

**«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»***

**REGULATION**

**ON THE GENERAL**

**SHAREHOLDERS' MEETING**

*2020 year*

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## **1. GENERAL PROVISIONS**

1.1. This Regulation determines the status and regulates the work of the general shareholders' meeting of "KOKAND BIOCHEMICAL" Joint-Stock Company (hereinafter - the Company), the procedure for its conduct and decision-making.

1.2. The regulation was developed in accordance with the Law of the Republic of Uzbekistan "On Joint-Stock Companies and Protection of Shareholders' Rights", the Company's Charter and other regulatory and legal acts.

1.3. The company must annually hold a general shareholders' meeting (annual general shareholders' meeting).

1.4. The annual General Shareholders' Meeting shall be conducted within the terms established by the Charter of a Company, but not later than six months after the end of a fiscal year. The annual General Shareholders' Meeting resolves issues of election of the Supervisory Board and Auditing Committee of the Company, on possibility of prolongation, renewal or cancellation of a contract with members of the collective Executive Body of the Company, and also considers the annual report of the Company and approval annual business plan of the Company, distribution of profits and losses of the Company, hearing reports of the Supervisory Board and the executive body on the measures taken to achieve the development strategy of the Company, hearing reports of the Supervisory Board and conclusions of the Auditing Committee of the Company including issues on compliance with the requirements established by the legislation for the managing of the Company, and other documents are also reviewed.

1.5. Meetings conducted besides the annual General Shareholders' Meeting present being the extraordinary ones.

1.6. The date and order of conduct of the General Shareholders' Meeting, the order of shareholders' notification on its conduct, the list of materials (information) to be presented to shareholders at preparation for conduct of the General Shareholders' Meeting shall be established by the Supervisory Board of the Company.

## **2. COMPETENCE OF THE GENERAL SHAREHOLDERS' MEETING**

The competence of the general shareholders' meeting includes:

2.1. entry of amendments and additions into the Charter of the Company or approval of the Charter of a Company in new wording;

2.2. reorganization of the Company;

2.3. liquidation of the Company, appointment of a liquidator (the liquidation committee) and approval of an intermediate and a final liquidation balance sheets;

2.4. definition of quantitative membership of the Supervisory Board and the Minority Shareholders' Committee of the Company, election of their members and pre-term termination of their powers;

2.5. setting of the amount of remuneration paid to members of the Supervisory Board of the Company for the period of their duties, and (or) compensation of expenses related to the performance of the functions of members of the Supervisory Board;

2.6. definition of maximal size (amount) of the placed shares;

2.7. increase in the Charter Fund of the Company;

2.8. reduction of the Charter Fund of the Company;

2.9. repurchasing by the Company of its own shares;

2.10. approval of the organizational structure of the Company, election (appointment) of the head of the Executive Body of the Company;

2.11. election of members of the Auditing Committee of the Company and pre-term termination of their powers, as well as approval of a Regulation on the Auditing Committee;

2.12. setting of the amount remuneration and compensation to be paid to the members of the Company's Auditing Committee;

2.13. approval of the annual report, as well as the Company's development strategy for the medium and long term period with the definition of its specific terms, based on the main directions and goals of the Company;

2.14. distribution of profits and losses of the Company;

2.15. hearing of the reports of the Supervisory Board and conclusions of the Auditing Committee (the auditor) of the Company on issues related to their competence, including observance of requirements to the management of the Company established by the Legislation;

2.16. approval of the order for the General Shareholders' Meeting;

2.17. splitting and consolidation of shares;

2.18. making a decision on concluding a major transaction by the company, the subject of which is property, the book value or the acquisition value of which is more than fifty percent of the size of the Company's net assets at the date of the decision on making 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";

2.19. making a decision on a transaction with an affiliates of the Company in accordance with Chapter 9 of the Law of the Republic of Uzbekistan "On Joint Stock Companies and Protection of Shareholders' Rights";

2.20. adoption of a resolution on obtaining a commitment to comply with the recommendations of the Corporate Governance Code and approval of the form of notification;

2.21. approval of the Company's internal regulations: on the general meeting of shareholders, on the Supervisory Board, on the executive body, on the auditing

committee, on remuneration of members of the Supervisory Board and the executive body, on the committee of minority shareholders, as well as on internal control, on information policy, on dividend policy, on the order of actions in case of a conflict of interest and other provisions;

2.22. adoption of the decisions on the analysis of business processes and projects in line with the goals of the Company, with the involvement of professional independent consultants;

2.23. determination of transactions related to the current business activities of the company;

2.24. determination of the procedure and conditions for the providing (receiving) of sponsorship (charity) or gratuitous assistance, and making decisions on delegating powers to the Supervisory Board;

