

"APPROVED"  
GENERAL MEETING OF SHAREHOLDERS  
JOINT STOCK COMPANY  
« Toshkentyo'lovchi vagonlarini qurish va  
ta'mirlash zavodi »

PROTOCOL

30.06.2022

**POSITION**  
**ABOUT THE AUDIT COMMISSION**  
**JOINT STOCK COMPANY**  
**« Toshkentyo'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), other acts of legislation and the Charter of the Joint Stock Company “ **Toshkentyo'lovchi vagonlarini qurish va ta'mirlash zavodi** ” (hereinafter referred to as the Society).

1.2. These Regulations determine the status, competence, and procedure for the activities of the Audit Commission of the Company (hereinafter referred to as the Audit Commission), the procedure for electing its members, as well as the rights and obligations of members of the Audit Commission.

1.3. The Audit Commission exercises control over the financial and economic activities of the Company .

1.4. The Audit Commission is the Company's control body .

1.5. Management Board and Supervisory Board of the Company has no right to interfere in the activities of the Audit Commission.

1.6. The Audit Commission reports to the General Meeting of Shareholders.

**2. COMPETENCE OF THE AUDIT COMMISSION**

2.1. The main task of the Audit Commission is to provide the Company's management bodies with reliable information about the financial and economic activities of the Company , make recommendations to eliminate identified shortcomings and violations and prepare proposals for improving the Company's activities based on the results of audits carried out.

2.2. The competence of the Audit Commission is determined by the Law, the Charter of the Company and these Regulations.

2.3. In its activities, the Audit Commission:

- carries out an audit of the financial and economic activities of the Company based on the results of the Company’s activities for the year;

- carries out an audit of the financial and economic activities of the Company for another period on its own initiative of the Audit Commission, the General Meeting of Shareholders, the Supervisory Board of the Company or at the request of a shareholder (shareholders) who is the owner of at least five

percent of the voting shares of the Company, by prior notification of the Supervisory Board of the Company ;

- draws up a report and conclusion based on the results of an audit of the financial and economic activities of the Company based on the results of the Company's activities for a year or other period;
- brings to the attention of the General Meeting of Shareholders , the Supervisory Board and the Management Board of the Company the results of inspections of the financial and economic activities of the Company ;
- on the basis of documents submitted by the Management Board of the Company , conducts an analysis of transactions of the Company with affiliates or major transactions in the Company , as well as compliance with the requirements of legislation and internal documents of the Company for such transactions, except for cases provided for by law;
- draws up a conclusion on the existence of transactions with affiliates or major transactions in the Company for the reporting quarter;
- quarterly submits to a meeting of the Supervisory Board of the Company a conclusion on the existence of transactions with affiliates or major transactions in the Company , as well as compliance with the requirements of legislation and internal documents of the Company for such transactions;
- annually submits to the decision of the General Meeting of Shareholders a conclusion on the existence of transactions with affiliates or major transactions in the Company for the reporting year, as well as compliance with the requirements of legislation and internal documents of the Company for such transactions.

### **3. INSPECTION PROCEDURE**

3.1. An audit of the financial and economic activities of the Company is carried out based on the results of activities for a year or another period on the initiative of the Audit Commission, the General Meeting of Shareholders, the Supervisory Board of the Company or at the request of a shareholder (shareholders) who owns at least five percent of the voting shares of the Company, by prior notification to the Supervisory Board Society Council .

3.2. The initiators of an audit of the financial and economic activities of the Company have the right at any time before the Audit Commission makes a decision to conduct an extraordinary audit to withdraw their request by notifying the Audit Commission in writing.

3.3. The decision of the Supervisory Board to conduct an audit of the financial and economic activities of the Company is sent to the Company addressed to the Chairman of the Audit Commission.

3.4. If the Audit Commission initiates an extraordinary audit of the financial and economic activities of the Company , the Audit Commission prepares a request for the need to carry out an extraordinary audit of the financial and economic activities of the Company , indicating the reasons for the audit, as well as the necessary information (materials) and documents, and sends it to the Supervisory Board of the Company .

3.5. When conducting an audit of financial and economic activities, the Audit Commission is obliged to study all available documents and materials related to the subject of the audit.

3.6. Based on the results of the audit of the financial and economic activities of the Company, the Audit Commission of the Company draws up a conclusion, which must contain:

- assessment of the reliability of data contained in reports and other financial documents of the Company ;

- information about facts of violation of the procedure for maintaining accounting records and submitting financial statements, as well as legislation in the implementation of financial and economic activities.

3.7. The Audit Commission submits to the Supervisory Board of the Company a conclusion based on the results of the audit of the financial and economic activities of the Company for the reporting year no later than 10 (ten) working days before the date of consideration by the Supervisory Board of the Company of issues submitted in accordance with the Law to the annual General Meeting of Shareholders.

