

«APPROVED»
by the decision of annual
general shareholders' meeting of
«KOKAND BIOCHEMICAL»
June 20, 2020 year

H.A.Omonov _____

Chairman of the meeting signature

JOINT-STOCK COMPANY

«KOKAND BIOCHEMICAL»

REGULATIONS
ON THE CORPORATE
CONSULTANT

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I. GENERAL RULES

1. This Regulation "on the corporate consultant" (hereinafter referred to as the Regulation) of the joint stock company "QO'QON BOKIMYO" (hereinafter referred to as the company) contains recommendations of the Law of the Republic of Uzbekistan "On joint stock companies and protection of shareholders' rights" (hereinafter referred to as the Law), the Corporate Governance Code (approved by the minutes of the meeting of the commission for improving the efficiency of joint stock companies and improving the corporate governance system dated December 31, 2015 No. 9.) Developed in accordance with the charter of the joint stock company "QO'QON BOKIMYO" (hereinafter the Charter) and other regulations of the Company.
2. This Regulation has been developed in order to ensure compliance with the requirements of corporate legislation in the company's activities, support the efficiency of the company's supervisory board, ensure the efficiency of interaction between the company and shareholders and coordinate the company's actions aimed at protecting the rights and interests of shareholders
3. These Regulations define the functions, rights, duties and responsibilities of the corporate advisor of the company, as well as the procedure for his activities and interaction with the management and control bodies of the company and shareholders.
4. In the course of his activity, the corporate advisor of the company is guided by the Law, the Charter, the internal documents of the company, this Regulation and other regulatory legal acts.

II. QUALIFICATION REQUIREMENTS FOR A CORPORATE CONSULTANT

5. A corporate consultant must have the knowledge, experience and qualifications, an impeccable reputation and gain the trust of shareholders in the performance of his / her responsibilities.

Qualification requirements for a corporate consultant:

- 5.1. The presence of a higher legal or economic education, including a higher legal or economic education, received in foreign state higher educational institutions and recognized in accordance

with the legislation as equivalent to higher education in the Republic of Uzbekistan, as well as the presence over the past 10 years of 3 years of practical work experience in areas of corporate governance or the securities market or training in this area;

5.2. The presence of non-economic higher education, including higher non-economic education, obtained in foreign state higher educational institutions and recognized in accordance with the legislation as equivalent to higher education in the Republic of Uzbekistan, as well as the presence in a joint-stock company of the position of a corporate consultant, an employee of a structural unit of a joint-stock company, authorized to support corporate relations, professional participant of the securities market., work experience as a specialist in securities on the stock exchange or in the Central Securities Depository for at least 5 (five) years over the past 10 years;

5.3. passing special preparatory courses in training centers;

5.4. availability of the qualification certificate of the corporate manager issued by the scientific and educational center of corporate governance;

6. In order to prevent conflicts of interest and improper performance of their duties, the following persons cannot be corporate consultants of the company:

6.1. Company affiliates;

6.2. The head and close relatives of the members of the executive body of the company.

III. ESTABLISHMENT AND TERMINATION OF THE AUTHORITY OF THE CORPORATE CONSULTANT

7. In accordance with the company's charter, the position of a corporate consultant in the company is introduced by the supervisory board.

8. The Supervisory Board considers and approves candidates for the position of the corporate consultant of the company.

9. A candidate for the position of corporate consultant is required to disclose the following information:

- Ownership of company shares;
- Work in other joint stock companies competing with the society;
- Relations of the company with affiliated persons;
- Other information affecting the performance of the corporate advisor function.

10. The corporate consultant is appointed by the Supervisory Board of the company.

11. The decision of the Supervisory Board of the Company on the appointment of a corporate consultant is adopted by a majority vote of the members of the Supervisory Board present at the meeting or unanimously by all members of the Supervisory Board in the event of a meeting of the Supervisory Board in absentia.

12. The corporate consultant is appointed by the supervisory board for a period of 1 year.

13. The agreement is signed on behalf of the company by the chairman of the supervisory board of the company.

14. The corporate consultant is directly subordinate and accountable to the supervisory board of the company.
15. Early termination of the position of a corporate consultant is carried out by decision of the Supervisory Board of the company in the manner prescribed by law.