2.25. approval of the procedure of participation in the general meeting by electronic mail (with an electronic signature) or delegating the power to the representatives, as well as holding the general meeting by videoconferencing;

2.26. approval of the order of involvement of independent experts to assist to the counting commission or to accomplish its functions (for example, an investment consultant or other professional participants of the securities market);

2.27. adoption of a decision to cover the costs of maintaining the committee of minority shareholders at the expense of the Company;

2.28. determining the requirements for the form and content of reports (reports) of the management and supervisory bodies of the Company, reporting on the general meeting of shareholders, including the duration of the general meeting of shareholders;

2.29. making a decision on determining an audit organization for conducting a mandatory audit, on the maximum amount of payment for its services and on conclusion (termination) of an agreement with it;

2.30. Making decisions on incentivizing employees and employees of the Company at the expense of the net profit of the Company on the recommendation of the Supervisory Board of the Company

2.31. Resolving other issues in accordance with the legislation.

### **3. THE RIGHT TO PARTICIPATE IN THE GENERAL MEETING. REGISTRATION OF THE SHAREHOLDERS AND THEIR AUTHORIZED REPRESENTATIVES**

3.1 The right to participate in the General Shareholders' Meeting is possessed by the shareholders recorded in a register of the shareholders of the Company, formed three working days prior to the date of General Shareholders' Meeting.

3.2 It is not allowed to make changes and additions to the register of shareholders of the Company, except for cases of restoration of violated rights of people not included in the specified register on the date of its formation, or to correct errors made during its formation.

3.3 The general meeting of shareholders is entitled to be attended by shareholders (their representatives) recorded in the shareholders' register of the Company, the Company's auditor, members of the Supervisory Board, the Auditing Committee and the executive body (in case of discussion of candidates included in the voting ballots for electing members of the Supervisory Board, Audit Committee and the head of the executive body, it is recommended to invite these people as well).

3.4 To participate in the general meeting of shareholders, shareholders (their representatives) must be registered at the place and time of the meeting.

3.5 A shareholder's representative at the general meeting of shareholders acts on the basis of a power of attorney drawn up in writing form. The power of attorney for voting must contain information about the person represented and the representative (name or title, place of residence or location, passport details).

3.6 The registration of shareholders, individuals who arrived to attend the general meeting, is carried out upon providing of a passport or other document certifying the identity of the shareholder, and with respect to the representative - a notarized power of attorney. A shareholder may at any time replace his representative at the general meeting of shareholders or personally take part in it.

3.7 The head of the legal entity - the shareholder of the Company exercises his/her powers at a general meeting on the basis of the legal act on his/her appointment to the position and an identity document. The power of attorney for voting on behalf of a legal entity is issued and signed by its head and certified by the seal of this document.

3.8 A representative of a shareholder who is a legal entity may participate in a general meeting of shareholders if there is a power of attorney in his/her name issued and signed by the head of the organization or another person authorized by its constituent documents, certified by the seal of this organization.

3.9 In accordance with the shareholder register of the Company, a registration list is compiled according to the form in accordance with *Appendix No. 1* of this Regulation. The registration list must be stitched, numbered, and sealed by the Company's seal.

3.10 In a general meeting, shareholders (their representatives) sign on the registration list and receive ballots or a set of ballots in accordance with *Appendix No 2* to this Regulation for voting based on the number of voting shares of each shareholder determined according to the Company's shareholder register.

3.11 If a meeting participant presents a power of attorney to represent the interests of one or several shareholders, voting ballots are provided to him/her, the represented shareholder (s), and in the registration list, in front of the name of the

represented shareholder is marked: “By power of attorney No. \_\_\_\_ date“ \_\_\_\_ ” by \_\_\_\_\_ ( c) voting shares ”and indicates the name, surname, patronymic of the representative (*Appendix No. 3 and No. 3a*).

3.12 If the share of the Company is in the common share ownership of several people, the powers to vote at the general meeting of shareholders are exercised at their discretion by one of the participants in the common share ownership or their common representative. The powers of each of these people must be properly executed.

3.13 Shareholders are given the opportunity to conclude shareholders agreements to form their common position in voting.

3.14 The person who participated in the general meeting is given the opportunity to make a copy of the filled ballot by him/her at the expense of such a person.

3.15 Members of the executive body acting as representatives of shareholders do not vote on the election of members of the executive body.

