 2024**

**Tashkent – 2024**

| 1. | UMUMIY QOIDALAR | GENERAL PROVISIONS |
|---|---|---|
| 1.1. | «OXUS PAY» aksiyadorlik jamiyati (keyingi o'rinlarda "**Jamiyat**") 2024 yil «07» oktyabrdagi 1-sonli Yagona Aksiyador ta'sis qaroriga muvofiq tashkil etilgan. | Joint-Stock Company "OXUS PAY" (hereinafter the "**Company**") is established on the basis of the Foundation Resolution of the Sole Shareholder No. 1 dated «07» October 2024. |
| 1.2. | Jamiyat o'z faoliyatida O'zbekiston Respublikasining "To'lovlar va to'lov tizimlari to'g'risida", "Aksiyadorlik jamiyatlari va aksiyadorlarning huquqlarini himoya qilish to'g'risida", "Qimmatli qog'ozlar bozori to'g'risida", O'zbekiston Respublikasi Markaziy banki va O'zbekiston Respublikasi Istiqbolli loyihalar milliy agentligi me'yoriy hujjatlari, shuningdek mazkur Ustavga amal qiladi. | In its activity the Company shall be governed by the laws of the Republic of Uzbekistan, namely "On payments and payment systems", "On joint-stock companies and protection of shareholders' rights", "On securities market", other laws and regulations, normative documents of the Central Bank of the Republic of Uzbekistan and National agency of perspective projects of the Republic of Uzbekistan, as well as by the present Charter. |
| 1.3. | O'zbekiston Respublikasi qonunchiligiga muvofiq jamiyat aksiyadorlik jamiyati shaklidagi yuridik shaxs bo'lib, u o'z shaxsiy mulkiga ega, o'z majburiyatlari bo'yicha javobgar, o'z nomidan mulkiy va nomulkiy huquqlarga ega bo'lishi va ularni yuritishi, majburiyatlarni o'z bo'yniga olishi, sudda da'vogar va javobgar sifatida ishtirok etish huquqiga ega. Jamiyat o'z mustaqil balansiga ega bo'lib, foyda-xarajat va o'zini-o'zi moliyalashtirish asosida faoliyat yuritadi. | In accordance with the legislation of the Republic of Uzbekistan, the Company is established in the form of a joint-stock company as a legal entity and has its own assets, to which the Company is liable for its obligations, can in its name acquire and exercise property and non-property rights, bear responsibilities, act as a plaintiff and a defendant in a court. The Company has its own balance sheet and acts on self-supporting and self-financing basis. |
| 1.4. | Jamiyat faoliyat muddati cheklanmagan bo'lib, u o'z faoliyatini O'zbekiston Respublikasi Markaziy banki litsenziyasi asosida amalga oshiradi. | The term of activities of the Company shall be unlimited in time and it shall operate on the basis of a license from the Central Bank of the Republic of Uzbekistan. |
| 1.5. | Jamiyat o'zining tashkiliy-huquqiy shaklini ko'rsatuvchi to'liq va qisqartirilgan yuridik nomiga, emblemasiga, tovar belgisiga, shuningdek o'zining to'liq firma nomi ko'rsatilgan, tashkiliy-huquqiy shakli hamda davlat tilida qayd etilgan manzili ko'rsatilgan dumaloq shakldagi muhrga ega. Jamiyatning dumaloq muhrida qo'shimcha ravishda Jamiyatning boshqa tildagi nomi va uning emblemasi bo'lishi mumkin. Jamiyat, shuningdek, o'z nomi, logotipi va boshqa vizual identifikatsiya vositalariga ega bo'lgan shtamp va blankalarga ega bo'lishga haqli. | The Company has its full and abbreviated corporate name indicating its legal form, emblem, trademark as well as a round seal with its full corporate name and an indication of the legal form and location in its national language. The round seal of the Company may additionally indicate the name of the Company in another language and its emblem. The company may also have stamps and forms with its name, own emblem and other means of visual identification. |
| 1.6. | <u>Jamiyatning to'liq nomi:</u> | <u>Full name of the Company:</u> |
| | O'zbek tilida: | In the Uzbek language: |
| | Lotinchada: **«OXUS PAY»** aksiyadorlik jamiyati; | In Latin alphabet: **«OXUS PAY»** aksiyadorlik jamiyati; |
| | Kirillchada: **«OXUS PAY»** акциядорлик жамияти; | In Cyrillic alphabet: **«OXUS PAY»** акциядорлик жамияти; |

| | | |
|---|---|---|
| | Ingliz tilida: | In the English language: |
| | Joint-stock company **"OXUS PAY"** | Joint-stock company **"OXUS PAY"** |
| | Rus tilida: | In the Russian language: |
| | Акционерное общество **«OXUS PAY»** | Акционерное общество **«OXUS PAY»** |
| | Jamiyatning qisqartirilgan nomi: | Abbreviated name of the Company: |
| | O'zbek tilida: | In the Uzbek language: |
| | Lotinchada: **«OXUS PAY»** AJ; | In Latin alphabet: **«OXUS PAY»** AJ; |
| | Kirillchada: **«OXUS PAY»** AЖ; | In Cyrillic alphabet: **«OXUS PAY»** AЖ; |
| | Ingliz tilida: | In the English language: |
| | JSC **"OXUS PAY"**. | JSC **"OXUS PAY"**. |
| | Rus tilida: | In the Russian language: |
| | AO **«OXUS PAY»** | AO **«OXUS PAY»** |
| 1.7. | Jamiyat Ustavi qoidalari va Yagona aksiyador, Kuzatuv Kengashi, Bosh direktor qarorlari asosida qabul qilingan Jamiyatning tasdiqlangan ichki hujjatlari o'rtasida ziddiyatlar vujudga kelgan taqdirda, mazkur Ustav ustunlik qiladi. Ushbu Ustav o'zbek va ingliz tillarida tuzilgan va imzolangan. Ikki tildagi matnlar o'rtasida nomuvofiqlik yuzaga kelgan taqdirda, o'zbek tilidagi matn ustunlik qiladi. | If any contradiction arises among provisions of the Charter of the Company and other approved internal documents of the Company, which were adopted on the basis of resolutions of the Sole Shareholder, the Supervisory Board or the General Director, the provisions of the present Charter shall prevail. This Charter was made and executed both in Uzbek and English languages. In case of discrepancies between the two languages, the Uzbek language shall prevail. |
| 1.8. | Jamiyatning mol-mulki unga mulk huquqi asosida tegishli bo'lgan alohida mulklarga: binolar, inshootlar, asbob-uskunalar, jihozlar, boshqa fond va mablag'larga egadir. | The Company holds detached property: buildings, constructions, equipment, inventory, other funds and resources which belong to the Company on a private-property basis. |
| 1.9. | Jamiyat o'z nomidan mulkni va mulkiy huquqlarni olishi va ularni tasarruf etishi o'z zimmasiga majburiyatlar olishi, milliy va xorijiy valyutada bitimlar tuzishi, sudlarda da'vogar va javobgar sifatida ishtirok etishi mumkin. | The Company may acquire and dispose of any property and proprietary rights in its own name, assume liability, enter into transactions in national and foreign currencies, act as a plaintiff and defendant in the courts. |
| 1.10. | Jamiyat belgilangan tartibda O'zbekiston Respublikasida yuridik shaxs maqomiga ega bo'lmagan filiallar va vakolatxonalar ochishi mumkin. Jamiyatning filial va vakolatxonaga berib qo'yilgan mol-mulki Jamiyatning balansida hisobga olinadi. | The Company may open its branches and representative offices within the territory of the Republic of Uzbekistan in the order established by the legislation without delegating the rights of a legal person. The property of the Company allotted to the branch and the representative office shall be maintained on the balance sheet of the Company. |

| | | |
|---|---|---|
| 1.11. | Qiymati Jamiyatning jamlama balansida aks ettiriladigan pul va boshqa turdagi moddiy hamda nomoddiy boyliklar, shu jumladan, jamiyat filiallarining balansida bo'lgan Jamiyatning mulki hisoblanadi. | The property of the Company shall comprise of monetary funds and other tangible and intangible assets, the cost of which is reflected on consolidated balance sheet of the Company, including the property of branches being recorded on their balances. |
| 1.12. | Jamiyat o'z majburiyatlari bo'yicha o'ziga tegishli barcha mol-mulki bilan javobgar bo'ladi. | The Company shall be held liable for its obligations, with the Company's whole property. |
| 1.13. | Aksiyadorlar Jamiyatning majburiyatlari yuzasidan javobgar bo'lmaydilar va uning faoliyati bilan bog'liq zararlarning o'mini o'zlariga tegishli aksiyalar qiymati doirasida qoplash tavakkalchiligini o'z zimmasiga oladi. Aksiyalarning haqini to'liq to'lamagan aksiyadorlar Jamiyatning majburiyatlari yuzasidan o'zlariga tegishli aksiyalar qiymatining to'lanmagan qismi doirasida solidar javobgar bo'ladi. | Shareholders shall not be held liable for the obligations of the Company and shall bear the risk of losses related to its activity within the limits of the value of their shares. Shareholders, who have not paid in full their shares, shall be held liable on joint and several bases for the obligations of the Company within the limits of unpaid portion of the value of their shares. |
| 1.14. | Jamiyat o'z aksiyadorlarining majburiyatlari bo'yicha javobgar bo'lmaydi. | The Company shall not be held liable for the obligations of its shareholders. |
| 1.15. | Jamiyat davlatning majburiyatlari bo'yicha, davlat esa Jamiyatning majburiyatlari bo'yicha javob bermaydi, bundan Jamiyatning yoki davlatning o'zi bunday majburiyatlarni zimmasiga olish hollari mustasno. | The Government and its authorities shall not bear responsibility and be held liable for the obligations of the Company, nor shall the Company be held liable for the obligations of the Government and its authorities except for the Company or the Government shall make such undertaking. |
| 1.16. | Jamiyatning pochta manzili: Toshkent shahri, Mirobod tumani, ko'ch. Afrosiyob, 8A | The postal address of the Company is located at: Tashkent, Mirabad district, Afrosiab str., 8A |
| **2.** | **JAMIYATNING MAQSADLARI VA VAZIFALARI** | **THE OBJECTIVES AND TASKS OF THE COMPANY** |
| 2.1. | Jamiyatning asosiy maqsadi Jamiyat aksiyadoriga foyda to'lanishini ta'minlash maqsadida to'lov xizmatlarini ko'rsatish maqsadida **Kompyuter dasturlash faoliyati** hisoblanadi. | The main business objective of the Company is the activity in the field **Computer programming activities** of rendering payment services with the aim to ensure profit distribution to shareholder of the Company. |
| 2.2. | O'z faoliyatida Jamiyat quyidagi faoliyatlarni amalga oshiradi:<br>— kompyuter dasturlash sohasidagi faoliyat;<br>— Pul vositachiligining boshqa turlari;<br>— IT sohasidagi boshqa faoliyat va kompyuter tizimlari;<br>— Axborot texnologiyalari va kompyuter tizimlari sohasidagi boshqa faoliyat.<br>Shuningdek, Jamiyat qonun hujjatlari bilan taqiqlanmagan boshqa har qanday faoliyat turlari bilan shug 'ullanishga haqli. | In its activities, the Company shall carry out the following types of activities:<br>— Computer consultancy services;<br>— Other types of monetary intermediation;<br>— Other activities in IT field and computer systems;<br>— Other activities in the field of information technology and computer systems.<br>Additionally, the Company has the right to engage in any other activities not prohibited by law. |

| 3. | JAMIYATNING HUQUQ VA MAJBURIYATLARI | RIGHTS AND OBLIGATIONS OF THE COMPANY |
|---|---|---|
| 3.1. | Jamiyat moliyaviy operatsiyalarni amalga oshirish bilan bog'liq qarorlar qabul qilishda mustaqildir. | The Company shall independently make decisions related to undertaking of companying operations. |
| 3.2. | Jamiyatning quyidagi huquqlari mavjud: | The Company shall have the right to: |
| 3.2.1. | o'z faoliyatini mustaqil amalga oshirish, shuningdek tegishli xizmatlarini ko'rsatish; | independently carry out its activities, as well as to provide relevant services; |
| 3.2.2. | o'z faoliyatidan cheklanmagan foyda olish va barcha xarajatlar qoplangandan, soliqlar va boshqa majburiy to'lovlar to'langanidan keyin qolgan foydani o'z xohishiga ko'ra tasarruf etish; | receive unlimited profits from its activities and, at its own discretion, manage the remaining profit after covering all expenses and paying taxes and other obligatory payments; |
| 3.2.3. | belgilangan tartibda tashqi iqtisodiy faoliyatni amalga oshirish; | carry out foreign economic activity in the prescribed manner; |
| 3.2.4. | mijozlarga ko'rsatilgan xizmatlar uchun komissiya miqdorini mustaqil ravishda belgilash; | set amounts of commission fees for rendering services to the customers independently; |
| 3.2.5. | barcha soliqlar va majburiy to'lovlar to'langanidan keyin jamiyat ixtiyorida qolgan sof foyda hisobidan zaxira va jamg'armalar yaratish; | establish reserves and funds from net profit which remained at disposal of the Company after payment of all taxes and obligatory payments; |
| 3.2.6. | o'z vakolatlari doirasida mustaqil ravishda bitimlar va boshqa huquqiy harakatlarni amalga oshirish, shu jumladan, mulkni sotib olish yoki sotish, qo'shma faoliyat, ijara, buyurtmalar, komissiyalar, saqlash, shuningdek O'zbekiston Respublikasida va xorijda ko'rgazmalar, tenderlar, tanlovlar, konferentsiyalar, simpoziumlarda ishtirok etish huquqiga ega bo'lish; | perform independently and within its competence transactions and other legal actions, including transactions on purchase and sale of property, carrying out of joint activity, lending, renting, guarantees, commissions, storage, as well as entitled to participate in exhibitions, bids, contests, conferences, symposiums in the Republic of Uzbekistan and abroad; |
| 3.2.7. | mijozlardan tuzilgan shartnomalarga, shuningdek amaldagi qonun hujjatlariga muvofiq o'z majburiyatlarining bajarilishini belgilangan tartibda talab qilish; | demand, in an established order, the performance of obligations by the borrowers pursuant to the agreements entered into or the legislation in force; |
| 3.2.8. | jamiyat xodimlarining mehnatiga haq to'lash shakllari, tizimi, tartibi va miqdorini mustaqil ravishda belgilash; | independently determine the forms, system, order and amounts of the salary of the employees of the Company; |
| 3.2.9. | qonun hujjatlarida belgilangan tartibda O'zbekiston Respublikasi hududida filiallar tashkil etish. Jamiyat o'z faoliyatini muvofiqlashtirish, manfaatlarini himoya qilish va qo'shma dasturlarni amalga oshirish uchun ittifoqlar, uyushmalar va boshqa birlashmalarda ishtirok etishi mumkin; | establish, in the established order the branches on the territory of the Republic of Uzbekistan. The Company may join unions, associations and other incorporations for coordination of its activity, protection of its interests and implementing joint programs; |
| 3.2.10. | litsenziyada, ushbu Ustavda nazarda tutilgan moliyaviy-xo'jalik faoliyatini amalga oshirish uchun zarur bo'lgan boshqa harakatlar va operatsiyalarni amalga oshirish; | perform other actions and operations specified by the license, present Charter, necessary for undertaking of its financial and economic activity; |

