

**«Approved»**  
**by decision of the sole shareholder of**  
**JSC DEKKHANABAD POTASH PLANT,**  
**dated «05» December 2022y,**

**REGULATIONS**  
**ON SUPERVISORY BOARD OF**  
**JSC «DEKKHANABAD POTASH PLANT»**

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## **I. GENERAL RULES**

1.1. This Regulation was developed in accordance with the Law of the Republic of Uzbekistan "On the Protection of Joint-Stock Companies and Shareholders' Rights", the recommendations of the Corporate Governance Code and Rules, other legislative acts, the Charter of Dekhkanabad Potash Plant JSC (in the text "the Company"), the status of the supervisory board and determines the regulations of its work, the election of its members, as well as their rights and obligations.

1.2. The Supervisory Board of the Company carries out general management of the Company's activities, with the exception of solving issues included in the scope of authority of the general meeting of shareholders by the legislation and the Charter of the Company.

## **II. POWERS OF THE SUPERVISORY BOARD**

2.1. The scope of the Community Supervisory Board includes:

a) To determine the priority directions of the Company's activity while regularly listening to the report of the Company's Management on the measures taken to achieve the Company's development strategy;

b) Convening annual and extraordinary general meetings of the company's shareholders, with the exception of cases specified by law;

v) preparation of the agenda of the General meeting of shareholders;

g) determining the date, time and place of the general meeting of shareholders;

d) setting the date of formation of the register of shareholders of the Company to inform about the holding of the General meeting of shareholders;

e) 10.6 of the Charter of the Company. to include the resolution of the issues specified in parts a) and f) in the General meeting of shareholders;

j) organization of determining the market value of property;

z) premature termination of the powers of the Chairman of the Board and members of the Company in the cases specified in the legal documents and the Charter of the Company;

i) Adopting decisions on increasing the amount of the Company's charter fund by placing additional shares and making amendments and additions to the Company's Charter related to the increase of the charter fund and reduction of the number of announced shares of the company;

k) decision on the issue of shares and approval of the issue prospectus, as well as making a decision on changes and additions to the issues of previously registered securities;

l) determining the price of stock placement (issue of securities on the stock market and on the organized over-the-counter market);

m) Approval of the annual business plan of the Company. In this case, the business plan of the Company for the next year should be approved no later than December 1 of the current year;

n) To issue corporate bonds by the company, including bonds that can be exchanged for shares, as well as to make a decision on buying back the company's corporate bonds;

o) making a decision on issuing securities derivatives;

p) Determination of the amount of fees and compensations to be paid to the executive body of the Company;

r) Organization of the company's internal audit service, appointment of its employees and approval of the Regulation "On the Internal Audit Service", as well as quarterly hearing of its reports;

s) Making recommendations regarding the amount of fees and compensation to be paid to the Auditor of the Company;

t) Free use of any documents related to the activity of the executive body of the Company and obtaining them for the performance of the tasks assigned to the Supervisory Board of the Company from the executive body. The received documents can be used by the Supervisory Board of the Company and its members only for service purposes;

u) making recommendations regarding the amount of dividend, the form and procedure of its payment;

f) making a decision on the conclusion of large transactions in the cases provided for by the legislation (in case of unanimity of the Supervisory Board of the Company on the issue of concluding a large transaction, the issue of concluding a large transaction may be brought up for decision by the general meeting of shareholders according to the decision of the Supervisory Board);

x) Use of the company's reserve fund and other funds (except the dividend payment fund);

ts) establishment of branches of the Company and opening and termination of representative offices, as well as approval of the statutes of the branches and representative offices of the Company and making changes and additions to them;

c) making a decision on entering into agreements with the affiliated persons of the Company in the cases stipulated by the legislation;

sh) Establishment of subsidiary and subordinate enterprises of the Company;

e) conclusion of transactions related to the participation of the Company in commercial and non-commercial organizations in accordance with the procedure established by law;

yu) Approving the charter determining the appointment of a corporate advisor and the procedure for his activity;

ja) Approval of the Regulation "On Information Policy" of the Company;

aa) To announce the competition for the position of the members of the Board of the Company, to approve the regulation, which includes the objective criteria of the competition, the process of selection of foreign managers who have high qualifications who are new thinkers and meet modern requirements;

bb) to coordinate the activities of the executive body of the Company, the internal control body, the collegial bodies established in the Company, if necessary, to organize the development of the development plan of the Company and to attract experts for monitoring the achievement of the goals set in it;

vv) Auditing or consulting providing qualified services for the development of the organizational structure of the company, making recommendations to the general meeting of shareholders on its introduction and regular evaluation of work in accordance with the requirements established by law, as well as the transition to the publication of annual financial reports in accordance with International Financial Reporting Standards to ensure coordination of work on involvement of organizations.