#### **4. PREPARATIONS FOR HOLDING THE ANNUAL GENERAL SHAREHOLDERS' MEETING**

4.1 At preparation for holding of the General Shareholders' Meeting, the Supervisory Board of the Company defines the following:

- date, time and place of conduct of the General Shareholders' Meeting;
- the agenda of the General Shareholders' Meeting;
- date of formation of the register of the shareholders of the Company for conduct of the General Shareholders' Meeting;
- order of notification of shareholders and the state representative on conduct of the General Shareholders' Meeting;
- list of information (materials) to be presented to shareholders and the state representative at preparation for conduct of the General Shareholders' Meeting;
- form and text of a voting ballot.

4.2 The notice of the general meeting of shareholders is published on on the Single portal of corporate information, the official website of the Company, in the mass media, and is also sent to shareholders by email no later than twenty one days, but not earlier than thirty days before the date of the general meeting of shareholders.

The company must notify the representative of the state in writing no later than seven days before the date of the general meeting of shareholders. At the request of a shareholder, the company is obliged to provide him/her with information on his/her inclusion in the register of shareholders of the Company, formed for holding a general meeting of shareholders.

4.3 Notification on holding of the General Shareholders' Meeting contains:

- name, location (postal address) and the e-mail address of the Company;
- date, time and place of conduct of the General Shareholders' Meeting;
- date of formation of a register of the shareholders of the Company;
- issues included into the agenda of the General Shareholders' Meeting;
- order of the shareholders' and the state representative's getting familiar with the information (materials) subject to presentation to the shareholders and the state representative in process of preparation for conduct of the General Shareholders' Meeting.

4.4 Information (materials) subject to presentation to the shareholders and the state representative at preparation for conduct of the General Shareholders' Meeting shall include the annual report of a Company, conclusion of the Auditing Committee of the Company and an audit organization on the results of an audit of annual financial and economic activity of the Company, conclusion of the Supervisory Board of the Company concerning possibility of prolongation, renewal or termination of a contract with Chairman of the Management Board, as well as information on candidates to membership in the Supervisory Board and the Auditing Committee of the Company, draft of amendments and addenda to be entered into the Charter of the Company or draft of the Charter of the Company in new wording.

4.5 Shareholders (shareholder), who collectively own at least one percent of the Company's voting shares, no later than 120 (one hundred twenty) days after the end of the fiscal year of the Company, may add items to the agenda of the annual general meeting of shareholders (in accordance with Appendix No. 5) and nominate candidates to the Supervisory Board and the Auditing Committee, as well as to the Committee of the Company's minority shareholders, whose number cannot exceed the number of members of this body.

4.6 An issue into the agenda of the General Shareholders' Meeting needs to be entered in writing with indication of reasons of its statement, names (titles) of shareholders proposing the issue, quantity and type of the shares belonging to them. At presenting proposals on nominating the candidates for membership in the Supervisory Board and the Auditing Committee of the Company, including cases of self-nomination, name of a candidate, quantity and type of shares belonging to him/her (if a candidate is being a shareholder of the Company), as well as names (titles) of shareholders nominating a candidate, quantity and type of the shares belonging to them should be indicated.

4.7 The Supervisory Board of the Company reviews the received proposals and adopt a decision on their inclusion into the agenda of the General Shareholders' Meeting or on refusal of their inclusion into the said agenda not later than ten days after the end of a period established by the legislation.



4.8 An issue presented by shareholders (a shareholder), are subject to inclusion into the agenda of the General Shareholders' Meeting, as well as nominated candidates are subject to inclusion into the list of nominees for voting on election of members into the Supervisory Board and the Auditing Committee of the Company, except for cases, when:

- shareholders (a shareholder) have not observed the term established by the Part I of this Article;
- shareholders (a shareholder) are not being owners of quantity of voting shares of a Company stipulated by the Part I of this Article;
- the data stipulated by the Part III of this Article is being incomplete;
- proposals do not conform to the requirements of the present Law.

4.9 Reasoned decision of the Supervisory Board of the Company on refusal to include an issue into the agenda of the General Shareholders' Meeting or a candidate's inclusion into the list of nominees for voting on the election of members into the Supervisory Board and the Auditing Committee of the Company, shall be directed to shareholders (a shareholder) who presented a proposal not later than three working days since a date of its adoption.

4.10 Decision of the Supervisory Board of the Company on refusal to include an issue into the agenda of the General Shareholders' Meeting or a candidate's inclusion into the list of nominees for voting on the election of members into the Supervisory Board and the Auditing Committee of the Company may be appealed to a court.

## **5. CONVOCAATION AND THE PROCEDURE FOR HOLDING AN EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

5.1 An extraordinary General Shareholders' Meeting is conducted upon a decision of the Supervisory Board:

- on basis of its own initiative;
- a written request of the Auditing Committee
- a shareholder (shareholders) being owners of not less than five percent of voting shares of a Company (*in accordance with Appendix №6*).