| | | |
|---|---|---|
| 3.2.11. | O'zbekiston Respublikasining amaldagi qonunchiligi va xalqaro huquq hujjatlari bilan ta'qiqlanmagan boshqa harakatlar va faoliyatni amalga oshirish va olib borish. | perform and conduct any other operations and activities, which are not prohibited under Uzbek and international law. |
| 3.3. | O'z mijozlari va aksiyadorlari manfaatlarini himoya qilishni ta'minlash maqsadida Jamiyat quyidagi majburiyatlarga ega: | To ensure protection of the interests of its customers and shareholders the Company shall have the following obligations: |
| 3.3.1. | O'zbekiston Respublikasi qonunlari tomonidan belgilangan tartibda o'z faoliyati to'g'risidagi ma'lumotlarni oshkor qilish; | To disclose information on its activity in the order established by the laws of the Republic of Uzbekistan; |
| 3.3.2. | amaldagi qonunchilik asosida investitsiya, dividend, emissiya va boshqa siyosatlarni, shuningdek Jamiyatning boshqa operatsiyalarini amalga oshirish bilan bog'liq ichki me'yoriy hujjatlarni ishlab chiqish; | based on the current legislation, to develop investment, dividend, emission and other policies, as well as internal regulatory documents, related to the undertaking of other operations of the Company; |
| 3.3.3. | qonun hujjatlariga muvofiq buxgalteriya hisobi va hisobotiga doir talablarga rioya qilish; | To comply with the requirements of accounting and reporting in accordance with the law; |
| 3.3.4. | soliqlar va boshqa majburiy to'lovlarni to'lash; | To pay taxes and other obligatory payments; |
| 3.3.5. | tegishli organlarga belgilangan muddatlarda va belgilangan tartibda hisobotlar taqdim etish; | To submit reports to the relevant authorities in a timely and prescribed manner; |
| 3.3.6. | amaldagi qonun hujjatlarida nazarda tutilgan boshqa majburiyatlarni bajarish. | To perform other obligations envisaged by the current legislation. |
| **4.** | **JAMIYATNING O'Z MABLAG'LARI** | **ASSETS OF THE COMPANY** |
| 4.1. | Jamiyatning o'z mablag'lari ustav kapitali, zaxira fondi, taqsimlanmagan foyda va Yagona Aksiyadorning qaroriga muvofiq foyda hisobidan tuziladigan boshqa fondlardan tashkil topadi. | The assets of the Company shall be comprised of charter capital, reserves, retained earnings and other funds generated from the income upon decision of the Sole Shareholder. |
| 4.2. | Jamiyat O'zbekiston Respublikasining amaldagi qonunchiligida nazarda tutilgan aksiyalarni joylashtirish huquqiga ega. | The Company shall be entitled to place shares in accordance with the legislation of Republic of Uzbekistan. |
| 4.3. | Aksiyalar hujjatsiz shaklda chiqariladi. | Shares shall be issued in non-documentary form. |
| 4.4. | Jamiyatning ustav kapitali 10 000 000 000 (o'n milliard) so'mdan tashkil topgan bo'lib, 2 000 000 (ikki million) dona miqdoridagi oddiy aksiyalarga taqsimlangan, har birining nominal qiymati 5 000 (besh ming) so'mdir. | The charter capital of the Company shall amount to UZS 10 000 000 000 (ten billion) and is divided into shares in the amount of 2 000 000 (two million) shares, with a nominal value of UZS 5 000 (five thousand) each. |
| 4.5. | Jamiyat joylashtirilgan aksiyalarga q'oshimcha ravishda 4 000 000 (to'rt million) nominal qiymati 20 000 000 000 (yigirma milliard) so'm bo'lgan oddiy aksiyalarini joylashtirish huquqiga ega. Ushbu aksiyalar Jamiyatning aksiyadorlar o'rtasida yopiq obuna asosida joylashtiriladi. | The Company is entitled to place, in addition to the placed shares, ordinary shares in the amount of 4 000 000 (four million) worth of shares with a nominal value of UZS 20 000 000 000 (twenty billion). These shares are placed by closed |

| | | |
|---|---|---|
| | | subscription among the shareholders of the Company. |
| 4.6. | Aksiyalarni chiqarish va joylashtirishda aksiyalarning umumiy soni doirasida to'langan aksiyalar Jamiyatning ustav kapitaliga o'tkaziladi. | When issuing and placing shares within the total number of shares, the paid-up shares are transferred to the charter capital of the Company. |
| 4.7. | Aksiyalarni joylashtirish jamiyat Yagona Aksiyador qaroriga muvofiq tasdiqlangan aksiyalar doirasidagi xususiy joylashtirish (yopiq obuna) yo'li bilan yoki zarur hollarda ommaviy obuna yo'li bilan amalga oshiriladi. | Placement of these shares shall be undertaken through private (closed subscription) placement within the limits of authorized shares in accordance with the decision of the Sole Shareholder or through open subscription if necessary. |
| 4.8. | Jamiyat aksiyalarini joylashtirish vaqtida ularni to'lash faqat pul mablag'lari bilan amalga oshirilishi mumkin. | Payment for the shares of the Company during their placement may be undertaken only by monetary means. |
| 4.9. | Jamiyatning ustav kapitali qo'shimcha aksiyalarni joylashtirish yo'li bilan ko'paytirilishi mumkin. | Charter capital of the Company may be increased by placing additional shares. |
| 4.10. | Jamiyatning ustav kapitalini qo'shimcha aksiyalarni joylashtirish yo'li bilan ko'paytirish va Jamiyat ustaviga o'zgartirishlar kiritish to'g'risidagi qaror Yagona Aksiyador tomonidan qabul qilinadi. | A decision to increase the charter capital of the Company by placing additional shares as well as making related amendments to the Charter shall be adopted by the Sole Shareholder. |
| 4.11. | Jamiyatning ustav kapitalini qo'shimcha aksiyalarni joylashtirish yo'li bilan ko'paytirish qonun hujjatlarida belgilangan tartibda jalb qilingan investitsiyalar, jamiyatning o'z kapitali va hisoblangan dividendlar hisobidan amalga oshirilishi mumkin. | The increase of charter capital of the Company by placing additional shares could be undertaken on the basis of the attracted investments, equity of the Company as well as accrued dividends, in the order established by the legislation. |
| 4.12. | Jamiyatning ustav kapitali aksiyalarning nominal qiymatini kamaytirish yoki aksiyalarning umumiy sonini qisqartirish yo'li bilan, shu jumladan aksiyalarning bir qismini keyinchalik bekor qilgan holda jamiyat tomonidan aksiyalarni olish yo'li bilan kamaytirilishi mumkin. | The decrease of the charter capital of the Company may be undertaken by decreasing the par value of the shares or reducing their total quantity, including by acquiring of the portion of the shares by the Company with their subsequent cancellation. |
| 4.13. | Jamiyat ustav kapitalini kamaytirish to'g'risidagi va jamiyat Ustaviga o'zgartirishlar kiritish haqidagi qarorlar Yagona Aksiyador tomonidan qabul qilinadi. | A decision to decrease the charter capital of the Company as well as making corresponding amendments to the Charter of the Company shall be adopted by the Sole Shareholder. |
| 4.14. | Agar Jamiyat ustav kapitalini kamaytirish natijasida uning miqdori Ustavga kiritilgan o'zgartirishlar ro'yxatdan o'tkazilganda qonunchilik tomonidan belgilangan eng kam miqdordan kam bo'lsa, Jamiyat o'z ustav kapitalini kamaytirish huquqiga ega emas. | The Company is not entitled to reduce its Charter Capital if, as a result of such reduction, its volume becomes less than the minimum amount established by the laws at the time of registration of amendments to the Charter. |
| 4.15. | Jamiyat ustav kapitalini kamaytirish to'g'risida qaror qabul qilingan kundan e'tiboran 30 (o'ttiz) kundan kechiktirmay o'z kreditorlarini yozma ravishda xabardor qilishi shart. Kreditorlar ularga Jamiyat ustav kapitali kamayganligi to'g'risida bildirishnoma yuborilgan kundan e'tiboran 30 (o'ttiz) kundan kechiktirmay Jamiyatdan o'z majburiyatlarini | Not later than 30 (thirty) calendar days from the date of the decision to reduce the Charter Capital, the Company shall notify its creditors in writing. Creditors shall have the right to demand early fulfillment of its obligations by the Company and compensation for related losses not later than 30 (thirty) calendar days |

| | | |
|---|---|---|
| | muddatidan oldin bajarilishini va u bilan bog'liq zararlarning qoplanishini talab qilishga haqli. | from the date of receiving the notification on the decrease of the Company's Charter Capital. |
| 4.16. | Jamiyat ochiq va yopiq obuna usulida aksiyalarni joylashtirishni amalga oshirishga haqli. | The Company shall be entitled to place shares through public and private subscription. |
| 4.17. | Jamiyat qonun hujjatlari talablarini inobatga olgan holda o'zi chiqarayotgan aksiyalarga ularni joylashtirish yo'li bilan ochiq obuna o'tkazishga haqli. Aksiyalarga ochiq obuna faqat birja va uyushgan birjadan tashqari qimmatli qog'ozlar bozorida amalga oshiriladi. | The Company is entitled to undertake public subscription to issued shares by the means of public placement in accordance with the requirements of the legislation. A public subscription to the issued shares is strictly undertaken at stock exchange or organized over-the-counter securities exchange. |
| 4.18. | Jamiyat o'zi chiqarayotgan aksiyalarga ularni xususiy joylashtirish yo'li bilan yopiq obuna o'tkazishga haqli. | The Company is entitled to undertake private subscription to issued shares by the means of private placement. |
| 4.19. | Jamiyat tomonidan aksiyalarni joylashtirish muddati ularning chiqarilishi davlat ro'yxatidan o'tkazilgan kundan boshlab bir (1) yildan oshmasligi kerak. | The period of placement of the shares by the Company shall not exceed one (1) year from the moment of state registration of the issue. |
| 4.20. | Jamiyat ustav kapitalining kamida 15 foizi (o'n besh foizi) miqdorida jamiyatning sof foydasidan har yili majburiy ajratmalar hisobiga zaxira fondini tashkil qiladi. Yillik chegirmalar miqdori yuqoridagi 15 foiz (o'n besh foiz) miqdoriga erishilgunga qadar sof foydaning besh foizidan kam bo'lishi mumkin emas. | The Company shall establish reserve fund amounting not less than fifteen percent 15% (fifteen percent) of the charter capital by obligatory annual deductions from the net profit of the Company. Amount of annual deductions shall not be less than five percent of the net profit until it reaches aforesaid amount of 15% (fifteen percent). |
| 4.21. | Boshqa mablag'lar mavjud bo'lmagan taqdirda, Jamiyatning zaxira fondi Jamiyatning zararlari o'rnini qoplash, Jamiyatning korporativ obligatsiyalarini muomaladan chiqarish, imtiyozli aksiyalar bo'yicha dividendlar to'lash va Jamiyatning aksiyalarini qaytarib sotib olish uchun mo'ljallanadi. | The reserve fund of the Company shall be intended to cover its losses, redeem corporate bonds of the Company, pay the dividends on preferred shares and buy-back of shares in case of the absence of other funds. |
| 4.22. | Zaxira fondidan boshqa maqsadlarda foydalanish mumkin emas. | The reserve fund may not be used for other purposes. |
| 4.23. | Jamiyat O'zbekiston Respublikasi qonunlari va ichki hujjatlarda belgilangan tartibda aktivlar va balansdan tashqari majburiyatlar bo'yicha yuzaga kelishi mumkin bo'lgan yo'qotishlar uchun zaxiralar shakllantiradi. Mazkur zaxiralarga ajratmalar Jamiyatning joriy xarajatlariga qo'shiladi. | The Company shall establish reserves for possible losses from assets as well as off-balance liabilities in the order established by the laws of the Republic of Uzbekistan and internal documents. Deductions to these reserves shall be referred to current expenses of the Company. |
| 4.24. | Jamiyat Yagona Aksiyadorning O'zbekiston Respublikasining amaldagi qonunchiligiga muvofiq boshqa fondlarni tashkil etish va Jamiyat foydasidan tegishli ajratmalar to'g'risida, shuningdek daromaddan foydalanish to'g'risida qarorlar qabul qilishi mumkin. | Sole Shareholder of the Company may adopt decisions on establishment of other funds and corresponding charges from the profit of the Company, as well as on the use of the profit in accordance with the current legislation of the Republic of Uzbekistan. |
| **5.** | **AKSIYADORLARNING HUQUQLARI VA MAJBURIYATLARI** | **RIGHTS AND OBLIGATIONS OF THE SHAREHOLDERS** |

