

" APPROVED"
GENERAL MEETING OF SHAREHOLDERS
JOINT STOCK COMPANY
" ToshkentYo'lovchi vagonlarini qurish va ta'mirlash zavodi "
from 30.06.2022 years

POSITION

ABOUT THE CORPORATE CONSULTANT OF THE JOINT STOCK COMPANY « Toshkent yo'lovchi vagonlarini qurish va ta'mirlash zavodi »

1. GENERAL PROVISIONS

1.1. These Regulations have been developed in accordance with the Law of the Republic of Uzbekistan “On Joint-Stock Companies and Protection of Shareholders’ Rights” (hereinafter referred to as the Law), recommendations of the Corporate Governance Code, approved by the minutes of the meeting of the Commission on improving the efficiency of joint-stock companies and improving the corporate governance system (dated 02/11/2016). No. 02-02/1-187), charter of JSC “ Toshkent yo'lovchi vagonlarini qurish va ta'mirlash zavodi ” (hereinafter referred to as the Company), other acts of legislation and contains norms defining the status, competence and procedure for the activities of the Corporate Consultant of the joint stock company " **Toshkent yo'lovchi vagonlarini qurish va ta'mirlash zavodi** ", the procedure for his election (appointment), as well as rights and obligations.

1.2. The corporate consultant is an official of the Company reporting to the Supervisory Board of the Company.

2. CORPORATE CONSULTANT STATUS

2.1. The Company's corporate consultant reports to the Supervisory Board.

2.2. The Company's corporate consultant reports to the Supervisory Board.

2.3. The corporate consultant participates in all meetings of corporate governance and control bodies with the right of advisory vote.

2.4. The corporate consultant has access to any documentation of the Company regarding corporate events and relationships, in particular and not limited to the register of shareholders of the Company, written requests from shareholders and other interested parties of the Company, internal and external correspondence of the Company.

2.5. The corporate consultant, when exercising his rights and performing his duties, must act in the interests of the Company.

3. FUNCTIONS OF CORPORATE CONSULTANT

3.1. The main function of a corporate consultant is to monitor compliance with corporate legislation in the Company and provide support to the Supervisory Board in fulfilling its duties.

3.2. The corporate consultant acts within the competence determined by these Regulations and within the framework of his main function, and performs the following tasks:

- Monitoring compliance with the latest changes in the legislation of the Republic of Uzbekistan and internationally recognized best practices of corporate governance and periodically providing relevant information to the Supervisory Board;
- Assisting the Supervisory Board in the development, compliance and periodic review of the Company's corporate governance policy, as well as in the analysis of existing practice in this area;
- Monitoring compliance by all management bodies of the Company with internal corporate rules of conduct provided for by the charter, regulations and other internal documents of the Company, as well as timely introduction of the necessary amendments and additions to these rules in the prescribed manner;
- Ensuring preparation for holding the General Meeting of Shareholders in accordance with the requirements of the law, the charter and other internal documents of the Company on the basis of the decision to convene the General Meeting of Shareholders;
- Organizing the maintenance of minutes of the Supervisory Board and ensuring the preparation and holding of meetings of the Supervisory Board in accordance with the requirements of legislation, the charter and internal documents of the Company;
- Explaining to newly elected members of the Supervisory Board the rules of operation of the Supervisory Board and other bodies of the Company, the organizational structure of the Company, information about the officials of the Company, familiarization with the internal documents of the Company, decisions of the General Meeting of Shareholders and the Supervisory Board, presentation of other information relevant for proper performance by members of the Supervisory Board of their duties.
- Ensuring compliance with the requirements for the procedure for storing and disclosing (presenting) information about the Company established by law, as well as the charter and other internal documents of the Company;
- Ensuring timely consideration and resolution of conflicts regarding violations of shareholder rights.

3.3. A corporate consultant may perform additional tasks assigned by the Chairman of the Company's Management Board, which will not conflict with the main tasks.