5.2 Convocation of an extraordinary General Shareholders' Meeting at a written request of the Auditing Committee of the Company or a shareholder (shareholders) being owners of not less than five percent of voting shares of the Company, is carried out by the Supervisory Board of the Company not later than thirty days since a date of presentation of a written request for conduct of an extraordinary General Shareholders' Meeting.

5.3 At a request for conduct of an extraordinary General Shareholders' Meeting issues subject to inclusion into the agenda of a meeting, with indication of reasons of their inclusion are formulated.

5.4 The Supervisory Board of the Company is not entitled to enter changes into formulations of issues in the agenda of an extraordinary General Shareholders' Meeting to be convened at a request of the Auditing Committee of the Company or a shareholder (shareholders) being owners of not less than five percent of voting shares of the Company.

5.5 In case if a request for convocation of an extraordinary General Shareholders' Meeting comes from a shareholder (shareholders), it contains a name (title) of a shareholder (shareholders) demanding convocation of a meeting, with indication of quantity and a type of shares belonging to him/her.

5.6 Request for convocation of an extraordinary General Shareholders' Meeting shall be signed by a person (persons) demanding convocation of an extraordinary General Shareholders' Meeting.

5.7 Within ten days since a date of presentation of a request of the Auditing Committee of the Company or a shareholder (shareholders) being owners of not less than five percent of voting shares of the Company on convocation of an extraordinary General Shareholders' Meeting, the Supervisory Board of a Company shall adopt a decision on convocation of an extraordinary General Shareholders' Meeting or on a refusal of its convocation.

5.8 The decision on refusal of convocation of an extraordinary General Shareholders' Meeting at a request of the Auditing Committee of the Company or a shareholder (shareholders) being owners of not less than five percent of voting shares of the Company, may be adopted in cases if:

- a shareholder (shareholders) demanding convocation of an extraordinary General Shareholders' Meeting, is (are) not being an owner (the owners) of the quantity of voting shares of the Company stipulated by the Part I of this Article;
- not any of the issues proposed for inclusion into the agenda is attributed to the competence of the General Shareholders' Meeting;
- an issue proposed for inclusion into the agenda does not conform to the requirements of the legislation.

5.9 Decision of the Supervisory Board of the Company on convocation of an extraordinary General Shareholders' Meeting or a reasoned decision on refusal of its convocation is sent to the persons demanding its convocation not later than three working days since a moment of its adoption.

5.10 Decision of the Supervisory Board of the Company on refusal of convocation of an extraordinary General Shareholders' Meeting may be appealed to a court.

5.11 If within the term established by the legislation the Supervisory Board of the Company has not adopted a decision on convocation of an extraordinary General Shareholders' Meeting or a decision on refusal of its convocation, the extraordinary General Shareholders' Meeting may be convened by the persons demanding its convocation. In this case expenses for preparation and conduct of the General Shareholders' Meeting may be compensated, by a decision of the General Shareholders' Meeting, at the expense of the funds of the Company.

5.12 When considering issues of pre-term termination of the powers of the Supervisory Board, an extraordinary general meeting of shareholders is convened in accordance with *Appendix No. 7*.

## **6. QUORUM OF THE GENERAL MEETING**

6.1 The General Shareholders' Meeting is competent (has a quorum), if by the end of registration for participation in the General Shareholders' Meeting, shareholders (their representatives) being owners in aggregate of more than fifty percent of placed voting shares of the Company have got registered.

6.2 At absence of the quorum for conduct of the General Shareholders' Meeting, the date of conduct of a repeated General Shareholders' Meeting is announced. Change in the agenda at conducting a repeated General Shareholders' Meeting is not allowed.

6.3 A repeated General Shareholders' Meeting convened instead of a failed meeting is competent, if by the end of registration for participation in it, shareholders (their representatives) being owners in aggregate of more than forty percent of votes of placed voting shares of the Company have got registered.

6.4 Notification on conduct of a repeated General Shareholders' Meeting is carried out within the terms and in the order stipulated by the legislation.

6.5 At transfer of a date of conduct of the General Shareholders' Meeting in connection with absence of the quorum for a period of less than twenty days, the shareholders entitled to participate in the General Shareholders' Meeting shall be defined in accordance with a register of the shareholders entitled to participate in the failed General Shareholders' Meeting.

## **7. WORKING BODIES OF THE GENERAL MEETING AND THE PROCEDURE FOR ITS CONDUCT.**

7.1 The working bodies of the general meeting are: the chairman of the general meeting (presidium), the counting commission, the secretariat.

7.2 The chairman of the general meeting (presidium) and the secretary are elected at the general meeting of shareholders. At the same time, the presidium of the general meeting of shareholders includes the chairman of the supervisory board.