| | | |
|---|---|---|
| 5.1. | Oddiy aksiya o'z egasiga, ushbu Ustavda nazarda tutilgan hollar bundan mustasno, Jamiyat Yagona Aksiyadorning o'z vakolatiga kiradigan barcha masalalar bo'yicha ovoz berish huquqi bilan "bitta aksiya - bir ovoz", shuningdek dividendlar olish huquqi, Jamiyat tugatilgan taqdirda esa – unga tegishli ulushga muvofiq uning mol-mulkining bir qismini olish huquqini beradi. | Common Shares shall entitle their owner, except as provided by the present Charter, to the right to vote on all issues within the competence of the Sole Shareholder under the principle of "one stock - one vote", as well as the right to collect dividends, and in the event of the liquidation of the Company , the right to receive portion of its property in accordance with the share belonging to him. |
| 5.2. | Har bir aksiyador cheklanmagan holda quyidagi huquqlarga ega: | Each shareholder shall have the following rights without any limitations: |
| 5.2.1. | jamiyat aksiyadorlarining reyestriga kiritilish; | be included in the register of shareholders; |
| 5.2.2. | investitsiya vositachisi va/yoki Qimmatli qog'ozlar markaziy depozitariysidagi saqlash hisobvarag'idan ko'chirmalar olish; | To receive extracts in respect of oneself from deposit account at the investment intermediary and (or) the Central Securities Depository; |
| 5.2.3. | Jamiyat foydasining bir qismini dividendlar tarzida olish; | To collect part of profit of the Company in the form of dividends; |
| 5.2.4. | qonun hujjatlarida belgilangan tartibda ishonchnoma asosida o'z vakiliga (vakillariga) Jamiyat aksiyalariga egalik qilishdan kelib chiqadigan huquqlarni (huquqlarning bir qismini) o'tkazish; | in the manner prescribed by law, on the basis of a power of attorney, transfer to its representative (representatives) the rights (part of the rights) arising from the ownership of the shares of the Company; |
| 5.2.5. | Jamiyat tugatilgan taqdirda, unga tegishli ulushga muvofiq mol-mulkning bir qismini olish; | To collect a portion of property in case of liquidation of the Company to the extent of the owned share; |
| 5.2.6. | Jamiyatning moliya-xo'jalik faoliyati natijalari to'g'risida to'liq va ishonchli axborotni Jamiyat tomonidan va O'zbekiston Respublikasi qonun hujjatlarida belgilangan tartibda olish; | To obtain complete and reliable information on the results of the economic and financial activity of the Company to the extent specified by the Company and the current legislation of the Republic of Uzbekistan; |
| 5.2.7. | olingan dividendlar va/yoki aksiyalarni erkin tasarruf etish; | freely dispose of received dividends and/or stocks; |
| 5.2.8. | qimmatli qog'ozlar bozorini tartibga solish va muvofiqlashtirish bo'yicha davlat vakolat bergan organda, shuningdek sudda o'z huquqlarini himoya qilish; | defend his/her rights before the authorized public authority on regulation and coordination of securities market, as well as in the courts; |
| 5.2.9. | yetkazilgan zararlarning belgilangan tartibda qoplanishini talab qilish; | claim the damages incurred in the established order; |
| 5.2.10. | aksiyalarni sotib olishda yuzaga kelishi mumkin bo'lgan yo'qotishlar va (yoki) daromadning bir qismini yo'qotish bilan bog'liq tavakkalchiliklarni yumshatish; | hedge risks related to possible losses and (or) losses of a part of profit at share acquisition; |
| 5.2.11. | o'z manfaatlarini ifodalash va himoya qilish maqsadida uyushmalarga va boshqa nodavlat notijorat tashkilotlariga birlashish. | join associations and other public organizations with the purpose of representation and protection of his/her interests. |

| | | |
|---|---|---|
| 5.3. | aksiyalarni tasarruf etish bo'yicha cheklovning o'rnatilishi ushbu aksiyalar egasi bo'lgan aksiyadorni qonun hujjatlarida belgilangan tartibda Jamiyatni boshqarishda ishtirok etish va ular bo'yicha dividendlar olish huquqidan mahrum qilmaydi. | Imposition of a restriction on transfer of shares shall not deprive the right of a shareholder, owner of these shares, to participate in management of the Company and to receive dividends accrued on these shares in accordance with the legislation. |
| 5.4. | Jamiyat aksiyadori - aksiyadorlar ro'yxatiga kiritilgan yuridik yoki jismoniy shaxs. | Shareholder of the Company shall be the entity or an individual which is listed in the register of shareholders. |
| 5.5. | Aksiyador investitsiya vositachisini va/yoki Qimmatli qog'ozlar markaziy depozitariysini aksiyalarga tegishli huquqlarni ro'yxatdan o'tkazish bo'yicha xizmatlar ko'rsatuvchi tegishli o'zgarishlar to'g'risida o'z vaqtida xabardor qilishi shart. Tegishli ma'lumotlar o'zgarganligi to'g'risida ularga ma'lumot taqdim etilmagan taqdirda Qimmatli qog'ozlar markaziy depozitariysi va uning aksiyalariga bo'lgan huquqlarni ro'yxatdan o'tkazish bo'yicha xizmatlar ko'rsatuvchi investitsiya vositachisi shu munosabat bilan aksiyadorga yetkazilgan zarar uchun javobgar bo'lmaydi. | Shareholder must notify in a timely manner the investment intermediary and (or) in the Central Securities Depository, which renders services on recordkeeping of the rights related to the shares, on any change in relevant information. In case of a failure by a shareholder to submit information on relevant changes in the data, Central Securities Depository and the investment intermediary rendering services on recordkeeping of the rights related to the shares, shall not be held liable for damages caused to shareholder in this respect. |
| 5.6. | Aksiyalarga bo'lgan huquqlar aksiyalarni oluvchiga uning depo hisobvarag'iga tegishli kirim yozuvi kiritilgan paytdan e'tiboran o'tadi va investitsiya vositachisi va (yoki) Qimmatli qog'ozlar markaziy depozitariysi tomonidan qonun hujjatlarida belgilangan tartibda berilgan depo hisobvarag'idan ko'chirma bilan tasdiqlanadi.<br>Aksiya bilan tasdiqlanadigan huquqlar ularni oluvchiga ushbu qimmatli qog'ozga bo'lgan huquqlar o'tgan paytdan e'tiboran o'tadi. | The rights for shares shall be transferred to the acquirer of shares from the moment of making appropriate corresponding entry record in established order on deposit account of the acquirer in the order established by the legislation and shall be confirmed by the extract from deposit account of the acquirer issued the investment intermediary and (or) the Central Securities Depository in the order established by the legislation.<br>The rights underlying a share are transferred to the acquirer as of the date of transfer of the rights to that security. |
| 5.7. | Aksiya bilan tasdiqlanadigan huquqlar ularni oluvchiga ushbu qimmatli qog'ozga bo'lgan huquqlar o'tgan paytdan boshlab o'tadi. | The rights, confirmed by the shares, shall be transferred to the acquirer of the shares from the moment of transfer of the rights to shares. |
| 5.8. | Depo hisobvarag'idan ko'chirma aksiyadorning aksiyalarga bo'lgan huquqlarini tasdiqlaydigan, Markaziy depozitariy va (yoki) investitsiya vositachisi tomonidan beriladigan hujjatdir. | Extract from the deposit account shall be the document provided by the investment intermediary and (or) the Central Securities Depository that certifies the rights of the shareholder to shares. |
| 5.9. | Jamiyat aksiyadorlarining majburiyatlari: | The shareholders of the Company shall have the following obligations: |
| 5.9.1. | Aksiyalar uchun belgilangan tartibda, miqdorda va o'z vaqtida to'lash; | pay for the shares in the prescribed manner, amounts and time; |
| 5.9.2. | mazkur Ustav talablariga va boshqa tegishli ichki hujjatlarga rioya qilish; | comply with the requirements of the present Charter and relevant internal documents of the Company; |

| | | |
|---|---|---|
| 5.9.3. | tijorat sirini tashkil etuvchi ma'lumotlarni, shuningdek Jamiyatning boshqa maxfiy hujjatlari (ma'lumotlari) mazmunini oshkor qilmaslik; | not disclose any information constituting a commercial secret, as well as the contents of other confidential documents (information) of the Company; |
| 5.9.4. | O'zbekiston Respublikasining qonunlari talablariga rioya etilishini ta'minlash uchun Jamiyat tomonidan so'ralgan tegishli ma'lumotlarni taqdim etish; | provide relevant information requested by the Company to ensure compliance with the requirements of the laws of the Republic of Uzbekistan; |
| 5.9.5. | aksiyadorlar zimmasiga amaldagi qonun hujjatlarida va ushbu Ustavda nazarda tutilgan boshqa majburiyatlar ham yuklanadi. | shareholders also bear other responsibilities, stipulated by the applicable law and the present Charter. |
| **6.** | **DAROMADLAR VA DIVIDENDLARNING TAQSIMOTI** | **PROFIT AND DIVIDENDS DISTRIBUTION** |
| 6.1. | Amaldagi qonun hujjatlariga muvofiq byudjetga soliqlar to'langandan va jamg'armalarga zarur mablag'lar kiritilgandan keyin jamiyatning foydasi Jamiyat Yagona Aksiyador tomonidan belgilanadigan tartibda taqsimlanishi kerak. | Profit of the Company, gained after payment of all taxes to the budget and payments to funds in accordance with the current legislation, shall be used in the order established by the Sole Shareholder. |
| 6.2. | Dividend - bu Jamiyat sof foydasining aksiyadorlarga taqsimlanadigan qismidir. | Dividends are the part of the profit, subject to distribution among shareholders. |
| 6.3. | Dividendlar Jamiyat ixtiyorida qolgan sof foyda va (yoki) o'tgan yillar taqsimlanmagan foydasi hisobidan to'lanadi. | Dividends shall be distributed from the net profit remaining at the disposal of the Company and (or) from retained earnings of previous years. |
| 6.4. | Jamiyatning Yagona Aksiyadorning qaroriga asosan dividendlar pul mablag'lari yoki boshqa qonuniy to'lov vositalari yoki Jamiyatning qimmatli qog'ozlari bilan to'lanishi mumkin. | Upon decision of the Sole Shareholder of the Company the dividend may be distributed in monetary form or in other legal means of payments or in the form of the securities of the Company. |
| 6.5. | Dividendlar aksiyadorlar o'rtasida ular egalik qilgan aksiyalar soni va turiga mutanosib ravishda taqsimlanadi. | Dividends shall be distributed among shareholders proportionally to the number and type of shares owned. |
| 6.6. | Jamiyat moliyaviy yilning birinchi choragi, olti oyi, to'qqiz oyi yakunlari bo'yicha va (yoki) moliyaviy yil yakunlariga ko'ra aksiyalar bo'yicha dividendlar to'lash to'g'risida qaror qabul qilish huquqiga ega, agar O'zbekiston Respublikasining amaldagi qonunchiligida boshqacha tartib nazarda tutilmagan bo'lsa. | The Company is entitled to decide on distribution of dividends on placed shares on the basis of the results of the first quarter, half year, nine months of the financial year and (or) on the basis of the results of the financial year, unless otherwise established by the current legislation of the Republic of Uzbekistan. |
| 6.7. | Jamiyatning moliyaviy yilning birinchi choragi, olti oyi va to'qqiz oyi natijalari bo'yicha dividendlar to'lash to'g'risidagi qarori, tegishli davr tugaganidan keyin 3 (uch) oy ichida qonun talablariga muvofiq qabul qilinishi mumkin. | Decision on distribution of dividends on the basis of the results of the first quarter, half year, nine months of the financial year could be made within 3 (three) months after the termination of the relevant period. |
| 6.8. | Har bir turdagi aksiyalar bo'yicha dividendlar to'lash, dividendning turi, miqdori, uni to'lash shakli va tartibi | Decision on distribution of dividends on shares of each type, amount, form and order of their |

| | | |
|---|---|---|
| | to'g'risidagi qaror Kuzatuv Kengashining taqdimnomasi hamda uning haqiqiyligi to'g'risida auditorlik xulosasi mavjud bo'lgan holatda moliyaviy hisobot ma'lumotlari asosida Jamiyatning Yagona Aksiyadori tomonidan qabul qilinadi. Dividendlar miqdori Jamiyatning Yagona Aksiyadori tomonidan tavsiya etilgan miqdordan oshmasligi kerak. Dividendlar to'lash to'g'risidagi qarorda dividendlarni to'lashning boshlanish va tugash sanalari ko'rsatilishi kerak. | distribution shall be made by the Sole Shareholder upon recommendation of the Supervisory Board as well as financial statements, in case of availability of auditor's opinion on its reliability. The amount of dividends may not exceed the amount recommended by the the Supervisory Board. Decision on distribution of dividends shall include the start and end dates of the dividend distribution. |
| 6.9. | Jamiyat aksiyadorlari ro'yxatiga olingan Yagona Aksiyador dividendlarni to'plash huquqiga ega. | The Sole Shareholder who was included in the shareholders register of the Company shall be entitled to collect dividends. |
| 6.10. | Dividendlarni to'lash muddati va tartibi Jamiyatning Yagona Aksiyadori qarori bilan belgilanadi. Dividendlarni to'lash muddati bunday qaror qabul qilingan kundan boshlab 60 (oltmish) kundan kech bo'lishi mumkin emas. | Terms and order of dividend distribution shall be set by the decision of the Sole Shareholder. Distribution of dividends shall be undertaken not later than 60 (sixty) days from the day of such decision. |
| 6.11. | Jamiyat to'langan dividendlar miqdori to'g'risidagi ma'lumotlarni qimmatli qog'ozlar bozorini tartibga solish bo'yicha vakolatli davlat organining va Jamiyatning rasmiy veb-saytlarida qonun hujjatlarida belgilangan muddatlarda e'lon qiladi. | The Company publishes information on the amount of dividends to be distributed on the official websites of the authorized body, entrusted with the regulation of securities market, stock exchange as well as the Company, within the period specified by the legislation. |
| 6.12. | Jamiyat soliqlarni hisobga olmaganda dividendlar miqdorini e'lon qiladi. Dividendlar amaldagi qonunchilikka muvofiq soliqqa tortiladi. | The Company shall announce the amount of dividends, with no tax deductions. Dividends shall be subject to tax in accordance with the current legislation. |
| 6.13. | Jamiyatning Yagona Aksiyadori qarori bilan mulkdor yoki huquqiy voris yoki merosxo'r tomonidan uch (3) yil mobaynida talab qilinmagan dividendlar Jamiyat ixtiyorida qoladi. | Dividends that were not claimed by the owner or the legal successor or heir within 3 (three) years, shall remain at the disposal of the Company upon decision of the Sole Shareholder. |
| 6.14. | Agar buning oqibati jamiyatning moliyaviy-iqtisodiy ahvolining sezilarli darajada yomonlashishiga olib kelishi mumkin bo'lsa, dividendlarni to'lash ta'qiqlanadi. | It is forbidden to distribute dividends, if such distribution may significantly deteriorate the financial and economic conditions of the Company. |
| 6.15. | Jamiyat aksiyadorlarga dividendlar to'lash, shuningdek Jamiyatning Kuzatuv Kengashi, Bosh direktor va xodimlarini mukofotlash orqali foydani taqsimlashni quyidagi hollarda amalga oshirishga haqli emas: | The Company is not entitled to make decision on the distribution (declaration) of dividends on shares, and renumeration to the members of the Supervisory Board and the General Director, and employees of the Company in the following cases: |
| 6.15.1. | agar Ustav Kapitali to'liq shakllanmagan bo'lsa (qo'shimcha aksiyalar chiqarish yo'li bilan ustav kapitalini ko'paytirish bundan mustasno); | if the Charter Capital is not fully formed (the exception is an increase in the Charter Capital by issuing additional shares); |
| 6.15.2. | nochorlik (bankrotlik) bo'lganda yoki mazkur taqsimlash oqibatida nochorlikning (bankrotlikning) alomatlari yuzaga kelganda; | if at the time of distribution of dividends, the Company meets the criteria of insolvency |