gg) to make decisions on sponsorship (charity) or providing (receiving) voluntary assistance only on the basis of the procedure and conditions established by the general meeting of shareholders, as well as within the framework established by law, in such a way as to disclose information about it to all shareholders;

dd) Involving an independent organization on a competitive basis to conduct an assessment of the corporate governance system in Company;

ee) Implementation of control over the implementation of the recommendations of the Corporate Governance Code in Company;

jj) The Supervisory Board shall provide equal treatment to all shareholders, regardless of their share, income level, gender, race, religion, nationality, language, social origin, personal and social status;

zz) solving other issues included in the powers of the Supervisory Board of the Company in accordance with this Regulation, the Charter of the Company and the current legislation.

2.2. The issues included in the competence of the Supervisory Board of the Company cannot be transferred to the executive body of the Company for resolution.

### III. ELECTION, APPOINTMENT AND EARLY TERMINATION OF AUTHORITIES OF SUPERVISORY BOARD MEMBERS

3.1. Members of the Supervisory Board of the Company are elected by the general meeting of shareholders for a period of one year in accordance with the law and the Charter of the Company.

3.2. The number of members of the Supervisory Board of the Company consists of 5 people.

3.3. In case the shares of the company are included in the list of RFB "Tashkent", not less than one independent member (but not less than 15% of the number of members of the supervisory board provided for in the charter) will be included in the supervisory board. An independent member candidate is included with the consent of the shareholders.

3.4. Persons elected to the supervisory board of the Company may be re-elected without limitation.

3.5. Members of the management and chairman of the company, persons working under an employment contract (contract) in its subsidiary and subsidiary economic companies, and members of the management bodies of these companies cannot be elected to the company's supervisory board.

3.6. Persons working in the company under a labor contract (contract) cannot be members of the monitoring board of the company.

3.7. Members of the supervisory board of the Company are exempted from performing their duties in the following cases:

- in case of written application;
- in case of deprivation of powers;
- when he does not comply with his obligations;
- in the case of being found to be incompetent or limited in capacity according to the established procedure;
- in the event that the conviction of the court on deprivation of liberty against him enters into legal force;
- in case of death;
- in case he is unable to perform his duties due to his health condition or other valid reasons.

3.8. Early termination of the powers of the members of the Supervisory Board is carried out by the general meeting of shareholders.

3.9. Early termination of the powers of the person elected to the Supervisory Board is carried out according to the decision of the general meeting of shareholders.

3.10. Additional requirements for persons elected to the Supervisory Board of the Company may be specified in the Charter of the Company or in a decision approved by the general meeting of shareholders.

3.11. The election of members of the supervisory board of the Company is carried out by cumulative voting.

3.12. In cumulative voting, the number of votes belonging to each shareholder is multiplied by the number of persons to be elected to the Supervisory Board of the Company, and the shareholder has the right to give the votes thus received in full to one candidate or to distribute them between two or more candidates.

3.13. Candidates who have received the most votes are considered to be elected members of the Supervisory Board of the Company.

#### IV. REQUIREMENTS FOR SUPERVISORY BOARD MEMBERS

4.1. Members of the Supervisory Board must have knowledge and skills in corporate governance, management, economic and legal, and marketing issues.

4.2. Candidates for the Supervisory Board of the State Party (except for cases established by law) must have a certificate or certificate of qualification of Corporate Manager issued by the Scientific and Educational Center of Corporate Management.

4.3. 3.3 of this Regulation. Requirements for an independent member of the Supervisory Board elected in accordance with paragraph:

a person who has not worked in the company and (or) its affiliates during the last three years;

a person who is not a shareholder of the company and (or) a founder (shareholder, participant) of its affiliate;

a person who does not have a civil-legal relationship with a major customer and (or) a major supplier of the company and (or) its affiliate. In this case, any customer and supplier with a valid contract equal to the amount of more than two thousand times the minimum wage shall be recognized as a major customer and major supplier;

a person who does not have any agreement with the company and (or) its affiliates, except for cases related to ensuring the fulfillment of the duties and functions of the member of the supervisory board;

husband (wife), parents (adoptee), child (adopted child), biological and half-brother of a person who is a member of the company's management and internal control bodies and (or) its affiliates, or a person who has been a member of them in the last three years A person who does not have a (brother) or a sister (sister);

a person who is not an employee of a state management body or a state enterprise.