7.3 The chairman of the general meeting of shareholders is elected at the general meeting of shareholders, ensures conducting of the meeting and has all the powers necessary for the proper performance of his/her duties.

7.4 The chairman of the general meeting guides the meeting, coordinates the activities of the working bodies of the general meeting, determines the order of discussion of issues, limits the time for speakers, explains the course of the meeting and voting, controls the order in the hall.

7.5 The chairman of the general meeting signs the minutes and decisions of the general meeting.

7.5.1. The chairman of the general meeting is given the authority to make video recordings and broadcast the general meeting of shareholders on the Internet.

7.6 For counting of the votes, registration of shareholders for their participation in the General Shareholders' Meeting as well as submission of voting ballots, the Supervisory Board of the Company creates a Counting Commission, the quantitative and personal membership of which is got approved by the General Shareholders' Meeting.

7.7 Membership of the Counting Commission consists of not less than three people. Members of the Supervisory Board or the Auditing Committee, members of the Management Board of the Company, as well as persons nominated to those positions are not included into the membership of the Counting Commission.

7.8 The Counting Commission defines presence of quorum of the General Shareholders' Meeting, explains the issues arising in connection with exercise of the right for voting by shareholders (their representatives) at the General Shareholders' Meeting, explains the order of voting for issues to be put to a vote, provides the established order of voting and rights of shareholders to participate in voting, counts the votes and summarizes the voting results, composes a report on voting results, submits the voting ballots to the archives of the Company.

7.9 Voting at the General Shareholders' Meeting is carried out in accordance with the principle "one voting share of the Company is equal to one vote", except for cases of conduct of the cumulative voting for election of members of the Supervisory Board of the Company.

7.10 Voting at the General Shareholders' Meeting on issues of the agenda shall be carried out by the voting ballots.

7.11 A form and text of a voting ballot is approved by the Supervisory Board of the Company - *Appendix No. 2 of this Regulation*, except for cases when an extraordinary General Shareholders' Meeting is not being convened by the Supervisory Board. A voting ballot for voting shall be handed over to a shareholder (his/her representative) who has got registered for participation in the General Shareholders' Meeting.

7.12 A voting ballot contains: full company name, date, time and place of conduct of the General Shareholders' Meeting, formulation of each issue put to the

vote and sequence of its consideration, options of voting for each issue put to the vote expressed by formulations “pro”, “contra” or “abstention” (except for cumulative voting at which an issue put to the vote shall be expressed by the formulation “pro”), indication that a voting ballot shall be signed by a shareholder (his/her representative).

7.13 In case of voting on issue of election of a member of the Supervisory Board or the Auditing Committee (an auditor) of the Company a voting ballot shall contain information on a candidate with indication of his/her family name, first name, patronymic.

7.14 At voting only the votes on those issues, for which only one of possible options of voting has been left to voters, shall be counted. The voting ballots filled with violation of the above mentioned requirement is considered void, and votes on issues contained by them is not counted.

7.15 In case if a voting ballot contains several issues put to the vote, non-observance of the requirement indicated in the legislation in respect of one or several issues, does not entail recognition of such a voting ballot being invalid as a whole.

7.16 Upon the results of a voting, the Counting Commission composes the voting results' report, including also the information on presence of the quorum of the General Shareholders' Meeting, to be signed by members of the Counting Commission.

7.17 After composition of the voting results' report and signing of the minutes of the General Shareholders' Meeting, the voting ballots shall be sealed by the Counting Commission and submitted for deposit to the archives of the Company.

7.18 The voting results' report is attached to the minutes of the General Shareholders' Meeting.

7.19 Voting results shall be announced at the General Shareholders' Meeting, in course of which the voting was conducted, and also brought to the shareholders' notice after closure of the General Shareholders' Meeting in way of publication of the voting results' report.

7.20 The procedure for conducting the general meeting of shareholders is approved in accordance with this Regulation at each general meeting of shareholders.

7.21 The counting commission, elected by the annual general meeting of shareholders, continues its activities in the upcoming extraordinary general meetings for one year, if there are no changes in its composition. The counting commission determines the quorum of the meeting by counting the votes at the general meeting of shareholders by the list.

7.22 The Chairman of the Supervisory Board opens the general meeting, first gives to speak to the counting commission, the counting commission informs the meeting about the quorum and puts to the vote, the Chairman of the Supervisory Board announces the meeting open, proposes to elect a chairman and secretary, as well as the counting commission.

7.23 The general meeting, convened at the initiative of shareholders, is held in the above order by the people who convened the meeting.

7.24 The procedure for conducting a general meeting considers the beginning and expected completion of the meeting, the duration of speeches and breaks, the sequence of agenda items, the names and positions of speakers on agenda items, the procedure for voting and the announcement of its results.

