

APPROVED  
by the decision of the meeting of the  
Supervisory Board of  
“QO’QON BIOKIMYO”  
No. 11 dated June 4, 2022

A.I.Ruziyev\_\_\_\_\_

Chairman of the Meeting\_\_\_\_\_signature

*JOINT-STOCK COMPANY*  
*“KOKAND BIOCHEMICAL”*

**REGULATION ON THE**  
**STRATEGY AND INVESTMENT**  
**COMMITTEE IN THE PRESENCE**  
**OF THE SUPERVISORY BOARD**

*2022 year*

## **GENERAL RULES**

1.1 This Regulation (hereinafter referred to as the Regulation) was developed in accordance with the Law of the Republic of Uzbekistan “On protecting the rights of joint-stock companies and shareholders”, Decree of the President of the Republic of Uzbekistan No. PF-101 dated April 8, 2022 “On further reforms to improve the business environment and create conditions for sustainable economic growth through the development of the private sector”, “Strategy for the management and reform of state enterprises for 2021-2025”, approved by Appendix 1 to the Resolution of the Cabinet of Ministers No. 166 of March 29, 2021 “On approval of the Strategy for the management and reform of state enterprises in 2021-2025, the Charter of the joint-stock company "QO'QON BOKIMYO" (hereinafter - the Company), the Regulation on the Supervisory Board, the Corporate Governance Code and other regulatory legal documents and determines the legal status, composition, powers and procedure for the activities of the Strategy and Investments Committee (hereinafter – Committee) under the Supervisory Board.

1.2 The Committee is created based on the decision of the Supervisory Board of the Company to consider the most important issues and prepare recommendations for the Supervisory Board of the Company. The Committee is a permanent working body of the Supervisory Board of the Company. The Committee is not authorized to act on behalf of the Supervisory Board. The committee is not considered the governing body of the society.

1.3 The Committee carries out its activities in accordance with the current legislation, the Charter of the Company and the Regulation. All decisions of the commission are advisory in nature. In its activities, the Committee is accountable to the Supervisory Board.

### **II. Composition of the Strategy and Investment Committee**

2.1. The Committee is formed only from members of the Supervisory Board of the Company in the amount of 3 (three) people.

2.2. Members of the committee are elected by a majority vote of the members of the Supervisory Board for their term of office on the recommendation of the Chairman of the Supervisory Board of the Company. The Chairman of the Committee is approved by the Supervisory Board of the Company from among the members of the Committee. The Chairman of the Supervisory Board of the Company cannot be the Chairman of the Committee.

2.3. Members of the Supervisory Board elected to the Committee may be re-elected an unlimited number of times.

2.4. Members of the Committee must have qualifications and/or experience compatible with the goals and objectives of determining strategic and priority areas, evaluating the effectiveness of investment projects and their impact on increasing the value of the Company's shareholders. At least one committee member should have years of experience in strategic planning and at least one member in investment performance evaluation.

2.5. The chairman of the committee directs and organizes the activities of the committee. In case of temporary absence of the chairman of the committee, one of the members may be assigned to perform the functions of chairman.

2.6. The distribution of functions between the members of the Committee is carried out by the Chairman of the Committee.

### **III. Main tasks of the Strategy and Investments Committee**

#### **3.1. The main tasks of the committee are as follows:**

Working in the interests of the company and the shareholders of the company, in particular, to help improve the efficiency of the company and its assets, profitability and investment attractiveness in the long term;

Determination of the strategic goals of the Company's activities, control over the implementation of the Company's strategy, development of recommendations to the Supervisory Board

Preparation of proposals for changing the existing strategy for the development of society;

Development of priority areas of the company's activities;

Development of recommendations on the company's dividend policy;

Evaluation of voluntary and mandatory offers to purchase the company's securities;

Consideration of issues of reorganization and liquidation of the company and organizations controlled by it;

Consideration of issues of changing the organizational structure of the company and organizations controlled by it;

Consideration of issues of reorganization of business processes of the company and legal entities controlled by it;

Control of the Company's investment activities, evaluation of the effectiveness of promising investment projects and their impact on the increase in the value of the Company's shares;

Prepare and submit a report on the results of the Committee's activities for inclusion in the annual report and other documents of the Company;

Fulfillment of other tasks set by the Supervisory Board.

3.2. In order to ensure the effectiveness of risk management in the field of strategic development and investment activities, the Committee:

Participates in the development of the development strategy and investment policy of the company and submits it for approval to the Supervisory Board;

Comes to the Supervisory Board with the initiative to assess the implementation of strategic and priority areas of the Company's activities and the effectiveness of the Company's investment activities;

Reports to the Supervisory Board on strategic development and investment activities.

#### **IV. Procedure for organizing and holding meetings of the Strategy and Investments Committee**

4.1. The meeting of the Committee is convened by the Chairman of the Committee on his own initiative, at the request of the members of the Committee, as well as at the written request of the head of the executive body of the Company.

4.2. The Committee meets at the end of each quarter, monthly if necessary, in the presence of committee members or by other means of communication. The Committee has the right to invite the executive body of the Company and other persons to participate in the meetings of the Committee, as well as request information from them if necessary.

4.3. Members of the Committee have the right to demand the convening of an urgent meeting of the Committee in case of detection of violations that require immediate resolution of a specific issue.

