

"APPROVED"
GENERAL MEETING OF SHAREHOLDERS
JOINT STOCK COMPANY
"Toshkent yo'lovchi vagonlarini qurish va
ta'mirlash zavodi"

PROTOCOL

from 06/30/2022

POSITION
ABOUT THE GENERAL MEETING OF SHAREHOLDERS
JOINT STOCK COMPANY
"Toshkent yo'lovchi vagonlarini qurish va ta'mirlash zavodi"

1. GENERAL PROVISIONS

1.1. This regulation determines the procedure for convening and holding the General Meeting of Shareholders of the joint stock company "Toshkent yo'lovchi vagonlarini qurish va ta'mirlash zavodi" (hereinafter referred to as the Company), as well as making decisions on issues within the competence of the General Meeting of Shareholders.

1.2. This provision has been developed in accordance with the Law of the Republic of Uzbekistan "On joint stock companies and protection of shareholders' rights" and the Company's Charter.

1.3. The General Meeting of Shareholders is the highest management body of the Company.

1.4. The company is obliged to hold an annual General Meeting of Shareholders (annual General meeting of shareholders).

1.5. The Annual General Meeting of Shareholders is held no later than six months after the end of the financial year. As a rule, the annual general meeting of shareholders is held in May - June. At the annual General Meeting of Shareholders, issues regarding the election of the Supervisory Board and the Audit Commission of the Company, the possibility of extending the term, renewing or terminating the contract with the Chairman of the Management Board are resolved

of the Company, and also considers the annual report of the Company, reports of the executive body and the Supervisory Board of the Company on measures taken to achieve the development strategy of the Company and other documents in accordance with paragraphs twelve and thirteen of part one of Article 59 of the Law of the Republic of Uzbekistan "On Joint-Stock Companies and Protection of Rights shareholders."

1.6. General meetings of shareholders held in addition to the annual meeting are extraordinary.

1.7. Date and procedure for holding the General Meeting of Shareholders, notification procedure shareholders about its holding, the list of materials (information) provided to shareholders in preparation for the General Meeting of Shareholders is established by the Supervisory Board of the Company.

1.8. The General Meeting of Shareholders is chaired by the Chairman of the Supervisory Board of the Company, and in case of his absence for good reasons - by one of the members of the Supervisory Board of the Company.

1.9. The chairman of the general meeting directs the course of the meeting, coordinates the actions of the working bodies of the general meeting, determines the order of discussion of issues, limits the time for speakers to speak, gives explanations during the meeting and voting, and monitors the presence of order in the hall. The Chairman of the General Meeting of Shareholders has the right to authorize audio-video recording and broadcasting of the General Meeting of Shareholders on the Internet.

2. COMPETENCE OF THE GENERAL MEETING OF SHAREHOLDERS

2.1. The competence of the General Meeting of Shareholders includes:

- 1) introducing amendments and additions to the Charter of the Company or approving the Charter of the Company in a new edition, with the exception of introducing amendments and additions to the Charter of the Company related to an increase in the authorized capital (authorized capital) of the Company and a decrease in the number of authorized shares of the Company;
- 2) reorganization of the Company;
- 3) liquidation of the Company, appointment of a liquidator (liquidation commission) and approval of interim and final liquidation balance sheets;
- 4) determination of the quantitative composition of the Supervisory Board and the committee of minority shareholders of the Company, election of their members and early termination of their powers;
- 5) determination of the maximum size of authorized shares;
- 6) reduction of the authorized capital (authorized capital) of the Company;
- 7) acquisition of own shares;
- 8) approval of the organizational structure of the Company, formation of the executive body of the Company, election (appointment) of the Chairman of the Management Board and early termination of his powers. The decision to appoint the Chairman of the Management Board of the Company is made on the basis of a competitive selection, in which foreign managers can take part;
- 9) election of members of the Audit Commission of the Company and early termination of their powers, as well as approval of the regulations on the audit commission;
- 10) approval of the annual report, as well as the development strategy of the Company for the medium and long term, defining its specific terms based on the main directions and goals of the Company's activities;
- 11) distribution of profits and losses of the Company;
- 12) hearing reports of the Supervisory Board and conclusions of the Audit Commission of the Company on issues within their competence, including compliance with the requirements established by law for the management of the Company;
- 13) making a decision on the non-application of the preemptive right provided for in Article 35 of the Law of the Republic of Uzbekistan "On joint stock companies and protection of rights shareholders";
- 14) approval of the rules of the General Meeting of Shareholders;
- 15) splitting and consolidation of shares;
- 16) making a decision on the Company to carry out a major transaction, the subject of which is property, the book value or acquisition cost of which is more than fifty percent of the size of the Company's net assets as of the date of the decision to carry out such a transaction in accordance with Chapter 8 of the Law of the Republic of Uzbekistan "On Joint-Stock Companies" and protection of shareholders' rights";