7.25 The current issues arising during the meeting, the chairman decides solely on the basis of the main principle: the right to speak at the general meeting of shareholders on the subject matter can be used by each participant within the allotted time.

7.26 Those willing to participate in the discussion of issues on the agenda, need to submit to the secretariat of the general meeting a written application indicating the issue for discussion.

7.27 After discussing all the issues on the agenda, the chairman of the meeting declares the general meeting of shareholders closed.

## **8. MINUTES OF THE GENERAL SHAREHOLDERS' MEETING**

8.1 The secretary of the general meeting is elected by the general meeting of shareholders.

8.2 The candidate for the secretary general meeting of shareholders must meet the requirements set forth in paragraph 7.7. of this Regulation for candidates to the counting commission.

8.3 Secretary of the general meeting:

- records the conduct of the general meeting;
- keeps a record of those wishing to take part in the discussion of issues on the agenda of the meeting on written requests;
- Draws up the minutes of the general meeting of shareholders in two copies not later than ten days after the closing of the general meeting of shareholders.

8.4 At minutes of the General Shareholders' Meeting the followings are indicated:

- date, time and place of conduct of the General Shareholders' Meeting;
- total number of votes possessed by the shareholders being owners of the voting shares of the Company;
- number of votes possessed by the shareholders participating in the General Shareholders' Meeting;
- the Chairman (presidium) and the Secretary of the General Shareholders' Meeting, the meeting's agenda.

8.5 Minutes of the General Shareholders' Meeting contains essence of speeches, issues put to the vote and results of voting on them, decisions adopted by the meeting.

8.6 Minutes of the General Shareholders' Meeting is composed not later than ten days after the closure of the General Shareholders' Meeting, in duplicate. Both copies shall be signed by the Chairman of the General Shareholders' Meeting and the Secretary of the General Shareholders' Meeting.

8.7 The minutes of the counting commission are not approved by a special decision of the meeting, but are taken into account and are to be attached to the minutes of the general meeting.

8.8 After signing the minutes of the general meeting of shareholders, the counting commission transfers to the archive of the company the documents of the meeting, including the registration list of the general meeting, sealed voting ballots, minutes of voting results signed by members of the counting commission and by stitching, numbering, and sealing by the Company's stamp minutes of the general shareholders' meeting.

## **9. IMPLEMENTATION OF DECISIONS OF THE GENERAL SHAREHOLDERS' MEETING**

9.1 Control over the implementation of decisions of the general meeting of shareholders is exercised by the Supervisory Board of the Company, unless otherwise specified in the decision and not reflected in the minutes of the meeting.

9.2 The decisions of the general meeting of shareholders are binding for all shareholders, both present and absent at the general meeting, in part as it related to them.

## **10. FINAL PROVISIONS**

10.1 Those of guilty of violating the requirements of this Regulation are liable in accordance with the procedure established by law.

10.2 If certain articles of this Regulation conflict with the current legislation of the Republic of Uzbekistan and / or the Charter of the Company, these articles become invalid and regarding the issues regulated by these articles should be guided by the norms of the current legislation of the Republic of Uzbekistan and / or the Charter of the Company until such changes are made.

*Appendix №1  
TO THE REGULATION ON GENERAL MEETING OF  
SHAREHOLDERS*

**REGISTRATION LIST**  
**of the annual (extraordinary) general meeting of shareholders**  
**of "KOKAND BIOCHEMICAL" Joint-Stock Company**  
**Conducted in “ \_\_\_\_\_ ” \_\_\_\_\_ 20\_\_\_\_\_**

№	Surname, name, patronymic (name) of the shareholder	Depo account	Number of voting shares	Shareholder's Signature	<i>(filled in if there is a representative)</i>				
					Surname, name, patronymic (name) of the representative	Number of the Power of attorney	Issued date of the Power of attorney	Number of voting shares	Representative's Signature
1	2	3	4	5	6	7	8	9	10

Total registered participants of the general meeting of shareholders \_\_\_\_\_ people, altogether owning \_\_\_\_\_ of voting shares

Presence of quorum (*as a percentage of the total number of voting shares*) \_\_\_\_\_%.

Signatures of members of

the counting commission:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_



*Appendix №2  
TO THE REGULATION ON GENERAL MEETING OF  
SHAREHOLDERS*

**BALLOT № \_\_\_\_\_ \***  
**of the shareholder owning \_\_\_\_\_ pieces voting shares**  
**for voting at the annual (extraordinary) general meeting of shareholders of**  
**“KOKAND BIOCHEMICAL” Joint-Stock Company**  
**Conducted in “ \_\_\_\_\_ ” \_\_\_\_\_ 20\_\_\_\_\_**

№	Agenda items	Formulation of issues put to vote	Voting options		
			(delete unnecessary) **		
1			For	Against	Abstain
2			For	Against	Abstain
3			For	Against	Abstain

Surname, initials \_\_\_\_\_ (signature)

\* Indicates the number of the shareholder from the registration list.