4.4. The Committee holds its meetings before meetings of the Supervisory Board of the Company.

4.5. The chairman of the committee creates opportunities for all participants in the committee meeting to properly prepare for it and actively participate in the discussion of the issues raised at it. Members of the Committee should allocate sufficient time to prepare for and attend meetings of the Committee.

4.6. If at least 2/3 of its members participate in the meeting of the committee, the meeting is considered competent, and the chairman of the committee must be present at it.

4.7. Decisions at a meeting of the commission are made by a majority vote of those present at the meeting.

4.8. When resolving issues at a meeting of the Committee, each member of the Committee has one vote. In case of equality of votes, the vote of the Chairman of the Committee is decisive. A member of the Committee who does not agree with the decision of the Committee has the right to record his dissenting opinion, which must be attached to the minutes of the meeting, and bring it to the attention of the Supervisory Board.

4.9. The decision of the Committee is documented in the minutes of the meeting of the Committee. This report is kept by the Secretary of the Committee and signed by the members of the Committee who took part in the voting.

4.10. The secretary of the committee meetings is the head of the department for the development of the Company's activities or the head of the department responsible for attracting investments to the Company.

#### **4.11. Chairman of the Committee:**

Organizes the work of the committee;

Convenes committee meetings and presides over them;

Organizes the keeping of minutes at committee meetings;

The Company performs other actions provided for by internal regulations and this Regulation.

#### **4.12. Committee Secretary:**

- Keeps and draws up minutes of committee meetings;
- Prepares and submits materials on agenda items for consideration by the committee;
- Brings to the addressees the decisions, conclusions and minutes of the committee.

4.13. The head of the business development division of the company or the head of the division responsible for attracting investments into the company, whose employees may take part in the meetings of the Committee without the right to vote.

4.14. All decisions made within the competence of the committee are binding on the executive body and other officials of the company from the date of their adoption. The officials indicated in these decisions are personally responsible for

the timely and proper execution of the decision. Control over the implementation of the decisions of the committee is carried out by the chairman of the committee.

## **V. Rights and obligations of members of the strategy and investment committee**

5.1. A committee member has the following rights:

Require members of the executive body of the Company and other officials of the Company to provide all documents and materials necessary for their activities;

Request and use documents and materials of the Office for Prospective Business Development of the Company and the Office for Attracting Investments to the Company;

Demand the convening of a meeting of the executive body in case of detection of violations that have caused or may cause major material damage to the Company;

Request comments on the issues under consideration from employees of the structural divisions of the company, including their leaders;

Submit questions about disciplinary, property and other types of liability of guilty employees for consideration by management;

Use of primary accounting, financial and other documents of the company;

Periodically or regularly invite the Company's executives, other members of the Company's Supervisory Board by decision of the Chairman of the Committee, in cases where it is necessary for the implementation of decisions and instructions within the competence of the Committee, to participate in the meetings of the Committee;

If, in the opinion of the Committee, an in-depth study of the issue is necessary, request, on its own initiative, the opinion of other committees of the Supervisory Board of the Company on the issue referred to the powers of the Committee;

To speak on the issue discussed at the meeting of the Committee, within the time limits allotted by the Regulation, to demand that his dissenting opinion on the issues on the agenda, the decisions taken be recorded in the minutes of the meeting of the Committee;

Submission of proposals for amendments and additions to this Regulation for approval by the Supervisory Board of the Company;

On the basis of the submitted documents, develop appropriate conclusions and proposals and submit them for discussion by the Supervisory Board of the Company;

Propose issues for inclusion in the agenda of the meeting of the commission.

#### 5.2. Responsibilities of committee members:

Participation in the work of the committee and participation in all its regular meetings;

Fulfillment of the duties assigned to him and conscientious conduct of his activities in accordance with the legislation of the Republic of Uzbekistan, the Charter, internal documents of the enterprise;

Monitor trends in related industries and the economy, advances in information technology and other areas of strategic importance for the development of society;

Carrying out activities based on the principles of protecting the rights, interests and interests of the company's shareholders;

Do not disclose commercial and official secrets of the Company and comply with confidentiality requirements.

5.3. Members of the committee are required to personally attend the meeting of the committee. If there is no opportunity to attend the meeting, a member of the Committee shall notify the Committee of this, indicating the reasons.

### **VI. Responsibilities of the members of the Strategy and Investment Committee**

6.1. Members of the committee must act in the interests of the Company in exercising their rights and performing their duties and bear responsibility in accordance with the established procedure.

6.2. Members of the Committee who did not take part in the voting on the decision that caused damage to the company, or who voted against this decision, are not liable.

### **VII. Final provisions**

7.1. This Regulation comes into force from the moment of its approval by the Supervisory Board of the Company.

7.2. This Regulation, as well as amendments and additions thereto, is approved by the Supervisory Board of the Company. Proposals for amendments and additions to the Articles of Association may be made by the Chairman of the Supervisory Board of the Company and members of the Committee.

7.3. If, as a result of a change in the legislation of the Republic of Uzbekistan, certain clauses of this Regulation contradict it or become invalid, they shall operate

in accordance with the current legislation of the Republic of Uzbekistan until amendments are made to the Regulation.