| | | |
|---|---|---|
| | | (bankruptcy), or such signs appear as a result of the distribution of dividends; |
| 6.15.3. | agar jamiyat sof aktivlarining qiymati uning Ustav Kapitali va zaxira kapitali summasidan kam bo'lsa. | if the value of the Company's net assets is less than the sum of its Charter Capital and reserve capital. |
| **7.** | **JAMIYAT BOSHQARUVI** | **MANAGEMENT OF THE COMPANY** |
| 7.1. | Jamiyatning boshqaruv organlari quyidagilardan iborat: | The managing bodies of the Company shall be: |
| 7.1.1. | Jamiyat Yagona Aksiyadori (keyingi o'rinlarda **"Yagona Aksiyador"**); | Sole Shareholder of the Company (hereinafter the **"Sole Shareholders"**); |
| 7.1.2. | Jamiyat Kuzatuv Kengashi (keying o'rinlarda «**Kuzatuv Kengashi**»); | Supervisory Board of the Company (hereinafter the "**Supervisory Board**"); |
| 7.1.3. | Jamiyatning boshqaruv organi Bosh direktor (keyingi o'rinlarda **"Bosh direktor"**) deb hisoblanadi. | The managing body of the Company shall be the General Director (hereinafter the "**General Director**"). |
| 7.2. | Jamiyat Kuzatuv Kengashining a'zolari va Bosh direktori, shuningdek muhim ahamiyatga ega xodimlari benuqson ishchanlik obro'siga, jamiyat tavakkalchiliklarining samarali boshqarilishini, o'z vakolatlari doirasida asosli qarorlar qabul qilinishini ta'minlash uchun zarur bo'lgan tajribaga, bilim va ko'nikmalarga ega bo'lishi kerak. | Members of the Supervisory Board and the General Director, as well as the key personnel of the Company, shall have an impeccable business reputation, experience, knowledge and skills necessary to ensure effective risk management of the Company and make prudent decisions within the limits of their authority. |
| 7.3. | Jamiyat Kuzatuv Kengashi va Bosh direktor, shuningdek muhim ahamiyatga ega xodimlari qonunchilik talablariga doimo muvofiq bo'lishini ta'minlashi shart. | The Company shall ensure that the members of the Supervisory Board and the General Director, as well as the key personnel of the Company, comply at all times with the requirements of laws. |
| 7.4. | Kuzatuv Kengashi va Bosh direktor mazkur Ustav, Yagona Aksiyadorning qarorlari va O'zbekiston Respublikasining amaldagi qonunchiligi bilan o'zlariga berilgan vakolatlar doirasida jamiyat faoliyatini boshqaradi. | The Supervisory Board and the General Director shall manage the activity of the Company to the extent of authority entrusted to them by the present Charter, decisions of the Sole Shareholder and current legislation of the Republic of Uzbekistan. |
| 7.5. | <u>Yagona Aksiyador</u> | <u>Sole Shareholder</u> |
| 7.5.1. | Jamiyatning oliy boshqaruv organi Yagona Aksiyador hisoblanadi. Yagona Aksiyador funksiya va vakolatlari amaldagi qonun hujjatlari va Jamiyat Ustavi bilan tartibga solinadi. | The supreme managing body of the Company shall be the Sole Shareholder. Duties and authorities of the Sole Shareholder shall be regulated by the current legislation and the Charter of the Company. |
| 7.5.2. | Yagona Aksiyadorning mutlaq vakolatlariga quyidagilar kiradi: | The exclusive competencies of the Sole Shareholder shall include: |
| 7.5.2.1. | Jamiyat Ustaviga har qanday o'zgartirish va qo'shimchalar kiritish yoki Ustavning qayta ko'rilgan (yangi) tahririni tasdiqlash; | making any amendments and additions to the Charter of the Company or approval of revised (new) edition of the Charter; |

| | | |
|---|---|---|
| 7.5.2.2. | Jamiyatni qayta tashkil etish, qo'shib yuborish, qo'shib olish, bo'lish, ajratib chiqarish, o`zgartirish yoki shunga o'xshash qonunchilikda nazarda tutilgan bitimni amalga oshirish yoki Jamiyat faoliyatini tugatish to'g'risidagi har qanday qaror; | any resolution to transform, merge, amalgamate, demerge, wind up, adopt a scheme of arrangement, constitute, reconstitute, restructure or similar as prescribed in law transaction or liquidate the Company; |
| 7.5.2.3. | har qanday tugatish hodisasi, shu jumladan Jamiyatni tugatish, tugatuvchi shaxsni (likvidator) tayinlash, uni lavozimidan ozod etish va almashtirish hamda tugatishning oraliq va yakuniy moliyaviy hisobotlarini tasdiqlash; Jamiyat ixtiyoriy ravishda tugatilgan taqdirda, tugatuvchining ish haqi miqdorini belgilovchi har qanday qaror va Jamiyat bilan tugatish shartnomasini tuzish yoki bekor qilishga rozilik berish; | any liquidation event, including liquidation of the Company, appointment, dismissal and replacement of the liquidator and approval of interim and final liquidation financial statements; in case of voluntary liquidation of the Company, any resolution determining the liquidator's remuneration and approval to enter into or terminate the agreement between the Company and the liquidator; |
| 7.5.2.4. | Jamiyatning faoliyatining asosiy yo'nalishlarini belgilash; | any change to the scope of the core business of the Company; |
| 7.5.2.5. | Jamiyatning e'lon qilingan aksiyalarining maksimal miqdorini belgilash; | determination of the maximum amount of authorized shares of the Company; |
| 7.5.2.6. | har qanday o'zgarishlar - Jamiyat ustav kapitalining ko'payishi yoki kamayishi, bunda Jamiyat ustav kapitalining ko'payishi, shuningdek, Jamiyat Ustaviga Jamiyat ustav kapitalining ko'payishi bilan bog'liq o'zgartirish va qo'shimchalar, hamda Jamiyatning e'lon qilingan aksiyalari miqdorini kamaytirish bundan mustasno; | any changes - increase or decrease of the Company's charter capital, except for an increase in the charter capital of the Company, as well as amendments and additions to the charter of the Company related to an increase in the charter capital of the Company and a decrease in the number of authorized shares of the Company; |
| 7.5.2.7. | aksiyalarni qayta sotib olishni, aksiyalarni maydalashini tasdiqlovchi, aksiyalarni qayta sotib olish yoki aksiya yoki dividendlarni yiriklashtirish to'g'risidagi har qanday qaror; | any resolution to approve a share redemption, share split, repurchase or consolidation of shares or dividend; |
| 7.5.2.8. | qonunchilikka zid bo`lmagan xolda, muomaladagi aksiyalar sonini (bo'lish yoki birlashtirish yo'li bilan) yoki aksiyalarga berilgan iqtisodiy yoki ovoz berish huquqlarini o'zgartirish yoki har qanday turdagi aksiyalarning turini, huquqlarini yoki shaklini o'zgartirish to'g'risidagi har qanday qaror, yoki jamiyat aksiyalarining yangi toifasini yoki turini yaratish; | without contradicting to the law, any resolution to change the number of outstanding shares (whether by sub-division or combination) or economic or voting rights attached to shares, or to change the type, rights or form of any class of shares or create a new class or type of shares in the Company; |
| 7.5.2.9. | Jamiyatning yoki Jamiyatning har qanday sho'ba korxonasining qimmatli qog'ozlarini fond birjasida yoki qimmatli qog'ozlar birjasida har qanday listing, ommaviy taklif yoki qimmatli qog'ozlar delistingini amalga oshirish; | any listing, public offering or delisting of any shares the Company or any subsidiary of the Company on a stock exchange or securities exchange; |
| 7.5.2.10. | Jamiyat aksiyalariga ayirboshlanadigan qimmatli qog'ozlarni imtiyozli olish huquqlarini ushbu qimmatli qog'ozlar egalarining roziligi bilan qo'llamaslik yoki cheklash to'g'risida qaror qabul qilish; | decision on non-application or limitation of shareholder's pre-emptive right to purchase shares and securities convertible into shares of the Company as per the shareholder's consent as provided by the legislation; |

| | | |
|---|---|---|
| 7.5.2.11. | Kuzatuv Kengashi to'g'risidagi tartibni tasdiqlash; | approval of the procedure of the Supervisory Board; |
| 7.5.2.12. | Kuzatuv Kengashning miqdoriy tarkibini belgilash, Kuzatuv Kengash a'zolari sonining har qanday o'zgarishi, uning a'zolarini saylash va ularning vakolatlarini muddatidan oldin tugatish; | determination of the number of members of the Supervisory Board, any change to the number of members of the Supervisory Board, election of its members and early termination of their authorities; |
| 7.5.2.13. | Jamiyatning tashkiliy tuzilmasini tasdiqlash; | approval of organizational structure of the Company; |
| 7.5.2.14. | yillik moliyaviy hisobotlarni va yillik balanslarni tasdiqlash; | approval of annual financial reports and annual balance sheets; |
| 7.5.2.15. | Bosh direktorni tasdiqlash va uning vakolatlarini muddatidan oldin tugatish; | approval of the General Director and early termination of relevant authorities; |
| 7.5.2.16. | O'tgan yillarning taqsimlanmagan foyda va zararlarini taqsimlash tartibini tasdiqlash, Jamiyat daromadi hisobidan jamg'armalar tashkil etish, Jamiyatning barcha turdagi aksiyalari bo'yicha dividendlar miqdorini va dividendlar to'lash tartibini tasdiqlash; shu jumladan, dividendlarni e'lon qilish yoki to'lash, ushbu Ustav talablariga mos kelmaydigan har qanday aksiyalarni taqsimlash yoki sotib olish; | approval of an order of distribution of retained profits and losses of the previous years, establishment of funds at the expense of the profit of the Company, approval of the amount of dividend payments on any type of shares of the Company as well as order of payment of dividends, including declaration or payment of any dividend, distribution or redemption of any shares inconsistent with provisions of this Charter; |
| 7.5.2.17. | Kuzatuv Kengashi a'zolarining mehnati evaziga rag'bat to'lovlar va kompensatsiyalarni belgilash; | determination of the amount of remunerations and compensations to the members of the Supervisory Board; |
| 7.5.2.18. | Kuzatuv Kengashning hisobotlarini o'z vakolatlariga kiruvchi masalalar, shu jumladan, Bosh direktorga qo'yiladigan qonun hujjatlarida belgilangan talablarga rioya etilishi yuzasidan fikrlarini eshitish; | hearing of the reports of the Supervisory Board on issues related to its competence, including compliance of the General Director with established requirements; |
| 7.5.2.19. | "Aksiyadorlik jamiyatlari va aksiyadorlarning huquqlarini himoya qilish to'g'risida"gi Qonunning 88-moddasiga muvofiq affillangan shaxs bilan Jamiyat tomonidan har qanday shartnoma yoki bitim tuzish; | the entry by the Company into any agreement or arrangement with an affiliated party as defined in Article 88 of the Law "On Joint-Stock Companies and the Protection of the Rights of the Shareholders"; |
| 7.5.2.20. | 100 000 (yuz ming) AQSh dollaridan baland bo'lgan, jamiyat, korxona yoki bo'linmani sotib olish va/yoki Jamiyat tomonidan aktivlarni tasarruf etish bilan bog'liq yirik bitimni, shu jumladan kreditlar, garovlar yoki kafilliklarni tasdiqlash; | approval of a large transaction related to the acquisition of a company, entity, or division, and/or the disposal of assets by the Company, including loans, credits, pledges, or guarantees, for a consideration exceeding more than USD 100 000 (one hundred thousand). |
| 7.5.2.21. | agar yirik bitim tuzish yuzasidan Kuzatuv Kengashining yakdilligiga erishilmagan bo'lsa, Kuzatuv Kengashining qarori bilan yirik bitim tuzish to'g'risidagi masala Yagona Aksiyador muhokamasiga kiritilishi mumkin; | in case of failure to reach the unanimous vote of the Supervisory Board on the approval of a large-scale transaction, by a decision of the Supervisory Board the approval of such a large-scale transaction can be submitted for resolution to the Sole Shareholder; |
| 7.5.2.22. | Sanoq komissiyasining soni va shaxsiy tarkibini aniqlash; | determination of the quantitative and personal composition of the Counting Commission; |

| | | |
|---|---|---|
| 7.5.2.23. | Jamiyatning moliyaviy-xo'jalik faoliyatini tekshirishni boshlash; | initiation of inspection of financial and economic activities of the Company; |
| 7.5.2.24. | aksiyalarni va qimmatli qog'ozlarni, shuningdek aksiyalarga ayirboshlanadigan qimmatli qog'ozlarni joylashtirish usulini belgilash; | determination of the methods of placement of shares and securities, convertible shares; |
| 7.5.2.25. | dividendlarni to'lash, miqdori, to'lash shakli va tartibi to'g'risida qarorlar qabul qilish, shuningdek aksiyalarning ayrim turlari bo'yicha dividendlarni to'lamaslik to'g'risida qarorlar qabul qilish; | making decisions on the payment, amount, form and procedure for payment of dividends, as well as decisions on non-payment of dividends on shares of certain types; |
| 7.5.2.26. | 3 yil ichida talab qilinmagan dividendlarni Jamiyat ixtiyorida saqlash to'g'risida qarorlar qabul qilish; | decision-making on the preservation of dividends at the Company's disposal that is not claimed by an owner during 3 years; |
| 7.5.2.27. | Jamiyatning yillik byudjetni (shu jumladan, operatsion va kapital harajatlarni), shuningdek, ularga har qanday muhim o'zgartirishlarni tasdiqlash; | approval of the annual budget (including operating and capital expenditure) of the Company and any modifications to it; |
| 7.5.2.28. | tasdiqlangan Byudjetdan ortiq kapital xarajatlarni tasdiqlash; | approval of capital expenditures in excess of the approved Budget; |
| 7.5.2.29. | Jamiyatning har qanday intellektual mulkini sotib olish, ijaraga berish yoki sotish bo'yicha qarorlar; | decisions regarding purchasing, lease or sale of any intellectual property of the Company; |
| 7.5.2.30. | Litsenziyalar, ruxsatnomalar va tasdiqnomalar olish uchun davlat organlarining arizalari bo'yicha qaror qabul qilish; | resolving on application to Governmental Authorities for obtaining licenses, permits and approvals; |
| 7.5.2.31. | Bosh direktorni ishga qabul qilish to'g'risida Jamiyat nomidan mehnat shartnomasini tuzish va alohida hollarda amaldagi qonunchilik talablariga muvofiq nomzodni keyinchalik taqdim etgan holda bunday mehnat shartnomasini muddatidan oldin bekor qilish; | conclusion on behalf of the Company of an employment contract with the General Director in exceptional cases early termination of such a contract with further proposal of the nominee to this position in accordance with the requirements of the legislation in force; |
| 7.5.2.32. | Bosh direktorga to'lanadigan rag'bat puli va kompensatsiyalar miqdorini belgilash; | determination of the amount of remuneration and compensation to be paid to the General Director; |
| 7.5.2.33. | Jamiyat xodimlarini moddiy rag'batlantirish to'g'risidagi nizomni tasdiqlash; | approval of the Regulation on material encouragement of employees of the Company; |
| 7.5.2.34. | qonun hujjatlarida va Jamiyat Ustavida nazarda tutilgan boshqa masalalarni hal qilish; | resolution on other issues provided in the legislation and the Charter of the Company. |
| 7.5.3. | Yagona Aksiyadorning mutlaq vakolatiga taalluqli masalalarning hal etilishi Kuzatuv Kengash va Bosh direktorga o'tkazilishi mumkin emas. | Issues assigned to the exclusive competence of the Sole Shareholder, shall not be transferred to be decided by the Supervisory Board and the General Director. |
| 7.6. | Jamiyatning Kuzatuv Kengashi | Supervisory Board of the Company |