17) making a decision on making a transaction with an affiliate of the Company in accordance with Chapter 9 of the Law of the Republic of Uzbekistan "On Joint Stock Companies and Protection shareholders' rights";

18) resolving other issues in accordance with the legislation and the Charter of the Company.

2.2. Issues within the competence of the General Meeting of Shareholders cannot be submitted to the executive body of the Company for decision.

2.3. The General Meeting of Shareholders also has the right to make decisions on issues referred by the Law to the competence of the General Meeting of Shareholders, but the right to make decisions on which is transferred to the Supervisory Board of the Company by the Charter of the Company.

3. PREPARATION FOR THE GENERAL MEETING OF SHAREHOLDERS

3.1. When preparing for the General Meeting of Shareholders, the Supervisory Board of the Company, and in cases provided for in part eleven of Article 65 of the Law of the Republic of Uzbekistan "On Joint-Stock Companies and Protection of Shareholders' Rights", the persons convening the General Meeting determine:

- date, time and place of the General Meeting;
 - agenda of the General Meeting;
 - date of formation of the register of shareholders of the Company for holding the General Meeting;
 - procedure for informing shareholders about the General Meeting;
 - list of information (materials) provided to shareholders in preparation for the General Meeting;
- form and text of the voting ballot.

3.2. It is not permitted to include in the agenda of the General Meeting of Shareholders language that does not contain the formulation of a specific issue (including "miscellaneous", "other", "others", etc.).

3.3. The date of the General Meeting of Shareholders cannot be set less than ten or more than thirty days from the date of the decision to conduct it.

3.4. A notice of the General Meeting of Shareholders is published on the official website of the Company, in the media, and is also sent to shareholders by email no later than seven days, but not earlier than thirty days before the date of the General Meeting of Shareholders.

3.5. The notice of the General Meeting of Shareholders must contain:

- name, location (postal address) and email address of the company;
- date, time and place of the General Meeting;
- date of formation of the register of shareholders of the Company;
- issues included in the agenda of the General Meeting;
- the procedure for familiarizing shareholders with information (materials) subject to provided to shareholders in preparation for the General Meeting.

3.6. Information (materials) to be provided to shareholders in preparation for the General Meeting of Shareholders include the annual report of the Company, the conclusion of the Audit Commission of the Company and the audit organization based on the results of an audit of the annual financial and economic activities of the Company, the conclusion of the Supervisory Board of the Company on the possibility of extending the term, renewing or termination of the contract with the Chairman of the Management Board, as well as information about candidates for members of the Supervisory Board and

the Audit Commission of the Company, draft amendments and additions made to the Charter of the Company, or the draft Charter of the Company in a new edition.

3.7. The list of additional information (materials) required to be provided to shareholders in preparation for the General Meeting of Shareholders may be established by the authorized state body for regulation of the securities market.

3.8. The right to participate in the General Meeting of Shareholders has the shareholders recorded in the register of shareholders of the Company, formed three working days before the date of the General Meeting of Shareholders.

4. PROPOSAL FOR THE AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS

4.1. Shareholders (shareholders), who collectively own at least one percent of the Company's voting shares, no later than ninety days after the end of the Company's financial year, have the right to include issues on the agenda of the annual General Meeting of Shareholders and nominate candidates to the Supervisory Board and Audit Commission of the Company, the number of which cannot exceed the quantitative composition of this body.

4.2. Shareholders (shareholder) have the right to make changes to the list of candidates nominated by them to the Supervisory Board and the Audit Commission of the Company no later than three working days from the date of publication of the notice of the annual General Meeting of Shareholders.

4.3. An issue on the agenda of the General Meeting of Shareholders is introduced in writing, indicating the reasons for its raising, the name of the shareholders (shareholders) introducing the issue, the number and type of shares owned by them.

4.4. When making proposals to nominate candidates to the Supervisory Board and the Audit Commission of the Company, including in the case of self-nomination, the name of the candidate, the number and type of shares owned by him (if the candidate is a shareholder of the Company), as well as the names (names) of the shareholders, are indicated. nominating a candidate, the number and type of shares they own.