## V. CHAIRMAN OF THE SUPERVISORY BOARD

5.1. The chairman of the supervisory board of the Company is elected by the members of the supervisory board from the composition of this board with a majority vote in relation to the total number of members of the supervisory board.

5.2. The supervisory board of the Company has the right to re-elect its chairman with a majority of votes in relation to the total number of members of the supervisory board.

5.3. The chairman of the supervisory board of the company organizes its work, convenes the supervisory board meetings and presides over them, organizes the keeping of minutes at the meetings, presides over the general meeting of shareholders.

5.4. In the absence of the chairman of the supervisory board of the Company, one of the members of the supervisory board performs his duties.

## VI. MEETINGS OF THE SUPERVISORY BOARD

6.1. The meeting of the Supervisory Board of the Company is convened by the Chairman of the Supervisory Board at his own initiative, at the request of the member of the Supervisory Board of the Company, the auditor, the executive body, as well as the head of the internal audit service and the shareholders of not less than one percent of the Company.

6.2. Meetings of the Supervisory Board of the Company are convened by its chairman at least once every quarter. The following must be considered at the meeting:

- Reports of the executive body of the Company on the implementation of the annual business plan indicators of the Company and measures taken to achieve the development strategy;
- Conclusions of the inspector on the conclusion of a large transaction or a transaction with affiliated persons in the Company, including compliance with legal documents and the internal documents of the Company during the conclusion of these transactions;
- Internal audit service report.

6.3. If the Company has technical means, means of identification of the members of the supervisory board and other equipment, the meetings of the supervisory board can be held in the form of videoconference-communication.

6.4. The quorum for holding a meeting of the Supervisory Board of the Company shall not be less than seventy-five percent of the members elected to the Supervisory Board of the Company.

6.5. If the number of members of the Supervisory Board of the Company is less than seventy-five percent of the amount stipulated in the Charter of the Company, the Company must call an extraordinary general meeting of

shareholders to elect a new member of the Supervisory Board. The remaining members of the Supervisory Board have the right to make a decision to call such an extraordinary general meeting of shareholders, as well as to appoint a temporary executor in case of premature termination of the powers of the members of the Management Board of the Company.

6.6. Decisions at the meeting of the Supervisory Board of the Company shall be made by the majority vote of those present at the meeting, unless the Law of the Republic of Uzbekistan "On Protection of Joint-Stock Companies and Shareholders' Rights" and the Charter of the Company provide for a special provision. Each member of the supervisory board shall have one vote when matters are resolved at the meeting of the supervisory board of the Company.

6.7. The chairman of the supervisory board of the Company has a decisive vote in cases of equal votes of the members of the supervisory board.

6.8. Decisions to increase the authorized fund (capital) of the Company and to make relevant amendments to the Company's Charter shall be adopted unanimously by the Company's Supervisory Board.

6.9. It is not allowed for one member of the supervisory board of the Company to give his vote to another member of the supervisory board or to a third person.

6.10. Minutes are kept at the meeting of the monitoring board of the Company. The minutes of the meeting of the Supervisory Board are kept by the secretary. Minutes of the meeting of the Supervisory Board shall be drawn up no later than ten days after the meeting.

6.11. The minutes of the meeting indicate the following:

- date, time and place of the meeting;
- persons present at the meeting;
- agenda of the meeting;
- issues put to vote, results of voting on them;
- decisions made.

6.12. The minutes of the meeting of the Supervisory Board of the Company are signed by the members of the Supervisory Board of the Company participating in the meeting, who are responsible for the correct execution of the minutes of the meeting.

6.13. The minutes of the meeting of the Supervisory Board of the Company shall be submitted to the executive body of the Company for execution on the day of signing. If the supervisory board decides to call a general meeting of shareholders, information about this decision will be submitted to the executive body of the Company on the day of the meeting of the supervisory board.

6.14. Decisions of the Supervisory Board of the Company can be adopted unanimously by all members of the Supervisory Board of the Company by absentee voting (by poll). Meetings held by request shall be conducted by mailing the bulletin attached to these Bylaws. The ballot is personally filled out and signed by a member of the Supervisory Board of the Company.