| | | |
|---|---|---|
| 7.6.1. | Kuzatuv Kengashi Jamiyat faoliyatiga umumiy rahbarlikni amalga oshiradi, boshqaruvga oid qarorlar qabul qilish jarayonida nazorat va tekshiruv vazifasini bajaradi hamda Jamiyatning umumiy faoliyati va moliyaviy barqarorligi uchun javobgardir. Qonun hujjatlarida va ushbu Ustavda Yagona Aksiyador mutlaq vakolatiga kiritilgan masalalar bundan mustasno. | The Supervisory Board shall undertake general management of the Company activities, supervising and monitoring the management decision-making process and for the overall operations and financial stability of the Company, except issues designated by the legislation and the present Charter, to the exclusive competence of the Sole Shareholder. |
| 7.6.2. | Kuzatuv Kengashining vakolatiga quyidagilar kiradi: | The competence of the Supervisory Board shall include the following matters: |
| 7.6.2.1. | Bosh direktorning Jamiyatni rivojlantirish strategiyasiga erishish bo'yicha ko'rilayotgan chora-tadbirlar to'g'risidagi hisobotini muntazam eshitgan holda Jamiyat faoliyatining ustuvor yo'nalishlarini belgilash; | determination of priority directions of the Company's activity with regular hearing of reports of the General Director on measures taken to achieve the development strategy of the Company; |
| 7.6.2.2. | Jamiyat strategiyasi va biznes-rejasini, hamda ularga har qanday o'zgartishlarni tasdiqlash; | approval of the Company's strategy and business plan and any modifications; |
| 7.6.2.3. | Bosh direktorni rag'batlantirish rejasining asosiy ko'rsatkichlariga kiritilgan har qanday o'zgarishlarni tasdiqlash; | approval of any changes to the key metrics of the General Director incentive plan; |
| 7.6.2.4. | kredit, moliyaviy lizing va faktoring shartnomalarini tasdiqlash; | approval of the loan, financial leasing and factoring agreements; |
| 7.6.2.5. | daromad, EBITDA va foydani rejalashtirish bo'yicha qarorlar; | decisions regarding revenue, EBITDA and profit planning; |
| 7.6.2.6. | Jamiyat aktivlariga har qanday turdagi ta'qiqlarni vujudga keltirish to'g'risidagi qarorlar; | decisions regarding establishment of any kind of encumbrances on Company assets; |
| 7.6.2.7. | Litsenziyalar, ruxsatnomalar va ruxsatnomalar olish uchun davlat organlarining arizalari bo'yicha qaror qabul qilish; | resolving on application to Governmental Authorities for obtaining licenses, permits and approvals; |
| 7.6.2.8. | Jamiyatning strategiyasi, maqsadlari, biznes-rejalari va byudjetlaridan kelib chiqqan holda ish faoliyatini baholash va har qanday zaruriy tuzatish choralarini ko'rishni ta'minlash; | review of performance in the light of the Company's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken; |
| 7.6.2.9. | Jamiyat Ustaviga o'zgartirish va qo'shimchalar kiritish yoki Jamiyat Ustavini yangi tahrirda tasdiqlash to'g'risidagi masalalarni tasdiqlash uchun Yagona Aksiyadorga kiritish; | submission to the Sole Shareholder the issues concerning the amendments and additions to the Charter of the Company or approval of revised edition of the Charter of the Company; |
| 7.6.2.10. | Jamiyatning buxgalteriya hisobi va hisobotiga har qanday o'zgartishlar kiritish, O'zbekiston Respublikasi qonun hujjatlarida yoki Xalqaro moliyaviy hisobot standartlariga (IFRS) muvofiq nazarda tutilgan hollar bundan mustasno; | any change to the principal accounting policies of the Company other than as required by the legislation of the Republic of Uzbekistan or in accordance with International Financial Reporting Standards (IFRS); |

| | | |
|---|---|---|
| 7.6.2.11. | 5 000 (besh ming) AQSh dollaridan ortiq, lekin 100 000 (yuz ming) AQSh dollaridan ko'p bo'lmagan miqdorda aktivlarni / kompaniyani / korxonani / bo'linmani sotib olish va / yoki jamiyat tomonidan aktivlarni berish bilan bog'liq yirik bitimni tasdiqlash; | approval of a large transaction related to acquisition of a assets / company / entity / division and / or disposal of assets by the Company, including loans, credits, pledges, or guarantees, for a consideration exceeding more than USD 5 000 (five thousand) but not exceeding USD 100 000 (one hundred thousand); |
| 7.6.2.12. | Jamiyatning har qanday aloqador shaxsi bilan har qanday bitim yoki o'zaro bog'liq bo'lgan bir nechta bitimlarni tuzishni tasdiqlash; | approval of the entering into of any transaction or series of related transactions with any related party of the Company; |
| 7.6.2.13. | Bosh direktorni ishga qabul qilish to'g'risida Jamiyat nomidan mehnat shartnomasini tuzish va alohida hollarda amaldagi qonunchilik talablariga muvofiq nomzodni keyinchalik taqdim etgan holda bunday mehnat shartnomasini muddatidan oldin bekor qilish; | conclusion on behalf of the Company of an employment contract with the General Director in exceptional cases early termination of such a contract with further proposal of the nominee to this position in accordance with the requirements of the legislation in force; |
| 7.6.2.14. | Bosh direktorga to'lanadigan rag'bat puli va kompensatsiyalar miqdorini belgilash; | determination of the amount of remuneration and compensation to be paid to the General Director; |
| 7.6.2.15. | Zarur hollarda Kuzatuv Kengashi a'zolariga to'lanadigan rag'bat puli va kompensatsiyalar miqdori bo'yicha Yagona Aksiyadorga tavsiyalar berish; | provision of recommendations to the Sole Shareholder concerning the amount of remunerations and compensations to be paid to the members of the Supervisory Board when needed; |
| 7.6.2.16. | Jamiyat xodimlarini moddiy rag'batlantirish to'g'risidagi nizomni tasdiqlash; | approval of the Regulation on material encouragement of employees of the Company; |
| 7.6.2.17. | Kuzatuv Kengashi Qo'mitalari vakolatlarini tasdiqlash; | approval of terms of reference of Supervisory Board Committees; |
| 7.6.2.18. | Bosh director faoliyati samaradorligini baholash; | evaluate the performance of the General Director; |
| 7.6.2.19. | Ixtiyoriy audit uchun auditorni tayinlash, ishdan bo'shatish yoki o'zgartirish bo'yicha takliflar kiritish; | proposals in relation to the appointment, dismissal or change of the Company's auditor for non-compulsory audits; |
| 7.6.2.20. | Kuzatuv kengashining mazkur hujjatda nazarda tutilgan vakolatlari doirasida jamiyatning har qanday filiali, sho'ba tashkilotini tashkil etish, qayta tashkil etish va tugatish; | creation, reorganization and liquidation of any branch, subsidiary of the Company within the limits of the competence of Supervisory Board as provided herein; |
| 7.6.2.21. | Bosh direktorga daxldor har qanday hujjatlardan erkin foydalanish va Kuzatuv Kengash zimmasiga yuklatilgan vazifalarni bajarish uchun bu hujjatlarni Bosh direktordan olish. Kuzatuv Kengashi va uning a'zolari olingan hujjatlardan faqat xizmat maqsadlarida foydalanishi mumkin. | access any documents related to the activities of the General Director and to receive them from the General Director in order to execute the responsibilities vested in the Supervisory Board. The received documents shall be used by the Supervisory Board as well as its members strictly for official purposes; |
| 7.6.2.22. | aksiyalar chiqarilishi to'g'risidagi qarorini tasdiqlash; | Approving decisions on issuing shares; |

| | | |
|---|---|---|
| 7.6.2.23. | aksiyalarni joylashtirish (birja va uyushgan birjadan tashqari qimmatli qog'ozlar bozorida joylashtirish) narxini belgilash; | determining the price of placement (placing on the exchange and organized over-the-counter securities market) of shares; |
| 7.6.2.24. | Jamiyatni ixtiyoriy ravishda tugatish to'g'risida Yagona Aksiyadorga taklif kiritish; | proposal to the Sole Shareholder on the voluntary liquidation of the Company; |
| 7.6.2.25. | O'zbekiston Respublikasi qonun hujjatlari bilan Kuzatuv Kengashning vakolatiga kiritilgan boshqa masalalarni hal etish; | deciding on other issues, designated to the competence of the Supervisory Board by the legislation of the Republic of Uzbekistan; |
| 7.6.2.26. | amaldagi qonun hujjatlari talablariga muvofiq Jamiyat mol-mulkining bozor qiymatini belgilashni tashkil etish; | organization of establishing the market value of the Company's property in accordance with the requirements of applicable law; |
| 7.6.2.27. | o'z vakolatlari doirasida jamiyatning zaxira va boshqa mablag'laridan foydalanish. | use of reserve and other funds of the Company within the limits of their authority. |
| 7.6.3. | Kuzatuv Kengashning mutlaq vakolatiga taalluqli masalalar Bosh direktorga hal etilishi uchun topshirilishi mumkin emas. | Issues designated to the competence of the Supervisory Board shall not be transferred for the decision of the General Director. |
| 7.6.4. | Kuzatuv Kengashi 2 nafar a'zodan iborat. Kuzatuv Kengashi a'zolari Yagona Aksiyador tomonidan cheksiz qayta saylanish huquqi bilan 3 yil muddatga saylanadi. Bosh director Kuzatuv Kengashiga saylanishi mumkin emas. Kuzatuv Kengashi a'zolarini saylash kumulyativ ovoz berish yo'li bilan amalga oshiriladi. | The Supervisory Board consists of 2 members. Members of the Supervisory Board shall be elected by the Sole Shareholder for the period of 3 year with the right of unlimited re-election. The General Director may not be elected to the Supervisory Board. Election of the members of the Supervisory Board shall be carried out by cumulative voting. |
| 7.6.5. | Kuzatuv Kengashi a'zolari Jamiyatda mehnat shartnomasi bo'yicha ishlayotgan shaxslar bo'lmasligi kerak. | Members of the Supervisory Board shall not be persons working under employment contract at the Company. |
| 7.6.6. | Kuzatuv Kengashining raisi jamiyat Kuzatuv Kengashi a'zolari tomonidan uning a'zolari orasidan Kuzatuv Kengashning saylangan a'zolari umumiy sonining ko'pchilik ovozi bilan saylanadi. | Chairman of the Supervisory Board shall be elected from the members of the Supervisory Board by the members of the Supervisory Board by simple majority of votes of the total number of elected members of the Supervisory Board. |
| 7.6.7. | Kuzatuv Kengashi raisi Kuzatuv Kengashi ishini tashkil qiladi, Kuzatuv Kengashi majlislarini chaqiradi va ularga raislik qiladi, Bosh direktorni ishga qabul qilish to'g'risida Jamiyat nomidan mehnat shartnomasini tuzadi, Kuzatuv Kengashi yig'ilishlarida bayonnomalar yuritilishini tashkil qiladi. Kuzatuv Kengashi raisi qatnashmayotgan hollarda uning funksiyalarini Kuzatuv Kengashi a'zolaridan biri amalga oshiradi. | Chairman of the Supervisory Board shall organize its operation, call meetings of the Supervisory Board and preside at meetings, conclude on behalf of the Company the labor agreement with the General Director. In case of absence of the Chairman of the Supervisory Board, his functions shall be carried out by one of the members of the Supervisory Board. |
| 7.6.8. | Yagona Aksiyador har yili Kuzatuv Kengashining vakolatiga kiruvchi masalalar, shu jumladan, Jamiyatni boshqarish bo'yicha qonun hujjatlarida belgilangan talablarga rioya etilishi to'g'risidagi Kuzatuv Kengashi raisining hisobotini eshitadi. | The Sole Shareholder shall annually hear the report of the Chairman of the Supervisory Board on issues related to the competence of the Supervisory Board, including on compliance of the managing the |

