

“APPROVED”

by decision of general meeting of  
Stockholders of Joint –stock company  
“Uzmetcombine”

Minutes No. 33 dated June 25, 2016

Official seal

**REGULATIONS  
ABOUT GENERAL MEETING OF STOCKHOLDERS  
OF JOINT –STOCK COMPANY  
“UZMETCOMBINE”**

## **General part**

General meeting of stockholders is a supreme body of company management.

General meeting of stockholders is held by chairman of supervisory board of the company, and if he is absent by reasonable excuse – will be held by one of members of supervisory board of the company.

Company must hold general meeting of stockholders each year (annual general meeting of stockholders)

Annual general meeting of stockholders is held in terms, stated in the charter of the company, but not later than six months after finishing of financial year in the annual general meeting of stockholders matters on electing supervisory board and inspection commission (auditor) of the company, possibility of prolongation of term, conclude, annul contract with single executive body (hereinafter referred to as – director), members of collective executive body (hereinafter referred to as – board) of the company, confident manager, also, examine annual report of the company and other documents in accordance with paragraphs twelve and thirteen of part one, article 59 of present Law.

Meetings held besides annual general meeting of stockholders are called special meetings.

Date and order of holding general meeting of stockholders, order of informing stockholders about holding it, list of materials (information) on preparing for holding general meeting of stockholders presented to stockholders will be fixed by supervisory board of the company.

## **II. Competence of general meeting of stockholders**

2.1. Followings are entered to competence of general meeting of stockholders:

- entering additions and changes to the charter of the company or approving charter of the company in the new edition;
- reorganization of the company;
- liquidation of the company, appointing a liquidator (liquidation committee) and approving interim and final liquidation balance;
- determining quantitative composition of supervisory board and committee of minority stockholders of the company, electing their members and prescheduled termination of their powers;
- determining limited amount of announced stocks;
- increasing a statutory fund (statutory capital) of the company;
- decreasing a statutory fund (statutory capital) of the company;
- purchase own stocks;
- approving an organization structure of the company, formation an executive body of the company, electing (approving) its director and prescheduled termination their powers;
- electing members of auditing committee (auditor) of the company and prescheduled termination their powers, also approving regulations about auditing committee (auditor);
- approving annual report, annual business – plan of the company and company's development strategy for intermediate and long term period with determining its exact terms, based on main directions and purposes of company activity;
- allocation of company profits and losses;
- hearing reports of supervisory board and conclusions of auditing committee (auditor) of the company on the matters, entered to their competence, including matters on observance fixed legislation requirements on company management;
- taking decision about issuance by the company corporate obligations, including convertible stocks;
- taking decision about issuance of productive securities;
- taking decision about purchase corporative obligations of the company;
- taking decision about non applying of privileged rights, foreseen in the articles 35 of present Law;
- determining price of allocation (expose to exchange and organized non exchange equity market) of stocks in accordance with article 34 of present Law;
- approving regulation of general meeting of stockholders;
- splitting and consolidation of shares;

- determining rewards and (or) compensations, and their limit amount paid to executive body of the company;
  - taking decision about settlement of transaction by the company, in cases, foreseen in the present law;
  - solving other matters in accordance with legislation.
- Matters, referred to competence of general meeting of stockholders, can't be transferred for solving by supervisory board and executive body of the company.

### **Right to participate in the general meeting of stockholders**

Stockholders, stated in the register of company stockholders, formed three working days before conducting general meeting of stockholders have right to participate in the general meeting of stockholders.

By the request of stockholder, company must present him information about entering him to the register of company's stockholders, made for conducting general meeting of stockholders.

### **Order of participation of stockholders and representative of the government in the general meeting of stockholders**

Right to participate in the general meeting of stockholders is exercised by stockholder personally or through his representative. Right to participate in the general meeting of stockholders of the representative of government is exercised by him personally.

Stockholder has right to change his representative in the general meeting of stockholders at any time or personally participate in it.