6.15. The minutes of the meetings of the Supervisory Board of the Company are drawn up by the secretary of the Supervisory Board.

6.16. The Secretary of the Supervisory Board of the Company is elected by the members of the Supervisory Board with a majority vote in relation to the total number of members of the Supervisory Board. As a rule, the head of the Company's corporate relations department is elected as the secretary of the Supervisory Board.

6.17. In the absence of the secretary of the Supervisory Board, one of the members of the Supervisory Board performs his duties.

6.18. The Secretary of the Supervisory Board shall take all necessary measures to ensure the operation of the Supervisory Board.

6.19. Secretary of the Supervisory Board:

- organizes the preparation of the draft work plan of the Supervisory Board;
- Accepts requests for convening meetings of the Supervisory Board and sends notices;
- distributes voting ballots, documents and materials to Supervisory Board meetings;
- Accepts voting ballots filled in by members of the Supervisory Board;
- Keeps minutes of Supervisory Board meetings and absentee voting prepares reports on the results;
- performs other functions in accordance with this Regulation, internal documents of the Company and assignments of the Chairman of the Supervisory Board.

6.20. The date of receipt of the documents and materials specified in this regulation by the Secretary of the Supervisory Board shall be considered the date of submission to the Supervisory Board.

6.21. In the company's internal documents, it may be stipulated that the Secretary of the Supervisory Board will be paid a fee (reward) for the period during which he performs his duties.

## VII. RIGHTS AND OBLIGATIONS OF SUPERVISORY BOARD MEMBERS

7.1. A member of the Supervisory Board has the following rights:

attending the meeting of the supervisory board in person, speaking on the issue discussed at the meeting within the time allotted by the regulation;

receiving information about the activities of the Company and its development plans for a certain period according to the decision of the supervisory board;

receiving a reward for the period of performing his duties and (or) expenses related to the performance of the duties of a member of the supervisory board according to the financial results of the Company, in accordance with the procedure established by the legislation and the internal documents of the Company.

Other rights stipulated in the legislation and the Charter of the Company;

7.2. The supervisory board, consisting of the supervisory board, members of the executive body, employees of the Company and involved experts (experts in the relevant field, teachers of higher education institutions in the field, etc.) establishment of committees (working groups);

7.3. A member of the Supervisory Board is obliged to:

To inform the Company about the fact that it is affiliated with the Company by sending a written notification detailing the information about the expected transaction, including the persons participating in the transaction, the subject of the transaction, and the important terms of the relevant contract;

to carry out his official duties honestly and in the best interests of the Company;

Other obligations stipulated in the legislation and the Charter of the Company.

7.4. Members of the Supervisory Board ensure cooperation between the Company's shareholders, members of the management and control bodies, based on the principles of mutual trust, respect, accountability and control.

7.5. Members of the Supervisory Board do not have the right to use the Company's opportunities (property and non-property rights, opportunities in the field of economic activity, information about the activities and plans of the Company) for the purpose of personal wealth gain.

## VIII. RESPONSIBILITY OF SUPERVISORY BOARD MEMBERS

8.1. Members of the Supervisory Board of the Company must act in the interest of the Company in exercising their rights and fulfill their obligations and be responsible in accordance with the procedure established in the legal documents and the Charter of the Company.

8.2. If more than one person is liable, their liability to the Company shall be joint and several liability.

8.3. Members of the Supervisory Board of the Company who did not participate in voting on the decision that caused damage to the Company or voted against this decision shall not be held liable.

8.4. A shareholder (shareholders) who owns at least one percent of the Company or all of the shares placed by him has the right to file a lawsuit against a member of the supervisory board with a claim for compensation for damages caused to the Company.

#### IX. FINAL RULES

9.1. The department of corporate relations with shareholders of the company is responsible for providing the members of the Supervisory Board with the necessary materials, as well as for interaction with shareholders and investors.

9.2. Guilty persons who violate the requirements of this Regulation shall be prosecuted in accordance with the established procedure.

9.3. If certain provisions of this Regulation conflict with the current legislation of the Republic of Uzbekistan and/or the Charter of the Company, these provisions shall lose their force, and the current legislation of the Republic of Uzbekistan and/or the Charter of the Company shall be followed until appropriate changes are made to this Regulation on the issues regulated by these provisions.

**This Regulation is translated from Uzbek into English. If there are differences between the English and Uzbek versions, the Uzbek version shall prevail.**