3.8. The Audit Commission submits to the Supervisory Board of the Company a conclusion based on the results of an audit of the financial and economic activities of the Company for another period, carried out on the initiative of the Audit Commission, the General Meeting of Shareholders, the Supervisory Board of the Company or at the request of a shareholder (shareholders) who owns at least five percent of voting shares of the Company, no later than 1 (one) working day after their signing.

#### **4. ELECTION OF MEMBERS OF THE AUDIT COMMISSION**

4.1. The quantitative composition of the Audit Commission of the Company is determined by the Charter of the Company and amounts to 3 (three) people.

4.2. Members of the Audit Commission are elected by decision of the General Meeting of Shareholders for a period of 1 (one) year.

4.3. The list of candidates for the Audit Commission is determined by the Supervisory Board of the Company . The same person cannot be elected to the Audit Commission of the Company more than three times in a row.

4.4. Members of the Audit Commission of the Company cannot simultaneously be members of the Supervisory Board of the Company , nor work under an employment agreement (contract) in the same Company .

4.5. Persons with professional experience in the financial or economic sphere may be elected to the Audit Commission.

4.6. Qualification requirements for members of the Audit Commission:

- higher education and three years of work experience in organizations in the economic, financial and legal fields of activity, or work in government bodies;

- At least 3 years of experience in accounting or auditing;

4.7. The Audit Commission, by a majority vote of its members, elects from among its members the Chairman of the Audit Commission.

4.8. Chairman of the Audit Commission:

- organizes the work of the Audit Commission;

- convenes and conducts meetings of the Audit Commission;

- signs reports and conclusions based on the results of inspections of the financial and economic activities of the Company , conclusions on the existence of transactions with affiliates or major transactions in the Company and other documents within its competence;

- represents the Audit Commission at meetings of the Supervisory Board and at the General Meeting of Shareholders, when considering issues within its competence;

- performs other functions provided for by current legislation, the Charter of the Company and these Regulations.

4.9. The Audit Commission has the right to re-elect the Chairman at any time by a majority vote of the total number of members of the Audit Commission.

4.10. In the absence of the Chairman of the Audit Commission of the Company, his functions are performed by one of the members of the Audit Commission.

4.11. In case of improper performance of their duties by members of the Audit Commission, early termination of their powers is carried out by decision of the General Meeting of Shareholders .

## **5. MEETINGS AND PROCEDURE FOR ADOPTION DECISIONS BY THE AUDIT COMMISSION**

5.1. Meetings of the Company's Audit Commission are held quarterly, as well as before and after the completion of an audit of the financial and economic activities of the Company , as well as at any other time as necessary.

5.2. Quarterly meetings of the Audit Commission are convened by the Chairman of the Audit Commission independently.

5.3. On a quarterly basis, the Audit Commission reviews documents submitted by the Management Board on the existence of transactions in the Company with affiliates or major transactions for the reporting quarter, as well as compliance with the requirements of legislation and internal documents of the Company for such transactions, prepares an appropriate conclusion and submits it to a meeting of the Supervisory Board of the Company .

5.4. At quarterly meetings of the Audit Commission, other issues within its competence may also be considered.

5.5. Meetings of the Audit Commission before the start and after completion of the audit of the financial and economic activities of the Company are convened by the Chairman of the Audit Commission in connection with the need to conduct an annual or extraordinary audit of the financial and economic activities of the Company on the basis of the initiative of the Audit Commission, the General Meeting of Shareholders, the Supervisory Board of the Company or at the request of a shareholder ( shareholders) who owns at least five percent of the Company's voting shares .

5.6. At meetings of the Audit Commission, before the start of an audit of the financial and economic activities of the Company, a decision is made on the audit for the relevant period, the timing of the audit is established, and responsibilities are distributed among the members of the Audit Commission.

5.7. At meetings of the Audit Commission after completion of the audit of the financial and economic activities of the Company, the results of the audit and the report are considered, and an appropriate conclusion is prepared.

5.8. Meetings of the Audit Commission are held in person.

5.9. The quorum for holding a meeting of the Company's Audit Commission must be at least seventy-five percent of the number of elected members of the Company's Audit Commission .

5.10. In the event that less than seventy-five percent of the number of elected members of the Audit Commission of the Company remains on the Audit Commission , the Audit Commission is obliged to notify the Supervisory Board of the Company of the need to elect a new composition of the Audit Commission of the Company .

5.11. When resolving issues, each member of the Audit Commission has one vote. Decisions of the Audit Commission (including on the issue of approving the conclusion based on the results of an audit of the financial and economic activities of the Company ) are made by a majority vote of the members of the Audit Commission.

5.12. The decision of the Audit Commission is documented in the minutes of the meeting of the Audit Commission, which indicates:

- date, place and time of the meeting;
- list of members of the Audit Commission who took part in the meeting ;
- issues put to vote and the voting results on them (indicating the voting result of each member of the Audit Commission who took part in the meeting);
- decisions made.