Representative of the stockholder in the general meeting of stockholders acts on the basis of power of attorney, made in the written form. Power of attorney for voting must contain information about represented person and representative (name or title, residence place or location, passport data). Power of attorney for voting to natural person must be notarized. Power of attorney from legal entity is issued under signature of its director with affixing a seal of this legal entity.

In case if stock of the company is in total share property of several persons, then power on voting in the general meeting of stockholders is exercised by one of the participants of total share property or by their general representative at their discretion. Powers of each of stated persons should be drawn up properly.

### **Preparations for conducting general meeting of stockholders**

During preparations for conducting general meeting of stockholders, a supervisory board of the company, and in cases, foreseen in the part eleven of article 65 of present Law, persons calling a general meeting, should determine:

- date, time and place of conducting a general meeting;
- agenda of general meeting;
- date of making a register of company stockholders for conducting a general meeting;
- order of informing stockholders and representative of the government about conducting a general meeting;
- list of information (materials), presented to the stockholders and representative of the government during preparation to conducting a general meeting;
- form and text of bulletin for voting.

Statements, not containing formulation of concrete matter (including "different", "other", "another" and etc.) are not allowed to enter to the agenda.

It is not allowed to determine date of conducting of general meeting of stockholders less than ten days and more than thirty days from the day of taking decision about conducting it.

### **Information about conducting general meeting of stockholders**

Information about conducting general meeting of stockholders is published in the official website of the company, in mass media and sent to stockholders through e-mail, not later than seven days, but not earlier than thirty days from date of conducting a general meeting of stockholders.

Company must notify a representative of the government in the written form not later than seven days before the date of conducting a general meeting of stockholders.

Notification about conducting a general meeting of stockholders must contain:

- Name, location (postal address) and e-mail address of the company;
- Date, time and place of conducting a general meeting;
- Date of making register of company stockholders;
- Matters, entered to the agenda of the company;
- Order of familiarization of stockholders and representatives of government with information (materials), subject to be presented to stockholders and representatives of government during preparation for conducting general meeting.

Information (materials) subject to be presented to stockholders and representative of government during preparation for conducting general meeting is annual report of the company, conclusion of auditing committee (auditor) of the company and auditing organization, on resumes of examination of annual financial economic activity of the company, conclusion of supervisory board of the company about capability of prolongation of the term, re concluding or termination of the contract with director (president), authorized manager, also information about candidates to members of supervisory board and auditing committee (auditor) of the company, project of changes and additions, entered to the charter of the company, or project of company charter in new edition.

List of additional information (materials), obligatory for presenting to stockholders and representative of government during preparation for conducting a general meeting of stockholders , may be fixed by authorized state body on regulating equity market.

### **Offers to the agenda of general meeting of stockholders**

Stockholders (stockholder) who are totally owners of not less than one percent of voting stocks of the company, have right to enter matter to the agenda of annual general meeting of stockholders and nomination for candidates to supervisory board and audit committee (auditors) of the company, number of which can't be increased quantitative structure of this body, within the term, not later than thirty days after finishing of the financial year of the company, if later term was not determined in the charter of the company.

Stockholders (stockholder) have right to enter changes to the list of offered candidates to supervisory board and audit committee (auditors) of the company not later than three working days from the date of publishing notification about conducting annual general meeting of stockholders.

Matter to the agenda of general meeting of stockholders is entered in the written form, with indicating motives of its entering, name (title) of stockholders (stockholder) entered a matter, amount and type of stocks, belonged to them.

On entering an offer to nomination for a candidate to supervisory board and audit committee (auditors) of the company, also in case of self nomination, it must be shown name of the candidate, amount and type of stocks, belonged to him (in case if candidate is a stockholder of the company), and name (title) of stockholders, nominating for a candidate, amount and type of stocks, belonged to them.

Supervisory board of the company must view received offers and take decision about entering them to agenda of general meeting of stockholders or take decision about refusal to enter them to stated agenda , not later than ten days after ending the term. Matter, offered by stockholders (stockholder), is subject to be entered to the agenda of general meeting of stockholders, exactly as nominated candidates subject to be entered to the list of candidates for voting to the supervisory board and auditing committee (auditor) of the company, except of cases, when:

- stockholders (stockholder) don't observe the terms;
- stockholders (stockholder), are not owners of voting stocks of the company;

- data is unintelligible;
- offer doesn't correspond to requirements of present law.