4. ELECTION (APPOINTMENT) OF CORPORATE CONSULTANT

- 4.1. The election (appointment) and dismissal of a corporate consultant is carried out by the Supervisory Board of the Company by making a decision by a simple majority of votes.
- 4.2. A corporate consultant can perform his functions both on a permanent basis and part-time.
- 4.3. During his absence, the corporate consultant is replaced by a person appointed in accordance with the established procedure, who acquires the corresponding rights and is responsible for the proper performance of the duties assigned to him.
- 4.4. A corporate consultant must have a higher education or specialized secondary vocational education with at least 3 years of work experience in the field of law or economics, finance or management.
- 4.5. The requirement for a candidate corporate consultant is to have a qualification certificate for a corporate consultant issued by the Scientific and Educational Center for Corporate Governance.

5. RIGHTS OF A CORPORATE CONSULTANT

- 5.1. When performing the tasks assigned to him, the corporate consultant has the following rights:
 - Take actions to prevent and eliminate possible cases of violations or inconsistencies of corporate governance in the Company;
 - Request and receive documents, materials and information from managers at all levels of the Company necessary to perform their tasks;
 - Get acquainted with the drafts of all documents regarding the management of the Company.
 - Get acquainted with all the reports of the Company, including financial and tax reports (all periods), local reports, reports of the executive body and others;
 - Receive copies of all necessary regulations and other documents of all levels (divisions) and areas (structures) of the Company;
 - Assess the quality of performance of job duties by heads of structural divisions;
 - Report all violations and inconsistencies identified in the course of its activities, make proposals for their elimination and prevention in the future;
 - Require the executive body to provide assistance in the performance of the tasks assigned to it and the exercise of rights;
 - Require the creation of organizational and technical conditions, the provision of the necessary equipment and inventory necessary to perform the tasks;
 - Improve your professional qualifications on an ongoing basis;
 - Receive all social guarantees provided for by law.

6. RESPONSIBILITIES OF A CORPORATE CONSULTANT

6.1. A corporate consultant is obliged to perform the corporate governance tasks assigned to him, using established methods and mechanisms, as well as international practice.

6.2. The corporate consultant is obliged to maintain the safety of the received copies of documents.

6.3. In the event of termination of an employment contract or employment agreement with a corporate consultant, he is obliged to transfer the entrusted inventory documentation to a person determined by the Supervisory Board.

6.4. The corporate consultant is obliged to monitor the compliance of all documents of the Company and the work procedures of the Supervisory Board with the requirements of legislation, government bodies and the stock exchange in the event of inclusion of the Company's securities in the stock exchange quotation list of the stock exchange.

6.5. A corporate consultant is obliged to apply in his activities:

- Regulatory legal acts of the Republic of Uzbekistan and international practice and standards on issues related to the professional field of activity;
- Accepted policies of the Company;
- Information management of corporate governance.

7. RESPONSIBILITY OF THE CORPORATE CONSULTANT

7.1. The corporate consultant is responsible for:

- for failure to fulfill or untimely fulfillment of the tasks assigned to him and (or) non-use of the granted rights;
- for disclosure of information related to confidential information and trade secrets;
- for non-fulfillment or improper fulfillment of the requirements of internal regulatory documents ;
- for offenses committed in the course of their activities;
- for causing material damage within the limits established by current legislation.
- for the unlawful use of granted official powers, as well as their use for personal purposes;

8. CORPORATE CONSULTANT REMUNERATION

7.1. During the period of performance of his duties, the corporate consultant may be paid remuneration based on the results of the Company's activities for the reporting financial quarter or year.

7.2. The amount of remuneration for the Corporate Consultant is established by a decision of the Supervisory Board of the company.

9. FINAL PROVISIONS

8.1. This Regulation comes into force from the moment of its approval by the Supervisory Board of the Company.

8.2. These Regulations may be amended and/or supplemented in connection with changes in current legislation and amendments and (or) additions to the Charter of the Company.

8.3. Changes and/or additions to these Regulations come into force from the moment of their approval by the Supervisory Board of the Company.

8.4. In the event of amendments to the legislation of the Republic of Uzbekistan, as a result of which some norms of these Regulations come into conflict with the legislation, this Regulation continues to be in force to the extent that does not contradict the legislation. The provisions of the Regulations that conflict with the legislation of the Republic of Uzbekistan lose force, and the activities of the Company's corporate consultant in this part are regulated by the relevant norms of the legislation of the Republic of Uzbekistan