| | | |
|---|---|---|
| | | Company with the requirements established by the legislation. |
| 7.6.9. | Kuzatuv Kengashining majlisi uning Raisi tomonidan o'z tashabbusiga, Kuzatuv Kengashi a'zolari va Bosh direktor so'roviga binoan chaqiriladi. | Meeting of the Supervisory Board shall be called by its Chairman on his own initiative, at the request of the members of the Supervisory Board and the General Director. |
| 7.6.10. | Kuzatuv Kengashining har bir majlisi to'g'risidagi yozma yoki elektron xabarnoma Kuzatuv Kengashining har bir a'zosiga vaqti-vaqti bilan usbu Kuzatuv Kengashi a'zosi tomonidan ma'lum qilingan manzil bo'yicha, agar Kuzatuv Kengash a'zosi tomonidan boshqacha tartib nazarda tutilmagan bo'lsa, Kuzatuv Kengashining har bir a'zosiga bunday yig'ilishdan kamida 7 (yetti) kalendar kun oldin yetkazilishi kerak. | Written or electronic notice of each meeting of the Supervisory Board shall be given to each Member of the Supervisory Board at the address notified from time to time by such Member of the Supervisory Board, at least 7 (seven) calendar days in advance of such meeting, unless otherwise agreed in writing by such Member of the Supervisory Board. |
| 7.6.11. | Kuzatuv Kengashi majlisida muhokama qilish uchun taklif etilgan masalalarni aks ettiruvchi kun tartibi va materiallar zarur ma'lumotlar va unga ilova qilingan hujjatlar bilan birgalikda Kuzatuv Kengashi a'zolarining har biriga tegishli majlis o'tkaziladigan sanadan kamida 7 (yetti) kun oldin yuborilishi kerak. | An agenda setting out in detail the items of business proposed to be discussed at a physical meeting of the Supervisory Board together with the necessary information and supporting documents shall be circulated to each of the Members of the Supervisory Board at least 7 (seven) calendar days prior to the date of the relevant meeting. |
| 7.6.12. | Kuzatuv Kengashi qarorlari sirtdan ovoz berish (so'rov yo'li bilan) Kuzatuv Kengashining barcha a'zolari tomonidan bir ovozdan qabul qilinishi mumkin. | The decisions of the Supervisory Board may be made by absentee voting (by polling) by all members of the Supervisory Board unanimously. |
| 7.6.13. | Kuzatuv Kengashini o'tkazish uchun kvorum Kuzatuv Kengashga saylangan a'zolar sonining kamida 50 foizini tashkil qilishi kerak. | Quorum for holding the Supervisory Board must constitute not less than 50% of all elected members of the Supervisory Board. |
| 7.6.14. | Belgilangan tartibda chaqirilgan Kuzatuv Kengashi majlisida belgilangan kvorum bo'lmasa, majlis ayni vaqtda va ayni o'sha joyda 10 (o'n) kundan kechiktirmasdan, lekin belgilangan vaqtdan 21 (yigirma bir) kundan kechiktirilmagan muddatga o'tkaziladi. Mazkur holatlarni Kuzatuv Kengashi raisi belgilab ko'rsatishi nazarda tutiladi. Ushbu bandda belgilangan kvorum talablari Kuzatuv Kengashining kechiktirilgan majlisida ham qo'llaniladi. | In the absence of a valid quorum at a meeting of the Supervisory Board, duly convened, the meeting shall be adjourned to the same time and place not earlier than 10 (ten) days but no later than 21 (twenty-one) days thereafter as the Chairman of the Supervisory Board may determine. The quorum requirements as set out in this Clause shall also be applicable at such adjourned meeting of the Supervisory Board. |
| 7.6.15. | Kuzatuv Kengashi majlisida masalalarni hal qilishda Kengashning har bir a'zosi bitta ovozga ega. | During discussion of the issues at the meeting of the Supervisory Board each member shall have one vote. |
| 7.6.16. | Kuzatuv Kengashining bir a'zosining ovoz berish huquqini Kuzatuv Kengashning boshqa a'zosiga topshirishiga yo'l qo'yilmaydi. | Transfer of the vote by one member of the Supervisory Board to another member of the Supervisory Board shall be prohibited. |
| 7.6.17. | Kuzatuv Kengashi a'zolari Kuzatuv Kengashi yig'ilishida shaxsan ishtirok etish, majlisda muhokama qilingan masala yuzasidan so'zga | Members of the Supervisory Board shall be entitled to participate in the meeting of the Supervisory Board in person, speak on the issue being discussed at the |

| | | |
|---|---|---|
| | chiqish, Jamiyat faoliyati natijalari, uning rivojlanish rejalari to'g'risida to'liq va ishonchli axborot olish, Kuzatuv Kengashida ishlaganlik uchun ma'lum haq olish kabi huquqlarga ega. Kuzatuv Kengashining har bir a'zosiga to'lanadigan haq to'lovi va kompensatsiya miqdori Yagona Aksiyador tomonidan belgilanadi. Kuzatuv Kengash a'zolari o'rtasida funksiyalarni taqsimlash Kuzatuv Kengashining har bir a'zosi uchun alohida Kuzatuv Kengash raisi tomonidan amalga oshiriladi. | meeting, obtain complete and reliable information on performance of the Company, plans of its development, receive specific remuneration for working in the Supervisory Board. Amount of remuneration and compensation for each member of the Supervisory Board shall be determined by the Sole Shareholder. Allocation of duties among the members of the Supervisory Board shall be undertaken by the Chairman of the Supervisory Board specifically for each member of the Supervisory Board. |
| 7.6.18. | Kuzatuv Kengashining har bir a'zosi quyidagi majburiyatlarga ega: | Each member of the Supervisory Board shall be obliged: |
| 7.6.18.1. | har qanday hozirda mavjud yoki bo'lishi mumkin bo'lgan manfaatlar to'qnashuvini zudlik bilan oshkor qilish; hamda | to promptly disclose any actual or potential conflict of interest; and |
| 7.6.18.2. | o'zi (yoki uni tayinlagan Aksiyador) manfaatlar yoki iqtisodiy yoki moliyaviy manfaatlar to'qnashuvi bo'lgan har qanday masala yoki bitimlar bo'yicha ovoz berishdan voz kechishi hamda tegishli muhokamalarda qatnashmasligi yoki tashrif buyurishdan bosh tortishi. | to recuse himself or herself from voting on any matters or transactions in which he or she (or the shareholder who appointed him or her) has a conflict of interest or an economic or financial interest and shall not participate in or attend any relevant discussions. |
| 7.6.19. | Kuzatuv Kengashi a'zosi, Jamiyatning boshqa har qanday affillangan shaxsi kabi, Kuzatuv Kengashi yoki Yagona Aksiyador qaror qabul qilganda Kuzatuv Kengashining ushbu a'zosi yoki boshqa affillangan shaxs manfaatdor bo'lgan bitim yuzasidan muhokamalarda qatnashish huquqiga va ovoz berish huquqiga ega emas. | The member of the Supervisory Board as well as any other affiliated person of the Company shall have no right to participate in the discussion and shall have no vote in the decision-making process of the Supervisory Board or the Sole Shareholder concerning the transaction where such a member of the Supervisory Board or any other affiliated person of the Company has any interest. |
| 7.6.20. | Agar Kuzatuv Kengashi a'zosi affillangan shaxs bilan tuzilgan bitim taraflaridan biri bo'lsa, unda bitim to'g'risidagi qaror bunday manfaatdor bo'lmagan Kuzatuv Kengashi a'zolari tomonidan bir ovozdan qabul qilinishi kerak. | If the member of the Supervisory Board is one of the parties to the transaction with the affiliated person, the decision on the transaction shall be made unanimously by the members of the Supervisory Board, who have no such interest. |
| 7.6.21. | Kuzatuv Kengashi a'zolari o'z xohishiga ko'ra Kuzatuv Kengashini oldindan xabardor qilgan holda Kuzatuv Kengashi tarkibidan chiqishi mumkin. Yagona Aksiyador istalgan vaqtda Kuzatuv Kengashning istalgan a'zosini lavozimidan ozod etishni talab qilishlari mumkin va Kuzatuv Kengashining lavozimidan ozod etilgan a'zosi o'rniga boshqa shaxsni tayinlash huquqiga ega. Kuzatuv Kengashi a'zosi iste'foga chiqqan, nafaqaga chiqqan yoki o'z asosiy lavozimidan bo'shagan taqdirda, aksiyadorlar Kuzatuv Kengashining ushbu a'zosi o'rniga boshqa shaxsni tayinlash huquqiga ega. | Members of the Supervisory Board may leave the Supervisory Board based on the personal will with prior notification to the Supervisory Board. The Sole shareholder may require the dismissal of any member of the Supervisory Board, at any time and shall be entitled to nominate another person as a member instead if the member dismissed. In the event of resignation, retirement or vacation of office of a member of the Supervisory Board, the Shareholders shall be entitled to nominate another person replacing such a member. |
| 7.7. | <u>Bosh direktor</u> | <u>The General Director</u> |

| | | |
|---|---|---|
| 7.7.1. | Bosh direktor Jamiyatni boshqarishning yakkaboshchilik asosidagi ijroiya organi bo'lib, u Kuzatuv Kengashi tomonidan tasdiqlangan faoliyat strategiyasi va uni boshqarish tizimiga muvofiq Jamiyatning faoliyatiga operativ boshqaruvni amalga oshiradi hamda Jamiyatning faoliyati uchun javobgarlikni to'liq zimmasiga oladi. Bosh direktor Yagona Aksiyadorga va Kuzatuv Kengashiga hisobdordir. | The General Director, as the sole executive management body of the Company, exercises operational management of the company in accordance with the strategy and activity management system approved by the Supervisory Board and is fully responsible for the Company's activities. The General Director report to the Sole Shareholder and the Supervisory Board. |
| 7.7.2. | Bosh direktor quyidagi vakolatlar va vazifalarga ega bo'ladi: | The General Director shall: |
| 7.7.2.1. | Jamiyatning joriy faoliyatini tashkil etadi va boshqaradi, Kuzatuv Kengash va Jamiyatning Yagona Aksiyadorning qarorlarining bajarilishini ta'minlaydi; | organize and execute management of current activities of the Company, ensure fulfilment of decisions of the Sole Shareholder and the Supervisory Board; |
| 7.7.2.2. | Ustavga muvofiq Jamiyatning Yagona Aksiyadorning yoki Kuzatuv Kengashi tomonidan ko'rib chiqilishi lozim bo'lgan masalalarni dastlabki tarzda ko'rib chiqadi hamda ushbu masalalar yuzasidan tegishli materiallar, takliflar va qarorlar loyihalarini tayyorlaydi; | consider in advance the issues which in accordance with the Charter are subject to be considered by the Sole Shareholder or the Supervisory Board, and prepare appropriate materials, suggestions, and draft of decisions concerning these issues; |
| 7.7.2.3. | Jamiyatning tarkibiy bo'linmalari, uning filiallari va vakolatxonalari faoliyatini tashkil etadi; | organize functioning of structural divisions of the Company, its branches and representative offices; |
| 7.7.2.4. | Jamiyat xodimlari tomonidan O'zbekiston Respublikasi qonunchiligiga rioya etilishi ustidan nazoratni amalga oshiradi; | control the compliance by personnel of the Company with the legislation of the Republic of Uzbekistan; |
| 7.7.2.5. | Jamiyat operatsiyalarini yuritish, buxgalteriya hisobi, hisobot, ichki nazorat va Jamiyat faoliyatiga oid boshqa asosiy masalalarni hal qiladi; | decide the issues concerning the execution of transactions of the Company, accounting, reporting, internal control and other main issues related to the activities of the Company; |
| 7.7.2.6. | o'z vakolatlari doirasida kadrlarni tanlash, o'qitish va ulardan foydalanish masalalarini hal qiladi; | decide within its competence the issues of recruitment, preparation and the use of personnel; |
| 7.7.2.7. | Jamiyat, hisob-kitob hujjatlari, yozishmalarini imzolashning, Jamiyatning umumiy shartlari va majburiyatlarini bajarish tartibini belgilaydi; | establish general terms and order on provision of obligations of the Company, signing accounting-settlement documents and correspondence; |
| 7.7.2.8. | Jamiyat nomidan ishonchnomasiz ish yuritish, boshqa tashkilotlar bilan munosabatlarda Jamiyat manfaatlarini namoyon etish; | act on behalf of the Company without a power of attorney, represent interests of the Company during relations with other organizations; |
| 7.7.2.9. | O'zbekiston Respublikasi qonunchiligiga va berilgan vakolatlarga muvofiq jamiyatning mol-mulki va mablag'larini tasarruf etish; | dispose the property and funds of the Company in accordance with the legislation of the Republic of Uzbekistan and provided authority; |
| 7.7.2.10. | ishonchnomalar berish; | issue powers of attorney; |

| | | |
|---|---|---|
| 7.7.2.11. | barcha bo'ysunuvchi xodimlar uchun majburiy bo'lgan buyruqlar va ko'rsatmalar berish; | issue orders and instructions obligatory for all subordinate employees; |
| 7.7.2.12. | xodimlar tarkibini tasdiqlaydi va unga hamda tuzilgan shartnomalarga muvofiq jamiyatning mansabdor shaxslarini lavozimga tayinlaydi va ular bilan mehnat shartnomalarini to'xtatadi, shuningdek a'lo darajadagi xodimlarni rag'batlantiradi, mehnat majburiyatlarini buzganlik uchun intizomiy jazo choralarini qo'llaydi; | approve the list of personnel, appoint and dismiss officials of the Company in accordance with it and pursuant to the employment contracts, as well as stimulate distinguished employees, impose discipline penalties for violation of employment duties; |
| 7.7.2.13. | O'z vakolatlari doirasida qiymati bunday bitim tuzish to'g'risidagi qaror qabul qilingan sanadagi buxgalteriya hisobi ma'lumotlariga ko'ra jamiyat, korxona yoki bo'linmani sotib olish va/yoki Jamiyat tomonidan aktivlami tasarruf etish bilan bog'liq yirik bitimni, shu jumladan kreditlar, garovlar yoki kafilliklarni, bunda tasarruf narxi 5 000 (besh ming) AQSh dollaridan oshmasligi kerak; | Decide on the entry into transactions or matters related to the acquisition of a company, entity, or division, and/or the disposal of the Company's assets, including loans, credits, pledges, or guarantees, with the value not exceeding USD 5 000 (five thousand). |
| 7.7.2.14. | Jamiyat joriy faoliyatining boshqa masalalarini ko'rib chiqadi va hal qiladi, Jamiyatning Yagona Aksiyadorning yoki Kuzatuv Kengashining vakolatiga kiritilgan masalalar bundan mustasno. | consider and make decisions on other issues of current activity of the Company except the issues designated to the competence of the Sole Shareholder or Supervisory Board. |
| 7.7.3. | Bosh direktor Jamiyatning Yagona Aksiyadorning qaroriga asosan tasdiqlanadi. | The General Director is approved by Resolution of the Sole Shareholder. |
| **8.** | **JAMIYATNING BUXGALTERIYA HISOBI VA MOLIYAVIY HISOBOTLARI** | **ACOUNTING AND FINANCIAL STATEMENTS OF THE COMPANY** |
| 8.1. | Jamiyatning moliyaviy holati va faoliyati natijalari oylik va yillik balanslarda, foyda va zarar to'g'risidagi hisobotda aks ettiriladi. | Financial position and results of the activity of the Company shall be reflected in the monthly and annual balance sheets, profit and loss statements. |
| 8.2. | Jamiyatning moliyaviy hisoboti, shu jumladan yillik balans va foyda va zarar to'g'risidagi hisobot Yagona Aksiyador tomonidan tasdiqlanadi. | Financial statements of the Company, including annual balance sheet and profit and loss statement shall be approved by the Sole Shareholder. |
| 8.3. | Jamiyat o'z moliyaviy hisobotini O'zbekiston Respublikasi qonunlari tomonidan belgilangan shaklda va muddatlarda taqdim etilgan ma'lumotlarning to'g'riligi mustaqil auditorlik tashkiloti tomonidan tasdiqlanganidan keyin e'lon qiladi. | The Company shall publish its financial statements in the form and terms, established by the laws of the Republic of Uzbekistan, after confirmation of the reliability of information by an independent audit company. |
| 8.4. | Jamiyatning moliyaviy hisobotlari uchun hisobot davri 1 yanvarda boshlanib, 31 dekabrda tugaydigan kalendar yil hisoblanadi. | Reporting period of the financial statements of the Company shall start on 1 January and end on 31 December. |
| 8.5. | Buxgalteriya hisobi va moliyaviy hisobotning maqsadi aksiyadorlami to'liq, ishonchli, o'z vaqtida moliyaviy va boshqa buxgalteriya ma'lumotlari bilan ta'minlashdan iborat. | The aim of accounting and financial statements shall be the provision of complete, reliable, timely financial and other accounting information to the shareholders. |