\*\* Only one of the possible voting options is left.

№	Election of members of the Supervisory Board (cumulative voting) Number of votes _____	Name of the candidate	The number of votes given for the candidate
1			
2			
3			
4			

Name of the shareholder (shareholder' representative)  
\_\_\_\_\_ (signature)

*The ballot must be signed by the shareholder (shareholder's representative).*

*Appendix №3  
TO THE REGULATION ON GENERAL MEETING OF  
SHAREHOLDERS*

**Power of attorney**

I, \_\_\_\_\_, the owner of \_\_\_\_\_ common shares (and \_\_\_\_\_ preferred shares) of “KOKAND BIOCHEMICAL” joint-stock company, trust \_\_\_\_\_ to represent my interests at the “KOKAND BIOCHEMICAL” JSC shareholders’ meeting for voting with all shares owned by me, \_\_\_\_\_.

**My address:**

**Address of my representative**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Passport:**

Series \_\_\_\_\_, № \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Passport:**

Series \_\_\_\_\_, № \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Issued \_\_\_\_\_

Issued \_\_\_\_\_

The power of attorney is valid from " \_\_ " \_\_\_\_\_ 20\_\_ to " \_\_ " \_\_\_\_\_ 20\_\_

Shareholder’s Signature \_\_\_\_\_ Date \_\_\_\_\_

The personal signature of the shareholder \_\_\_\_\_ certifies:

Notary \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

Stamp

*Appendix №3a  
TO THE REGULATION ON GENERAL MEETING OF  
SHAREHOLDERS*

**Power of attorney**

I, \_\_\_\_\_, head of (director, chairman)  
\_\_\_\_\_,  
(name of the legal entity)  
who is a shareholder of the “KOKAND BIOCHEMICAL” joint-stock company and  
owning \_\_\_\_\_ pcs. common shares (and \_\_\_\_\_ pieces of preferred shares) of  
“KOKAND BIOCHEMICAL” JSC, I trust  
to \_\_\_\_\_ to represent the interests of  
\_\_\_\_\_  
(name of the legal entity)  
at the shareholders' meeting of “KUKONSPIRT” JSC when voting with all the shares  
owned by \_\_\_\_\_.  
(name of the legal entity)

**Address of shareholder:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Address of representative**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Bank details:

Passport:

Series \_\_\_\_\_, № \_\_\_\_\_

The power of attorney is valid from "\_\_\_" \_\_\_\_\_20\_\_ to "\_\_\_" \_\_\_\_\_20\_\_

Signature of the head \_\_\_\_\_ Date \_\_\_\_\_ Stamp \_\_\_\_\_

*Appendix №4  
TO THE REGULATION ON GENERAL MEETING OF  
SHAREHOLDERS*

**NOTIFICATION**

Dear \_\_\_\_\_,  
“KOKAND BIOCHEMICAL” Joint-Stock Company, located at:  
\_\_\_\_\_,  
telephone: \_\_\_\_\_, informs you that "\_\_\_" \_\_\_\_\_ 20\_\_\_ at \_\_\_ o'clock will  
be held an annual (extraordinary) general meeting of shareholders of  
“KOKAND BIOCHEMICAL” JSC at the following address  
\_\_\_\_\_.

The list of shareholders entitled to participate in the general meeting of shareholders  
will be compiled as of "\_\_\_" \_\_\_\_\_ 20\_\_\_.

Email address:

The agenda for the meeting includes the following items:

- 1.
- 2.
- 3.

During the preparation for the general meeting of shareholders at the address  
\_\_\_\_\_, or by phone  
\_\_\_\_\_, as well as on the website \_\_\_\_\_,  
you can be introduced the following materials of the general meeting of shareholders:

- 1.
- 2.
- 3.

Please bring your passport or other ID document.

Supervisory Board of "KOKAND BIOCHEMICAL" JSC.

**Appendix №5  
TO THE REGULATION ON GENERAL MEETING OF  
SHAREHOLDERS**

**PROPOSAL**  
of shareholder

\_\_\_\_\_,  
FULL NAME.