4.5. The Supervisory Board of the Company is obliged to consider the proposals received and make a decision to include them in the agenda of the General Meeting of Shareholders or to refuse to include them in the said agenda no later than ten days after the end of the period established in paragraphs. 4.1., 4.2. and 4.3. of this Regulation. An issue submitted by shareholders (a shareholder) is subject to inclusion on the agenda of the General Meeting of Shareholders, as well as nominated candidates are subject to inclusion in the list of candidates for voting for elections to the Supervisory Board and the Audit Commission of the Company, except for cases where:

- the shareholders (shareholder) did not comply with the deadline established by clause 4.1. this Regulation;
- shareholders (shareholder) are not the owners of the clause provided for. 4.1. of these Regulations, the number of voting shares of the Company;
- data provided for in paragraphs 4.4. of these Regulations are incomplete;
- proposals do not comply with the requirements of the Company's Charter and the Law of the Republic of Uzbekistan "On Joint-Stock Companies and Protection of Shareholders' Rights."

4.6. A reasoned decision of the Supervisory Board of the Company to refuse to include an issue on the agenda of the General Meeting of Shareholders or a candidate in the list of candidates for voting for elections to the Supervisory Board and Audit Commission of the Company is sent to the shareholders (shareholder) who introduced the issue or submitted a proposal no later than three working days from the date of its adoption.

4.7. The decision of the Supervisory Board of the Company to refuse to include an issue on the agenda of the General Meeting of Shareholders or a candidate on the list of candidates for voting for elections to the Supervisory Board and Audit Commission of the Company may be appealed to the court.

5. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

5.1. An Extraordinary General Meeting of Shareholders is held by decision of the Supervisory Board of the Company on the basis of its own initiative, a written request of the Audit Commission, as well as a shareholder (shareholders) who is the owner of at least five percent of the voting shares of the Company as of the date of presentation of the written request.

5.2. The convening of an extraordinary General Meeting of Shareholders at the written request of the Audit Commission of the Company or a shareholder (shareholders) who owns at least five percent of the voting shares of the Company is carried out by the Supervisory Board of the Company no later than thirty days from the date of submission of a written request to hold an extraordinary General Meeting of Shareholders.

5.3. The request to hold an extraordinary General Meeting of Shareholders must formulate the issues to be included on the agenda of the meeting, indicating motives for their introduction.

5.4. The Supervisory Board of the Company does not have the right to make changes to the wording of issues on the agenda of an extraordinary General Meeting of Shareholders convened at the request of the Audit Commission of the Company or the shareholder (shareholders) who owns at least five percent of the voting shares of the Company.

5.5. If the request to convene an extraordinary General Meeting of Shareholders comes from a shareholder (shareholders), it must contain the name of the shareholder (shareholders) requesting the convocation of the meeting, indicating the number and type of shares owned by him.

5.6. The request to convene an extraordinary General Meeting of Shareholders is signed person(s) demanding the convening of an extraordinary General Meeting of Shareholders.

5.7. Within ten days from the date of presentation of the request of the Audit Commission of the Company or the shareholder (shareholders) who is the owner of at least five percent of the voting shares of the Company, to convene an extraordinary General Meeting of Shareholders, the Supervisory Board of the Company must make a decision to convene an extraordinary General Meeting of Shareholders or to refuse its convocation.

5.8. A decision to refuse to convene an extraordinary General Meeting of Shareholders at the request of the Audit Commission of the Company or a shareholder (shareholders) who owns at least five percent of the voting shares of the company may be made in the following cases:

- the shareholder (shareholders) demanding the convening of an extraordinary general meeting of shareholders is not the owner of the clause provided for. 5.1. of this Regulation number of voting shares of the Company;

- none of the issues proposed for inclusion on the agenda are within the competence of the General Meeting of Shareholders;
- the issue proposed for inclusion on the agenda does not comply with the requirements of the Company's Charter and the Law of the Republic of Uzbekistan "On Joint-Stock Companies and Protection of Rights shareholders."

5.9. The decision of the Supervisory Board of the Company to convene an extraordinary General Meeting of Shareholders or a reasoned decision to refuse to convene it is sent to the persons requesting its convocation no later than three working days from the date of its adoption.

5.10. The decision of the Supervisory Board of the Company to refuse to convene an extraordinary General Meeting of Shareholders may be appealed to the court.