IV. FUNCTIONS OF A CORPORATE CONSULTANT

16. In accordance with the law, the corporate consultant performs the function of monitoring the observance of corporate legislation by the company.
17. The functions of the corporate advisor to the community include:
 - 17.1. Participation in the organization and conduct of the general meeting of shareholders;
 - 17.2. Ensuring the activities of the supervisory boards and committees of the company;
 - 17.3. Control over the observance of corporate legislation by the management bodies;
 - 17.4. Promptly informing the supervisory board of the company about the revealed cases of violation of the requirements of corporate legislation, as well as about the state of the internal documents of the company, for the execution of which the corporate consultant is responsible,
 - 17.5. Ensuring the implementation of the procedure ensuring the implementation of the rights and legitimate interests of shareholders established by legislation and internal documents of the company, and control over their observance;
 - 17.6. Participation in the implementation of the company's information policy and control over compliance with legislation on information disclosure;
 - 17.7. Settlement of the conflict;
 - 17.8. Ensuring interaction between the company and the authorized state body for regulating the securities market, trade organizers, the central securities depository, professional participants in the securities market within the competence of the corporate consultant;
 - 17.9. Participation in the development of the corporate governance system and practice of the company;
 - 17.10. Monitoring compliance with the recommendations of the corporate governance code;
 - 17.11. Ensuring the safety of corporate documents of the company.
18. In accordance with the requirements of the legislation, the charter and other internal documents of the Company, the corporate consultant exercises control over the preparation and holding of the general meeting of shareholders on the basis of the decision of the supervisory board of the Company.
19. Corporate consultant when preparing and holding the general meeting of shareholders:
 - 19.1. The Company informs all members of the Supervisory Board, the head and members of the executive body, the chairman and members of the audit commission and the external auditor about the general meeting of shareholders;
 - 19.2. Supervises the preparation of the list of persons entitled to participate in the general meeting of shareholders;
 - 19.3. Exercises control over the proper notification of persons entitled to participate in the general meeting of shareholders and obtaining permission to familiarize themselves with the

documents presented to shareholders in the course of preparation for the general meeting of shareholders;

19.4. Answers the questions of the participants of the general meeting of shareholders concerning the process of preparing and holding the general meeting, and takes measures to resolve conflicts associated with this process;

19.5. Organizes the keeping of the minutes of the general meeting of shareholders;

19.6. Carries out control over the timely communication of decisions of the general meeting of shareholders and the results of elections to shareholders.

20. In accordance with the requirements of legislation, the charter and other internal documents of the company, the corporate consultant organizes the preparation and holding of the meeting of the supervisory board.

21. The corporate consultant draws up a draft of the annual plan and work schedule of the meeting of the supervisory board and submits it to the chairman of the supervisory board for consideration and approval.

22. The corporate consultant acquaints the elected members of the Supervisory Board with the organizational structure, charter and other internal documents of the company, informs about the officials of the company, acquaints with the decisions of the general meeting of shareholders and the supervisory board, explains the procedure for the activities of the current Supervisory Board and other management bodies of the company and provides other information relevant to the proper performance by members of the Supervisory Board of their duties.

23. In accordance with the requirements of the legislation, the company's charter, the Regulation on the Supervisory Board and other internal documents, the corporate consultant ensures the proper observance of the procedure for holding a meeting of the Supervisory Board.

24. The corporate consultant shall notify all members of the Supervisory Board about the holding of a meeting of the Supervisory Board no later than 5 (five) business days before the date of the meeting.

25. The corporate consultant, in order to assist the members of the supervisory board in obtaining the information they need, acquaints them with the decisions of the executive body, orders and orders of the head of the executive body, other documents of the executive body, minutes and conclusions of the meeting of the audit commission, the report of the internal audit service, the report and conclusion external auditor.

26. The corporate consultant provides explanations to the members of the supervisory board regarding the requirements of legislation, the charter and other internal documents of the company related to the holding of a meeting of the supervisory board, preparation and holding of a meeting of the General Meeting of Shareholders, the procedure for disclosing (presenting) information about the company.

27. If necessary, the corporate consultant ensures that a voting ballot is sent (handed over) to them (during poll voting), collects completed ballots, written opinions of members of the Supervisory Board who were not present at the meeting, and submits them to the chairman of the Supervisory Board.

28. The corporate consultant keeps the minutes of the meeting of the supervisory board.
29. The corporate consultant monitors compliance by all management bodies of the company with the requirements established by the charter and internal documents of the company, and also initiates the introduction of the necessary changes and additions to these documents in accordance with the established procedure.
30. A corporate consultant is obliged to promptly inform the chairman of the supervisory board of all cases of violations of corporate order.
31. The corporate consultant exercises control over the timely provision of information to the company's shareholders on the basis of requests received.
32. The corporate consultant ensures the proper accounting of applications received from shareholders, directs applications to the relevant management bodies or structural divisions of the company, and also monitors their consideration of these applications.
33. The corporate consultant, at the request of shareholders, monitors the observance of the rights of shareholders when the company buys out shares and in other cases established by law.
34. The corporate consultant controls the disclosure (presentation) of information about the company. In particular, a corporate consultant:
 - a) exercise control over the disclosure (provision) of information by the company in accordance with the requirements of the legislation (timely disclosure by the company of information on material facts reflected in the booklet of the issue of the company's securities, as well as affecting the financial and economic activities of the company).
 - b) controls the disclosure (submission) of information by the company in accordance with the requirements of the Corporate Governance Code.
35. The corporate consultant ensures timely consideration and resolution of conflicts related to violation of shareholders' rights. The corporate consultant has the right to directly contact the Central Securities Depository and investment intermediaries who register the company's shares, with an explanation of complaints received from shareholders and questions about the formation and maintenance of the register of the Company's shareholders.
36. The corporate consultant informs the chairman of the supervisory board about the conflict of potential and real interests between shareholders, members of the supervisory board and the executive body and, within the limits of his powers, participates in their resolution.
37. The corporate consultant considers the instructions of the authorized state body regulating the securities market, takes part in the meetings of the commission considering cases of violation of the requirements of corporate legislation by the company, etc.
38. The corporate consultant participates in resolving issues of listing and delisting of the company's shares.
39. The corporate consultant participates in resolving cases of violations of the procedure for maintaining and forming the register of shareholders of the Company.
40. The corporate consultant interacts with the supervisory board to develop, comply with and periodically review the corporate governance policy of the company, as well as analyze the current practice in this area.