| | | |
|---|---|---|
| 8.6. | Jamiyatning yillik hisoboti Yagona Aksiyador tomonidan tasdiqlanishi lozim. | The annual report of the Company shall be subject to prior approval by the Sole shareholder. |
| 8.7. | Jamiyatning moliyaviy hisobotlari uchun hisobot tugaydigan davridan kamida ikki hafta oldin Xalqaro moliyaviy hisobot standartlariga muvofiq tuzilgan moliyaviy hisobotni Xalqaro audit standartlariga muvofiq tashqi auditdan o'tkazilgandan keyin e'lon qiladi. | Company not later than two weeks before the date of the end of the reporting period shall publish annual financial statements prepared in accordance with International Financial Reporting Standards, after conduction of its external audit in accordance with International Standards on Auditing. |
| 8.8. | Buxgalteriya hisobining maqsadlari quyidagilardan iborat: | Tasks of accounting shall be: |
| 8.8.1. | buxgalteriya hisoblarida aktivlarning holati va harakati, mulkiy huquq va majburiyatlarning holati to'g'risida to'liq va ishonchli ma'lumotlarni shakllantirish; | compilation of complete and reliable data reflecting the condition and flow of assets, state of ownership rights and obligations on accounts of financial reporting; |
| 8.8.2. | samarali boshqaruv uchun buxgalteriya hisobi ma'lumotlarini umumlashtirish; | summarizing of accounting data for effective management; |
| 8.8.3. | moliyaviy, soliq va boshqa hisobotlarni tayyorlash. | preparation of financial, tax and other statements. |
| 8.9. | Jamiyatda buxgalteriya hisobi va moliyaviy hisobotlarning tashkil etilishi, holati va ishonchliligi, shuningdek aksiyadorlar va ommaviy axborot vositalarida Jamiyat faoliyati to'g'risidagi ma'lumotlar uchun javobgarlik amaldagi qonun hujjatlariga muvofiq Bosh direktor zimmasida bo'ladi. | Responsibility for organization, condition and reliability of accounting and financial statements of the Company, as well as information on the activities of the Company, which is provided to shareholders and mass media shall be borne by the General Director in accordance with the current legislation. |
| **9.** | **JAMIYAT FAOLIYATI USTIDAN NAZORAT** | **CONTROL OVER ACTIVITIES OF THE COMPANY** |
| 9.1. | Moliyaviy-xo'jalik faoliyatni tekshirish va tasdiqlash uchun har yili Jamiyat yoki uning aksiyadorlari bilan mulkiy manfaatlar bo'yicha bog'liq bo'lmagan mustaqil auditorlik tashkilotini jalb qiladi. | The Company shall annually retain the services of independent audit company, which is not related by the proprietary interests to the Company or its shareholders, to assess and assure financial and economic activities. |
| 9.2. | Auditning maqsadi quyidagilar bo'yicha auditorlarning xolisona fikrini olishdir: | The purpose of an audit inspection shall be the obtainment of objective opinion of auditors regarding: |
| 9.2.1. | jamiyat moliyaviy hisobotlarining ishonchliligi hamda ularning buxgalteriya hisobining xalqaro standartlari va O'zbekiston Respublikasi qonun hujjatlariga muvofiqligi; | reliability of the financial statements of the Company and their compliance with international accounting standards and normative documents of the laws of the Republic of Uzbekistan; |
| 9.2.2. | Ichki nazorat tizimini tashkil etish va ichki nazorat tartib-qoidalariga rioya qilish; | establishment of internal control system and adherence to the procedures of internal control; |
| 9.2.3. | Jamiyat tomonidan qonunchilikka rioya etishi; | compliance of the Company with the laws; |
| 9.3. | Jamiyatning navbatdan tashqari auditi har qanday vaqtda ustav kapitalidagi umumiy ulushi 5% (besh | Extraordinary audit inspection of the Company shall be undertaken at any time upon the request of |

| | | |
|---|---|---|
| | foiz) va undan ortiq bo'lgan aksiyadorlarning so'roviga binoan, shuningdek qonun hujjatlarida nazarda tutilgan boshqa hollarda o'tkaziladi. | shareholders, the aggregate share of which in the share capital constitutes 5% (five percent) or more, as well as in other cases specified by the legislation. |
| 9.4. | Auditni o'tkazish muddatlari, uning davom etish qoidalari uni o'tkazish to'g'risida qaror qabul qilgan organ tomonidan belgilanadi. | Period of undertaking of an audit inspection, procedure of its work shall be specified by the body which decided on undertaking such an inspection. |
| 9.5. | Auditorlarga haq to'lovi miqdori Kuzatuv Kengashining taqdimnomasiga ko'ra Yagona Aksiyador tomonidan belgilanadi. Haq to'lovining maksimal qiymati Jamiyat Yagona Aksiyadorlar tomonidan tasdiqlanadi. | The amount of remuneration to be paid to the auditors shall be determined by the Sole Shareholder upon the recommendation of the Supervisory Board. Maximum amount of remuneration is approved by the Sole Shareholder. |
| 9.6. | Aksiyadorlar, shuningdek boshqaruv va nazorat organlari o'rtasida manfaatlar to'qnashuvining oldini olish maqsadida Jamiyatning mansabdor shaxslari, xodimlari va uning aksiyadori (aksiyadorlari), boshqaruv va nazorat organlari, mansabdor shaxslar, Jamiyat xodimlarining quyidagi majburiyatlari mavjud: | In order to prevent conflict of interest between shareholders, as well as between management bodies and control bodies, officials, employees of the Company and its shareholder (shareholders), management and control bodies, officials, employees of the Company are also obliged: |
| 9.6.1. | qonun hujjatlariga muvofiq oshkor etilishi lozim bo'lgan ma'lumotlarning aksiyadorlarga o'z vaqtida yetkazilishini ta'minlash; | to ensure timely communication to shareholders of information subject to disclosure in accordance with the law; |
| 9.6.2. | nizo predmetiga aylanishi mumkin bo'lgan masalalar bo'yicha aksiyadorlarga to'liq ma'lumot berish; | to provide shareholders with comprehensive information on issues that may be the subject of conflict; |
| 9.7. | Aksiyadorlar, Jamiyat boshqaruv organlari va aksiyadorlar o'rtasidagi nizolarni hal qilish uchun: | To resolve conflicts between shareholders, between the management bodies of the Company and shareholders: |
| 9.7.1. | vakolatli shaxs yoki Jamiyatning vakolatli organi aksiyadorlar o'rtasidagi muzokaralarda ishtirok etishi, aksiyadorlarga o'z ixtiyorida bo'lgan va ziddiyatga oid ma'lumotlar va hujjatlarni taqdim etishi, qonun hujjatlari, Ustav va ichki tartib qoidalarini tushuntirishi mumkin; | an authorized person or an authorized body of the Company may participate in negotiations between shareholders, provide shareholders with information and documents available to them and related to the conflict, explain the norms of legislation, the charter and internal regulatory documents; |
| 9.7.2. | vakolatli organlar yoki vakolatli shaxslar aksiyadorlarga maslahat va tavsiyalar beradilar, nizolarni hal etish bo'yicha hujjatlar loyihalarini aksiyadorlar tomonidan imzolanishi uchun Jamiyat nomidan o'z vakolatlari doirasida tayyorlaydilar, nizoni hal qilish uchun hissa qo'shishi mumkin bo'lgan darajada aksiyadorlar oldida majburiyatlarni oladilar; | authorized bodies or authorized persons give advice and recommendations to shareholders, prepare draft documents on conflict resolution for their signing by shareholders, on behalf of the Company, within the limits of their competence, make obligations to shareholders to the extent that it can help resolve the conflict; |
| 9.7.3. | Jamiyatning boshqaruv organlari o'z vakolatlariga muvofiq korporativ nizoni hal qilish to'g'risidagi qarorning bajarilishini tashkil etishlari va nizolashayotgan tomon bilan Jamiyat nomidan imzolangan shartnomalarning bajarilishiga ko'maklashishlari shart. Agar nizolashayotgan taraf | the Company's governing bodies, in accordance with their competence, should organize the implementation of a resolution to resolve a corporate conflict and facilitate the execution of agreements signed on behalf of the Company with a participant in the conflict. In cases where there is no dispute |

| | | |
|---|---|---|
| | bilan Jamiyat o'rtasida mohiyatan ularning majburiyatlari bo'yicha nizo bo'lmasa, lekin ularni amalga oshirish tartibi, usuli, muddati va boshqa shartlari bo'yicha kelishmovchiliklar yuzaga kelgan hollarda, ularni hal qilish va aksiyadorning talabini qondirishga tayyor bo'lgan shartlarni belgilash uchun Jamiyat nizolashayotgan tarafini taklif qilishi zarur; | between the party to the conflict and the Company on the substance of their obligations, but disagreements arose on the procedure, method, terms and other conditions for their fulfillment, the Company should invite the party to the conflict to resolve the differences and state the conditions on which it is ready to satisfy shareholder's request; |
| | agar Jamiyatning aksiyador talabini qondirishga roziligi ushbu taraf tomonidan qonun hujjatlarida, Ustavda yoki Jamiyatning boshqa ichki hujjatlarida nazarda tutilgan harakatlarni amalga oshirish zarurati bilan bog'liq bo'lsa, javobda bunday shartlar to'liq ko'rsatilishi, shuningdek ularni amalga oshirish uchun zarur bo'lgan ma'lumotlar taqdim etilishi zarur. | if the Company's consent to satisfy the shareholder's demand is associated with the need for this party to take any actions stipulated by the legislation, the Charter or other internal documents of the Company, then such conditions shall be fully indicated in the response and information necessary for their fulfilment shall be communicated. |
| **10.** | **JAMIYATNI QAYTA TASHKIL ETISH VA TUGATISH** | **LIQUIDATION AND REORGANIZATION OF THE COMPANY** |
| 10.1. | Jamiyatni qayta tashkil etish amaldagi qonun hujjatlariga muvofiq Yagona Aksiyadorning qarori asosida amalga oshiriladi. Jamiyatni qayta tashkil etish va tugatishning boshqa asoslari va tartibi amaldagi qonun hujjatlari bilan belgilanadi. | Reorganization of the Company shall be undertaken based on the decision of the Sole Shareholder in accordance with the current legislation. Other grounds and order of reorganization and liquidation of the Company shall be specified by the current legislation. |
| 10.2. | Jamiyatni qayta tashkil etish qo'shilish, qo'shib olish, bo'lish, ajratish va qayta tuzish shakllarida amalga oshirilishi mumkin. Jamiyatni qayta tashkil etish uning huquq va majburiyatlarini huquqiy vorisga o'tkazishga olib keladi. | The reorganization of the Company may be undertaken in the form of merger, consolidation, division, separation and restructuring. The reorganization of the Company shall result in the transfer of its rights and obligations to the legal successor. |
| 10.3. | Jamiyat faoliyati quyidagi hollarda tugatiladi: | The Company shall be liquidated in the following cases: |
| 10.3.1. | Yagona Aksiyadorning tugatish to'g'risidagi qaroriga asosan; | decision of the Sole Shareholder on liquidation of the Company; |
| 10.3.2. | qonunchilikda o'matilgan tertibda Jamiyat bankrot deb topilganda. | acknowledgement of the Company as bankrupt in the manner prescribed by laws. |
| 10.4. | Jamiyatning tugatilishi uning faoliyatini huquq va majburiyatlarni boshqa shaxslarga o'tkazmasdan tugatishga olib keladi. | Liquidation of the Company shall result in termination of the activities of the Company without the transfer of rights and obligations in the form of succession to other persons. |
| 10.5. | Jamiyat O'zbekiston Respublikasi qonunlariga asosan davlat ro'yxatidan chiqarilgan paytdan boshlab tugatilgan hisoblanadi. | The Company shall be deemed liquidated from the moment of its withdrawal from the state registry in accordance with the laws of the Republic of Uzbekistan. |

ё

| **РЕШЕНИЕ № 1**<br>**единственного Акционера**<br>**Акционерного общества**<br>**«OXUSPAY»** | **RESOLUTION No.1**<br>**Of the Sole Shareholder of**<br>**"OXUSPAY"**<br>**Joint-Stock Company** |
|---|---|
| 07 октября 2024 г. | 07 October 2024 |
| **ООО «OXUSTECH»** (юридическое лицо зарегистрированное в Республике Узбекистан, ИНН 310336841, расположенное по адресу: город Ташкент, Мирабадский район, Истиклолабад МФЙ, ул. Саракул, пр. 3, 9б) в лице Директора – PILAFAS SPYRIDON гражданина Греческой Республики (паспорт № AY 4269091, выданный от 26.06.2023), действующего на основании Устава, являясь единственным акционером, а также руководствуясь ст. 10 Закона РУз «Об акционерных обществах» («в случае учреждения общества одним учредителем решение о его учреждении принимается им единолично»), настоящим | **LLC "OXUSTECH"** (a legal entity registered in the Republic of Uzbekistan, TIN 310336841, located at the address: Tashkent city, Mirabad district, Istiklolabad MFY, Sarakul str. 3, 9b), represented by the Director - PILAFAS SPYRIDON citizen Hellenic Republic (passport No. AY 4269091 issue dated 26.06.2023), acting on the basis of the Charter, being the sole shareholder, and also guided by article 10 of the Law of RUz 'On Joint Stock Companies' ('in case of establishment of the company by one founder the decision on its establishment is made by him alone'), hereby |
| **ПРИНЯЛ РЕШЕНИЕ:** | **RESOLVED:** |
| 1. Создать на территории Республики Узбекистан коммерческую организацию в форме Акционерного общества «OXUSPAY» (далее - Общество), основным видом деятельности которого является Услуги по размещению и обработке данных (ОКЭД 62.01.0); | 1. To establish on the territory of the Republic of Uzbekistan a commercial organisation in the form of a Joint Stock Company "OXUSPAY" (hereinafter referred to as the **"Company"**), the principal activity of which is Data hosting and processing services (NACE 62.01.0); |
| 2. На основании Гарантийного письма от 26.09.2024 определить местонахождение и почтовый адрес создаваемого Общества: г.Ташкент, Мирабадский район, ул. Афрасиаб, 8А; | 2. On the basis of the Letter of Guarantee dated 26.09.2024, to determine the location and postal address of the Company to be established: Tashkent, Mirabad district, Afrosiab str., 8A; |
| 3. Уставный капитал Общества «OXUSPAY» утвердить в размере 10 000 000 000 (десять миллиардов) сумов и определить в виде 2 000 000 (двух миллионов) штук обыкновенных именных бездокументарных акций номинальной стоимостью 5 000 (пять тысяч) сумов каждая; | 3. The Charter capital of the Company "OXUSPAY" is approved in the amount of UZS 10 000 000 000 (ten billion) and is determined in the form of 2 000 000 (two million) ordinary registered uncertificated shares with a nominal value of UZS 5 000 (five thousand) each; |
| 4. Доля единственного акционера Общества «OXUSPAY» и порядок её оплаты устанавливаются следующим образом: | 4. The share of the sole shareholder of the Company "OXUSPAY" and the procedure for its payment are established as follows: |
| • ООО «OXUSTECH» владеет в размере 10 000 000 000 (десять миллиардов) сумов, что эквивалентно 2 000 000 (двум миллионам) штук обыкновенных именных бездокументарных акций номинальной стоимостью 5 000 (пять тысяч) сумов каждая; | • LLC "OXUSTECH" owns a share in the amount of UZS 10 000 000 000 (ten billion), which is equivalent to 2 000 000 (two million) ordinary registered uncertificated shares with a nominal value of UZS 5 000 (five thousand) each; |
| • Оплата акций осуществляется ООО «OXUSTECH» в денежной форме. | • Payment for the shares is made by LLC "OXUSTECH" in cash form. |