5.11. If, within the period established by the Law of the Republic of Uzbekistan "On Joint-Stock Companies and Protection of Shareholders' Rights," the Supervisory Board of the Company does not make a decision to convene an extraordinary General Meeting of Shareholders or a decision is made to refuse to convene it, the extraordinary General Meeting of Shareholders may be convened by persons demanding its convocation. In this case, the costs of preparing and holding the General Meeting of Shareholders may be reimbursed by decision of the General Meeting of Shareholders at the expense of the Company.

6. ACCOUNTING COMMISSION

6.1. To count votes, register shareholders to participate in the General Meeting of Shareholders, as well as issue voting ballots, the Supervisory Board of the Company creates a counting commission, the quantitative and personal composition of which is approved by the General Meeting of Shareholders.

6.2. The counting commission cannot contain less than three people.

6.3. The counting commission cannot include members of the Supervisory Board of the Company, members of the Audit Commission of the Company, the Chairman and members of the Management Board of the Company, as well as persons nominated for these positions.

6.4. The Counting Commission determines the presence of a quorum of the General Meeting of Shareholders, clarifies issues arising in connection with the exercise of voting rights by shareholders (their representatives) at the General Meeting, explains the voting procedure on issues put to vote, ensures the established voting procedure and the rights of shareholders to participate in voting, counts votes and sums up voting results, draws up a protocol on voting results, and transfers voting ballots to the Society's archives.

7. PROCEDURE FOR PARTICIPATION AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

7.1. The right to participate in the General Meeting of Shareholders is exercised by the shareholder personally or through his representative. The shareholder has the right at any time to replace his representative at the General Meeting of Shareholders or to personally participate in it.

7.2. The shareholder's representative at the General Meeting of Shareholders acts on the basis of a power of attorney drawn up in writing. The proxy for voting must contain information about the person being represented and the representative (name or designation, place of residence or location, passport details). A power of attorney to vote on behalf of an individual must be notarized. Power of attorney for voting

on behalf of a legal entity, signed by its director and accompanied by a seal
this legal entity.

7.3. If a share of the Company is in common shared ownership of several persons, then voting powers at the General Meeting of Shareholders are exercised at their discretion by one of the participants in the common shared ownership or their common representative. The powers of each of these persons must be properly formalized.

7.4. The General Meeting of Shareholders is valid (has a quorum) if, at the time of registration to participate in the General Meeting of Shareholders, shareholders (their representatives) who collectively hold more than fifty percent of the votes of the Company's outstanding voting shares have registered to participate in the General Meeting of Shareholders.

7.5. If there is no quorum for holding a General Meeting of Shareholders, the date for a repeat General Meeting of Shareholders is announced. Changing the agenda during a repeat General Meeting of Shareholders is not allowed.

7.6. A repeated General Meeting of Shareholders, convened to replace the one that did not take place, is valid if, at the time of registration, shareholders (their representatives) holding in aggregate more than forty percent of the votes of the Company's outstanding voting shares have registered to participate in it.

7.7. Notification of holding a repeat General Meeting of Shareholders is carried out within the time frame and in the form provided for in Article 62 of the Law of the Republic of Uzbekistan "On Joint-Stock Companies and Protection of Shareholders' Rights".

7.8. When the date of the General Meeting of Shareholders is postponed due to the lack of a quorum for less than twenty days, shareholders entitled to participate in the General Meeting are determined in accordance with the register of shareholders who had the right to participate in the General Meeting that did not take place.

7.9. Voting at the General Meeting of Shareholders is carried out according to the principle "one voting share of the Company - one vote", with the exception of cases of cumulative voting on the election of members of the Supervisory Board of the Company.

7.10. Voting at the General Meeting of Shareholders on agenda items
carried out by ballot papers.

7.11. The form and text of the voting ballot are approved by the Supervisory Board of the Company, except for cases when an extraordinary General Meeting of Shareholders is not convened by the Supervisory Board of the Company. A voting ballot is issued to the shareholder (his representative) who registered to participate in the General Meeting.

7.12. The voting ballot contains: the full corporate name of the Company, the date, time and place of the General Meeting of Shareholders, the wording of each issue,
put to vote, and the order of its consideration, voting options for each issue put to vote, expressed in the wording "for", "against" or "abstained" (with the exception of cumulative voting, in which the question put to vote is expressed in the wording "for"), an indication that the voting ballot must be signed by the shareholder (his representative).