The corporate advisor should strive to keep abreast of the latest changes in legislation and internationally recognized corporate governance best practices, and periodically provide relevant information to the chairman of the supervisory board.

41. The corporate consultant monitors the company's fulfillment of its obligations to comply with the recommendations of the Corporate Governance Code.

42. The corporate consultant monitors the timely publication of a message that the recommendations of the Corporate Governance Code cannot be followed by the society, following the international principle of “comply or understand”.

43. The corporate consultant ensures storage, use, and also provision of copies of the minutes of the meetings of the supervisory board and other documents, minutes of the general meeting of shareholders and other corporate documents of the company, which are to be kept by the corporate consultant. Copies of documents must be certified by a corporate consultant.

44. The corporate consultant has the right to perform other obligations for the Company to comply with the requirements of corporate legislation.

V. INTERACTION WITH MANAGEMENT BODIES

45. A corporate consultant independently interacts with members of the company's management and control bodies on issues within its competence.

46. On issues beyond his competence, the corporate consultant interacts with members of the company's management and control bodies on behalf of the supervisory board.

47. The corporate consultant ensures interaction between the management and control bodies of the company and shareholders.

48. The corporate consultant ensures the transfer of documents and information between the executive body and the supervisory board.

49. The corporate consultant ensures the delivery of documents and information between the audit commission, the internal audit service and the supervisory board.

50. The corporate consultant ensures the transmission of shareholders' appeals to the chairman of the supervisory board, chairmen of the supervisory board committees and independent members of the supervisory board.

51. A member of the supervisory board shall notify the chairman of the supervisory board through the corporate consultant if his interests conflict with the interests of the society.

52. The corporate consultant interacts with the legal service of the company in order to conduct a legal assessment of the corporate procedures of the company.

53. A corporate consultant promotes the organization and effective use of the flow of information exchange between the management and control bodies of the company.

VI. RIGHTS AND OBLIGATIONS OF THE CORPORATE CONSULTANT

54. The corporate consultant of the company has the right:

a) request and receive documents of the Company from the executive body and supervisory bodies of the Company within the limits of their competence or by order of the Supervisory Board of the Company;

- b) within the limits of their authority to submit to the management bodies of the company for consideration of issues;
- c) within the limits of their authority, monitor compliance by officials and employees of the Company with the Charter and internal documents of the Company;
- d) interaction with the chairman of the supervisory board and chairmen of the committees of the supervisory board.

A corporate consultant may also have other rights under the law.

55. Corporate Community Consultant:

- a) act in the interests of the company and its shareholders;
- b) conscientious fulfillment of the duties assigned to him;
- c) in the event of a conflict of interest between the corporate consultant and the company, he is obliged to immediately notify the chairman of the supervisory board of the Company.

The duties of a corporate consultant may include other duties in accordance with the law.

VII. PROCEDURE FOR AWARDING THE CORPORATE CONSULTANT

56. The corporate consultant of the company may be paid remuneration, compensation, remuneration for the period during which he performs his duties, and (or) reimbursed the expenses related to the performance of his duties.

57. Payment of remuneration and compensation for the period during which the corporate consultant of the company performs his duties is carried out on the basis of the decision of the supervisory board.

58. The supervisory board of the company evaluates the activities of the corporate consultant and submits proposals for rewarding the corporate consultant.

59. The decision on awarding the corporate consultant on a quarterly basis or based on the results of the year is made by the Supervisory Board of the Company.

60. Reimbursement of expenses related to the performance of the duties of a corporate consultant is carried out on the basis of documents approved in the manner prescribed by law.

VIII. THE FINAL RULES

61. This regulation comes into force after it is approved by a decision of the company's Supervisory Board or by a decision of the General meeting of shareholders.

62. May be changes in legislation, changes and/or additions to the Charter, internal documents of the company and in other cases may be amended and/or Supplement this order.

63. If separate articles of the present regulations contradict the current legislation of the Republic of Uzbekistan and/or the company's Charter, these articles lose force, and to make the appropriate changes in the way the issues regulated by these articles, shall apply in accordance with the current legislation of the Republic of Uzbekistan and/or the company's Charter.