Passport: Series \_\_\_\_\_, № \_\_\_\_\_, issued by

\_\_\_\_\_,  
owner of \_\_\_\_\_% voting shares of the joint-stock company "KOKAND  
BIOCHEMICAL", on the inclusion of the issue on the agenda of the general meeting of  
shareholders

I propose that the agenda of the annual general meeting of shareholders held this year  
include the following questions for discussion:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
On the agenda items on the election of members of the Supervisory Board and the Auditing  
Committee for the year 20\_\_\_\_\_, I propose the following candidates:

<b>№</b>	<b>Last name, first name of the candidate</b>	<b>Number of voting shares</b>	<b>Which body</b>
			To Members of the Supervisory Board
			To Members of the Auditing Committee

Signature \_\_\_\_\_

*Appendix №6  
TO THE REGULATION ON GENERAL MEETING OF  
SHAREHOLDERS*

**REQUEST**

of shareholder or shareholders

\_\_\_\_\_  
Full name

which is (are) the owner (s) of 5 (five) percent of voting shares of “KOKAND BIOCHEMICAL” joint-stock company (\_\_\_\_\_, owner of \_\_\_\_\_ pieces of simple voting shares; \_\_\_\_\_, owner of \_\_\_\_\_ pieces of simple voting shares) on calling an extraordinary general meeting of shareholders.

In accordance with the requirement of Article 65 of the Law of the Republic of Uzbekistan “On Joint-Stock Companies and Protection of Shareholders' Rights” and in connection \_\_\_\_\_ with \_\_\_\_\_,

I (we) require to convene an extraordinary general meeting of shareholders on “\_\_\_\_\_” \_\_\_\_\_ 20\_\_\_\_\_

I propose to put on the agenda of the extraordinary general meeting of shareholders for discussion the following questions:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

I (we) ask consider this Request within the period established by the Law and give an answer.

Signatures: \_\_\_\_\_

\_\_\_\_\_

*Appendix №7*

*TO THE REGULATION ON GENERAL MEETING OF  
SHAREHOLDERS*

**ORDER**

**of organizing of convening an extraordinary general meeting of shareholders in case of pre-term termination of powers of the Supervisory Board**

1. This Procedure has been developed in accordance with the Law of the Republic of Uzbekistan “On Joint Stock Companies and Protection of Shareholders' Rights” in order to provide practical assistance to shareholders in ensuring the protection of their rights to participate in the management of the Company, and to prevent damage to their interests due to the incompetent and unfair management of current activities of the Company.

2. The reasons for convening an extraordinary general meeting of shareholders on the issue of pre-term termination of the powers of the Supervisory Board are:

- decision of the Supervisory Board;
- demand of the Auditing Committee or the Company's auditor;
- demand of the shareholder (shareholders) who owns at least five percent of the Company's voting shares at the date of the request.

3. The reasons for the demand to hold an extraordinary general meeting of shareholders on these issues are:

- non-compliance with the legislation of the Republic of Uzbekistan, the Charter of the Company, decisions of the general meeting of shareholders;
- causing losses to the Company and damage to shareholders' property rights, including those associated with a significant deterioration in financial and economic activities, a decrease in profits and profitability of production, an unjustified reduction in production and sales of products, works, and services;
- the presence of signs or the threat of economic insolvency (bankruptcy) of the company, the presence of stable debts to the state budget, off-budgetary funds, for the payment of wages to employees.

4. A demand to hold an extraordinary general meeting of shareholders is submitted to the Supervisory Board and must contain items to be included in the agenda of the meeting, indicating specific reasons and their justification.

5. In the demand to convene an extraordinary general meeting of shareholders in addition to the issue of pre-term termination of the powers of the Supervisory Board

should contain separate proposals for including on the agenda issues of electing a new Supervisory Board.

6. If the demand to convene an extraordinary general meeting of shareholders comes from the shareholder (s), it must contain the last name, first name and patronymic (name) of the shareholder (s) requesting the meeting, indicating the number, type (type) of shares owned by him/her.

7. The demand to convene an extraordinary general meeting of shareholders is signed by the person (s) requesting its convocation.

8. The Supervisory Board is not entitled to make changes to the wording of the agenda items of the extraordinary general meeting of shareholders and must make a decision no later than thirty days from the date of the written request to convene an extraordinary general meeting of shareholders or within ten days from the date of the request for convening extraordinary general meeting of shareholders or to refuse to convene it.

9. The decision of the Supervisory Board to convene an extraordinary general meeting of shareholders or a reasoned decision to refuse to convene should be sent to those requesting its convocation not later than three business days from the date of its adoption.

10. The decision of the Supervisory Board of the Company to refuse to convene an extraordinary general meeting of shareholders may be appealed in court. If, during the time period established by legislation, the Supervisory Board does not decide to convene an extraordinary general meeting of shareholders or decides to refuse to convene it, an extraordinary general meeting of shareholders may be convened by persons calling for 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.