7.13. In the event of voting on the issue of electing a member of the Supervisory Board or the Audit Commission of the Company, the voting ballot must contain information about the candidate indicating his last name, first name, and patronymic.

7.14. When voting, votes are counted on those issues for which voters are left with only one of the possible voting options.
Ballot papers,

filled out in violation of this requirement are considered invalid and votes questions contained therein are not counted.

A ballot provided using information and communication technologies must be confirmed by the electronic digital signature of the shareholder. At the same time, in order for the company to use the electronic version of the ballot, the shareholder must ensure in advance the ability to verify the authenticity of the electronic digital signature in accordance with the requirements established by law.

7.15. If the ballot paper contains several questions put to vote, failure to comply with the requirement specified in paragraphs 7.14. of these Regulations in relation to one or more issues, does not entail the invalidation of the voting ballot as a whole.

If a shareholder voting using information and communication technologies submits a completed voting ballot after the closing of the general meeting of shareholders, as well as if it is impossible to verify the authenticity of an electronic digital signature, votes on such ballots are not counted.

7.16. Based on the voting results, the counting commission draws up a protocol on the voting results, including information on the presence of a quorum, including that held remotely using information and communication technologies of the General Meeting of Shareholders, signed by members of the counting commission.

7.17. After drawing up a protocol on the voting results and signing the minutes of the General Meeting of Shareholders, voting ballots are sealed by the counting commission and handed over to the Company's archives for storage. The minutes of voting results are subject to inclusion in the minutes of the General Meeting of Shareholders.

7.18. If a meeting participant submits a power of attorney to represent the interests of one or more shareholders, he is given voting ballots of the represented shareholder (shareholders), and in the registration list opposite the name of the represented shareholder from “__” to ____ (number) the following note is made: “by agreement” No. voting shares ", and the surname, representative are indicated. _____ name, and patronymic of the

7.19. Shareholders of the company, including minority ones, to form their joint voting positions have the right to enter into a shareholders' agreement.

7.20. A shareholders' agreement is an agreement on the exercise of rights certified by shares and (or) on the specifics of the exercise of rights to shares. Based on the shareholder agreement, its parties undertake to exercise in a certain way the rights certified by shares and (or) to refrain (refuse) from exercising these rights.

7.21. The procedure for concluding, terminating and following the terms of the shareholder agreement, as well as the rights, obligations and relations of the parties under such an agreement are regulated by the legislation of the Republic of Uzbekistan.

8. DECISIONS OF THE GENERAL MEETING OF SHAREHOLDERS

8.1. Shareholders who own common shares of the Company have the right to vote at the General Meeting of Shareholders on issues put to vote.

8.2. The decision of the General Meeting of Shareholders on an issue put to vote is made by a majority of votes of shareholders - owners of voting shares of the Company (simple majority) participating in the meeting, unless otherwise provided by law.

8.3. The decision on the issues specified in paragraphs two - four, six and fourteen of part one of Article 59 and parts two and three of Article 84 of the Law of the Republic of Uzbekistan "On Joint-Stock Companies and Protection of Shareholders' Rights" is adopted by the General Meeting of Shareholders with a three-quarters majority vote of the shareholders - owners voting shares participating in the General Meeting of Shareholders (by qualified majority).

8.4. The procedure for the General Meeting of Shareholders to make a decision on the procedure for conducting the General meetings of shareholders is established by the Company's Charter and these Regulations.

8.5. The General Meeting of Shareholders does not have the right to make decisions on issues not included in the meeting agenda, as well as make changes to the agenda.

8.6. Decisions adopted by the General Meeting of Shareholders, as well as voting results are brought to the attention of shareholders by:

- their announcement after the end of the General Meeting of Shareholders;
- disclosure of information in a notice of a material fact within two working days from the date of drawing up the minutes of the General Meeting of Shareholders.

8.7. A shareholder has the right to appeal to the court a decision made by the General Meeting of Shareholders if he did not take part in the General Meeting of Shareholders for a good reason or voted against such a decision.

9. FINAL PROVISIONS

9.1. The execution of decisions adopted by the General Meeting of Shareholders is organized by the Management Board Society.

9.2. Monitoring the progress of execution of decisions adopted by the General Meeting of Shareholders, carried out by the Chairman of the Board and the Supervisory Board of the Company.

9.3. This Regulation comes into force from the moment of its approval by the decision of the General shareholders' meetings.

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

9.5. Changes and/or additions come into force from the moment they are approved by the decision General meeting of shareholders.