| | |
|---|---|
| 5. В целях увеличения уставного капитала Общества «OXUSPAY» количество объявленных акций, которые могут быть дополнительно размещены в дополнение к размещенным акциям, установить в размере 4 000 000 (четыре миллиона) обыкновенных именных акций; | 5. In order to increase the Charter capital of the Company "OXUSPAY", the number of authorized shares that may be additionally issued in addition to the issued shares is set at 4 000 000 (four million) ordinary registered shares; |
| 6. Определить, что уставной капитал Общества формируется в течение 1 года с момента его регистрации в установленном порядке в виде либо денежных средств или другими имущества способами, не запрещенными законодательством Узбекистана; | 6. Determine that the Charter Capital of the Company shall be formed within 1 year from the date of its registration in accordance with the established procedure in the form of either cash or other property by means not prohibited by the legislation of Uzbekistan; |
| 7. Утвердить Устав АО «OXUSPAY»; | 7. To approve the Charter of JSC "OXUSPAY"; |
| 8. Утвердить эскиз печати и штампа АО «OXUSPAY»; | 8. To approve the design of the seal and stamp of JSC "OXUSPAY"; |
| 9. Утвердить количественный состав Наблюдательного совета Общества в количестве 2 (двух) членов. | 9. Approve the quantitative composition of the Supervisory Board of the Company in the amount of 2 (two) members. |
| 10. Назначить следующих лиц в состав Наблюдательного совета Общества со сроком полномочий на три года:<br>1. PILAFAS SPYRIDON гражданина Греческой Республики (паспорт № AY 4269091, выданный от 26.06.2023);<br>2. ASIMAKOPOULOS KONSTANTINOS гражданина Греческой Республики (паспорт № AY 7466728, выданный от 22.12.2023). | 10. appoint the following persons to the Supervisory Board of the Company with the term of office for three years:<br>1. PILAFAS SPYRIDON citizen of the Hellenic Republic (passport No. AY 4269091, issued on 26.06.2023);<br>2. ASIMAKOPOULOS KONSTANTINOS a citizen of the Hellenic Republic (passport No. AY 7466728 issued on 22.12.2023). |
| 11. Назначить Генеральным директором в качестве единоличного Исполнительного органа Общества гражданина Республики Узбекистан ISRAILOV FARXODJON AXMADJANOVICH (паспорт AD 6651550, выданный IIV 26401 от 30.03.2024) с правом первой подписи на всех документах Общества, включая банковские и бухгалтерские, а также ответственным за использование и хранение печати и штампа Общества со сроком полномочий на один год; | 11. To appoint as the General Director and sole Executive body of the Company citizen Republic of Uzbekistan - ISRAILOV FARXODJON AXMADJANOVICH, passport AD 6651550, issued by IIV 26401 on 30.03.2024, with the right of the first signature on all Company documents, including banking and accounting documents, as well as being responsible for the use and safekeeping of the Company's seal and stamp with a term of office for one year; |
| 12. Заключить трудовой договор с Генеральным директором и установить оклад в соответствии с данным договором; | 12. To conclude an employment contract with the General Director and set he salary in accordance with this contract; |
| 13. Назначить Генерального директора Общества ответственным за открытие банковских счетов и выполнение необходимых процедур в налоговых органах по результатам регистрации АО «OXUSPAY»; | 13. To appoint the General Director of the Company to be responsible for opening bank accounts and fulfilment of the necessary procedures in the tax authorities as a result of the registration of JSC "OXUSPAY"; |
| **От единственного акционера ООО «OXUSTECH», PILAFAS SPYRIDON / From the sole shareholder LLC "OXUSTECH", PILAFAS SPYRIDON** | |



## POWER OF ATTORNEY

"**OXUSTECH**" Limited Liability Company represented by the director PILAFAS SPYRIDON citizen of the Hellenic Republic (passport No. AY 4269091, issued on 26.06.2023), (hereinafter "**Principal**"), authorizes each separately:

**Citizen of the Republic of Uzbekistan**
**RUZIEV MIRZAAZIZ MIRZAABDUKARIMOVICH**
ID card series No. AD2072239, issued on 23.11.2022 by Namangan region MIA 26273;

**Citizen of the Republic of Uzbekistan**
**BEKMURODOV MUZAFFARBEK JALOLIDDIN O'G'LI**
passport series No. AC2169742, issued on 23.08.2019 by MIAD;

**Citizen of the Republic of Uzbekistan**
**ABDURAXMONOV JAXONGIRBEK UMIDBEK O'G'LI**
passport series No. AB6051215, issued on 24/02/2017 by Andijan city IAD;

To represent and defend the Principal`s interests in the Public Service Centre in Uzbekistan, including, but not limited to, carrying out the following activities on behalf of and in the interests of the Principal:

**1.** to sign, submit and receive on behalf of the principal any applications and documents, as well as to pay all applicable fees and commissions, necessary for the registration of the **JSC OXUSPAY** *(or with another available name)*, whose founder (or co-founder) will be the Principal, in the territory of the Republic of Uzbekistan (hereinafter "**Company**");

**2.** for the purposes of incorporation and state registration of the Company – to adopt resolutions, approve and sign on behalf of the Principal: (i) any and all resolutions of the shareholder, including but not limited to, resolutions of incorporation of the Company, approving the amount, forms and terms of the contribution to the charter capital of the Company, and on the appointment of the executive body (director general) of the Company; (ii) the charter (articles of association) of the Company, as well as to (iii) sign, submit and receive any other documents necessary for incorporation and state registration of the Company, including applications, notification, requests and etc.; (iv) execute and perform all actions, sign, submit and receive documents necessary for reserving the Company's name;

**3.** for the purposes of completion of the Company registration procedures – to sign, submit and collect all necessary documents on behalf of the Principal, to submit and issue applications, certificates, and documents in the name of the Principal, and carrying out other activities for the fulfilment of this assignment, including approving, placing orders and getting produced official seal and corner stamp of

## ДОВЕРЕННОСТЬ

Общество с ограниченной ответственностью «**OXUSTECH**» в лице директора PILAFAS SPYRIDON гражданина Греческой Республики (паспорт № AY 4269091, выданный от 26.06.2023) (далее – «**Доверитель**»), уполномочивает каждого в отдельности:

**Гражданина Республики Узбекистан**
**RUZIEV MIRZAAZIZ MIRZAABDUKARIMOVICH**
**(Рузиев Мирзаазиз Мирзаабдукаримович)**
ID карта № AD2072239, выданного Namangan viloyati IIV 23.11.2022 г.;

**Гражданина Республики Узбекистан**
**BEKMURODOV MUZAFFARBEK JALOLIDDIN O'G'LI**
**(Бекмуродов Музаффарбек Жалолиддин угли)**
паспорт серии №AC2169742, выданного Toshkent shahar IIB 23.08.2019 г.

**Гражданина Республики Узбекистан**
**ABDURAXMONOV JAXONGIRBEK UMIDBEK O'G'LI**
**(Абдурахмонов Жахонгир Умидбек угли)**
паспорт серии № AB6051215, выданного Andijon shahar IIB 24.02.2017 г.;

Представлять и защищать интересы Доверителя в Центре государственных услуг на территории Республики Узбекистан, включая, но не ограничиваясь осуществлять от имени и в интересах Доверителя следующие действия:

**1.** подписывать, подавать и получать от имени Доверителя любые заявления и документы, а также оплачивать все применимые пошлины и комиссии, необходимые для регистрации **АО «OXUSPAY»** *(или с иным доступным наименованием)*, учредителем (либо соучредителем) которого будет являться Доверитель, на территории Республики Узбекистан (далее – «**Общество**»);

**2.** для целей учреждения и государственной регистрации Общества – принимать решения, утверждать, одобрять и подписывать от имени Доверителя: (i) все и любые решения участника, включая, но не ограничиваясь, решения о создании Общества, одобрении размера, способов и сроков формирования уставного фонда Общества, и назначении исполнительного органа (генерального директора) Общества; (ii) устав Общества, а также (iii) подписывать, подавать и получать все иные документы, необходимые для создания и государственной регистрации Общества, включая заявления, уведомления, требования и т.д.; (iv) совершать все действия, подписывать, подавать и получать документы для резервирования фирменного наименования Общества;

**3.** для завершения регистрации Общества – подписывать, подавать и получать все необходимые документы в интересах Доверителя, подавать и составлять заявления, сертификаты и документы от имени Доверителя, а также осуществлять иные действия для исполнения настоящего поручения, в том числе утверждать, заказывать и получать изготовленные печати и

the Company, and to register the Company with tax authorities, enter into the Company's office lease agreement on behalf of the Company;

угловые штампы Общества, а также осуществлять постановку Общества на учет в налоговых органах, заключать от имени Общества договор аренды офиса Общества;

**4.** to represent the interests of the Principal and the Company established by the Principal in tax, governmental and municipal bodies of the Republic of Uzbekistan;

**4.** представлять интересы Доверителя и созданного Доверителем Общества в налоговых, государственных и муниципальных органах Республики Узбекистан;

**5.** to represent the interests of the Principal and the Company in banks, brokers and other financial institutions for the purpose of opening accounts of the Company and the Principal with a right to sign, submit and receive all documents and data on any media necessary for the fulfillment of this assignment, as well as to pay all applicable fees;

**5.** представлять интересы Доверителя и Общества в банках, брокерах и иных финансовых организациях в целях открытия счетов Общества и Доверителя, с правом подписания, подачи и получения всех документов и информации на любых носителях, необходимых для выполнения данного поручения, а также оплачивать все применимые комиссии;

**6.** to submit and receive on behalf of the Principal and the Company all necessary documents and applications to\from government agencies and authorities in order to obtain all types of licenses and permits to carry out the Company's activities, as well as an Electronic Digital Signature (**EDS**) for the Principal and the Company, and to receive on behalf of the Principal and the Company the said licenses, permits, and EDS and relevant documents;

**6.** подавать и получать от имени Доверителя и Общества все необходимые документы и заявления в государственные агентства и органы с целью получения всех видов лицензий и разрешений для осуществления деятельности Общества, а также электронную цифровую подпись (**ЭЦП**) для Доверителя и Общества, а также получать от имени Доверителя и Общества указанные лицензии, разрешения, ЭЦП и сопутствующие документы;

**7.** to pay the state fee and any other fees for the registration of the Company;

**7.** оплачивать государственную пошлину и любые иные сборы за регистрацию Общества;

**8.** perform all other actions for the state registration of the Company;

**8.** выполнять все иные действия для государственной регистрации Общества;

**9.** on behalf of the Company, to sign employment contracts with director or directors of the Company.

**9.** от имени Общества подписывать трудовые договора с директором или директорами Общества.

This Power of Attorney is executed in the Russian and English languages. In the event of any discrepancies between the English and Russian texts of this power of attorney, the Russian text shall prevail.

Настоящая доверенность составлена на русском и английском языках. В случае каких-либо расхождений между текстами настоящей доверенности на английском и русском языке, преимущественную силу имеет текст на русском языке.

This Power of Attorney shall become effective from the date of issue and be valid until December 31, 2024.

Настоящая доверенность вступает в силу с даты ее выдачи и действительна до 31 декабря 2024 года.

This Power of Attorney is issued without the right to delegate powers to third parties.

Настоящая доверенность выдана без права передоверия полномочий третьим лицам.

**От единственного акционера ООО «OXUSTECH», PILAFAS SPYRIDON / From the sole shareholder LLC "OXUSTECH", PILAFAS SPYRIDON**



Ariza 2609705

AJ "OXUS PAY"

## Umumiy ma'lumotlar

| | |
|---|---|
| Tashkiliy-huquqiy shakli | Aksiyadorlik jamiyati |
| Firma nomi | OXUS PAY |
| Nomga qo'shimcha | - |

## Arizachi

| | |
|---|---|
| Pasport seriyasi va raqami | AC 216 97 42 |
| JSHSHIR | 51608036600027 |
| To`liq nomi | BEKMURODOV MUZAFFARBEK JALOLIDDIN O'G'LI |
| Jins | Erkak |

## Yuridik shaxsning manzili

| | |
|---|---|
| Joylashgan manzili | Ijara mulkning manzili |
| Kadastr raqami | 10:11:01:01:02:0017 |
| Mamlakat | O'zbekiston Respublikasi |
| Hudud | Toshkent shahri |
| Tuman | Mirobod tumani |
| Shahar/qishloq/MFY | |
| Mahalla | Farovon mahallasi |
| street | Farovon MFY, Afrosiyob ko'chasi , 8-a-uy |
| Telefon raqami | +998 97 402 22 92 |
| Email | EXAMPLE@MAIL.RU |

## Faoliyat turi

| | |
|---|---|
| Soliq rejimi | Qo'shilgan qiymat solig'i va foyda solig'i |
| Asosiy faoliyat turi | 62.01.0. Kompyuter dasturlashtirish sohasidagi faoliyat |

## Rahbar

| | |
|---|---|
| Hujjat turi | O`zb. Res. fuqarosi pasporti/ID-karta |
| Pasport seriyasi va raqami | AD 665 15 50 |
| JSHSHIR | 31208816610020 |
| To`liq nomi | FARXODJON ISRAILOV AXMADJANOVICH |
| Jins | Erkak |

## Ta'sischilar

choose_legal_founder_type_legal_entity

"OXUSTECH" MCHJ

STIR: 310 336 841 | Summasi: 10 000 000 000 so'm | 100.00%

Bekmurodov Muzaffarbek

15.10.2024