5.13. The reports, conclusions and other materials prepared by the Audit Commission are attached to the protocol.

5.14. A member of the Audit Commission, in case of disagreement with the decision of the Audit Commission, has the right to demand that his special opinion be included in the minutes of the meeting and brought to the attention of the management bodies of the Company .

5.15. The minutes of the meeting of the Audit Commission of the Company are signed by the members of the Audit Commission of the Company participating in the meeting , who are responsible for the correctness of the minutes.

5.16. Minutes of the meeting, reports and conclusions of the Audit Commission and other materials attached to the minutes of the Audit Commission are presented to the Supervisory Board of the Company .

5.17. Minutes of the meeting, reports and conclusions of the Audit Commission and other materials attached to the minutes of the Audit Commission are stored by the Company in the manner prescribed by law.

## **6. ORDER OF INTERACTION AUDIT COMMISSION WITH MANAGEMENT BODIES**

6.1. The Company is obliged annually, no later than six months after the end of the financial year, to consider issues submitted in accordance with the Law to the annual General Meeting of Shareholders and make decisions on them.

6.2. For the annual adoption of decisions on issues submitted in accordance with the Law to the annual General Meeting of Shareholders, the Audit Commission of the Company prepares relevant information (materials) and documents on issues within its competence .

6.3. The Audit Commission for the annual consideration of issues and making decisions on them at the annual General Meeting of Shareholders provides the following information (materials) and documents:

- report of the Audit Commission on issues within its competence;
- conclusion of the Audit Commission on the audit of the financial and economic activities of the Company for the reporting year;
- conclusion of the Audit Commission on the presence in the Company major transactions and transactions with affiliates in the reporting year and compliance with the requirements of legislation and internal documents of the Company to the order in which they are performed.

6.5. The specified information (materials) and documents are sent to the Supervisory Board of the Company no later than 10 (ten) working days before the date of consideration by the Supervisory Board of the Company of issues submitted in accordance with the Law to the annual General Meeting of Shareholders.

6.6. The convening of an extraordinary General Meeting of Shareholders at the written request of the Audit Commission of the Company is carried out by the Supervisory Board of the Company. The request to hold an extraordinary General Meeting of Shareholders must formulate the issues to be included on the agenda of the meeting, indicating the reasons for their inclusion. At the same time, the Supervisory Board of the Company does not have the right to make changes to the wording of issues on the agenda of the extraordinary General Meeting of Shareholders convened at the request of the Audit Commission of the Company .

## **7. RIGHTS AND OBLIGATIONS OF MEMBERS OF THE AUDIT COMMISSION**

7.1. Members of the Company's Audit Commission have the right:

- require the Management Board of the Company to provide documents on the financial and economic activities of the Company ;
- require from the Management Board of the Company protocols of the results of studying a transaction with an affiliated person made by the Executive Body of the Company after the General Meeting of Shareholders or the Supervisory Board of the Company made a decision on it ;
- demand from the Management Board of the Company documents on a major transaction completed by the Executive Body of the Company after the General Meeting of Shareholders or the Supervisory Board of the Company made a decision on it ;
- demand oral and written explanations from members of the Supervisory Board, members of the Management Board of the Company , other officials and employees of the Company on issues of financial and economic activities of the Company ;
- demand the convening of meetings of the Supervisory Board of the Company ;
- initiate an extraordinary audit of the financial and economic activities of the Company ;
- demand the convening of an extraordinary General Meeting of Shareholders on issues within its competence;
- have other rights in accordance with the legislation and the Charter of the Company .

7.2. Members of the Audit Commission are obliged to:

- carry out your duties conscientiously;
- act in the interests of the Company ;
- properly check the financial and economic activities of the Company ;
- timely prepare reports and conclusions based on the results of the audit of the financial and economic activities of the Company ;
- request in writing from the Chairman of the Board of the Company the provision of documents on the financial and economic activities of the Company ;
- request in writing from the Chairman of the Board of the Company the provision of protocols for studying the Company's transactions with affiliates and major transactions of the Company ;
- comply with current legislation;
- not to disclose confidential information about the activities of the Company ;
- bear other responsibilities in accordance with the law and the Charter of the Company .

## **8. RESPONSIBILITY OF MEMBERS OF THE AUDIT COMMISSION**

8.2. Members of the Audit Commission are responsible in accordance with the established procedure for improper performance of their duties.

## **9. REMUNERATIONS AND COMPENSATIONS MEMBERS OF THE AUDIT COMMISSION**

9.1. During the performance of their duties, members of the Audit Commission may be paid remuneration and (or) compensated for expenses associated with the performance of their duties.

9.2. The amounts of remuneration and compensation to members of the Audit Commission are established by a decision of the General Meeting of Shareholders on the recommendation of the Supervisory Board of the Company .

## **10. FINAL PROVISIONS**

10.1. These Regulations come into force after its approval by a decision of the General Meeting of Shareholders .

10.2. 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 .

10.3. Changes and additions to these Regulations come into force after their approval by a decision of the General Meeting of Shareholders .