Motivated decision of supervisory board of the company about refusal to enter a matter to the agenda of general meeting of stockholders or candidate to the list of candidates for voting to supervisory board and auditing committee (auditor) of the company is sent to stockholders (stockholder), which offered a matter or nominated a candidate, not later than three working days from the date of accepting it.

Decision of supervisory board of the company about refusal enter a matter to the agenda of general meeting of stockholders or candidate to the list of candidates for voting to supervisory board and auditing committee (auditor) of the company may be appealed at court.

### **Preparing for conducting special meeting of stockholders**

Special general meeting of stockholders is conducted by decision of supervisory board of the company on the basis of its own initiative, a written request of auditing committee (auditor) and stockholder (stockholders) owned not less than five percents of voting stocks of the company to the date of presenting a written request.

Convening of special general meeting of stockholders by the written request of auditing committee (auditor) or stockholder (stockholders) owned not less than five percents of voting stocks of the company is fulfilled by supervisory board of the company not later than thirty days from the day of presenting a written request on conducting special general meeting of stockholders.

Matters, subject to be entered to the agenda of the meeting, with indication of motives of their entering should be formulated in the requirement on conducting special general meeting of stockholders.

Supervisory board of the company hasn't right to enter changes to formulation of matters to the agenda of special general meeting of stockholders, convened by the request of auditing commission (auditor) of the company or stockholder (stockholders) owned not less than five percents of voting stocks of the company.

In case if requirement on convening of special general meeting of stockholders is made stockholder (stockholders), it must contain name (title) of stockholder (stockholders), requesting to convene of meeting, with indication of amount and type of stocks, belonged to him.

Requirement on convening of special general meeting of stockholders is signed by person (persons), requiring to convening of special general meeting of stockholders.

Supervisory board of the company must take decision about convening of special general meeting of stockholders or refusal to convene it, within ten days from the date of presenting request on convening of a special general meeting of stockholders by auditing committee (auditor) of the company or stockholder (stockholders) owned not less than five percents of voting stocks of the company.

Decision about refusal on convene of special general meeting of stockholders by the request of auditing committee (auditor) of the company or stockholder (stockholders) owned not less than five percents of voting stocks of the company, may be taken in case if:

- stockholder (stockholders) demanding convene of special general meeting of stockholders are not owners of voting stocks of the company;
- none of the matters subject to be entered to the agenda related to the competence of general meeting of stockholders;
- matter, offered to enter to agenda doesn't correspond to the requirements of present Law.

Decision of supervisory board of the company about convening of special general meeting of stockholders or motivated decision about refusal to convene it, is sent to persons, demanding its convene not later than three working days from the moment of accepting it.

Decision of supervisory board of the company about refusal to convene a special general meeting of stockholders may be appealed to court.

In case if supervisory board of the company didn't take a decision about convene a special general meeting of stockholders or took decision about refusal to convene it, within the term, stated in the present Law, special general meeting of stockholders may be convened by persons, who require it. In this

case, expenses for prepare and conduct general meeting of stockholders may be compensated by the decision of general meeting of stockholders at the expense of the company.

### **Quorum of general meeting of stockholders**

General meeting of stockholders has power (has quorum), if at the moment of ending registration for participation in the general meeting of stockholders, stockholders (their representatives) who have totally more than fifty percent of voices of allocated voting stocks of the company were registered.

In case of absence of quorum for conducting a general meeting of stockholders, the date of conducting repeated general meeting of stockholders will be announced. It is not allowed to change the date of conducting repeated general meeting of stockholders.

Repeated general meeting of stockholders, convened instead of missed meeting, considered as eligible, if at the moment of ending of registration of stockholders (their representatives), who have totally more than forty percent of votes of allocated voting stocks of the company were registered.

Notification about conducting repeated general meeting of stockholders is made in the terms and form.

In case of postpone date of conducting general meeting of stockholders less than twenty days in connection with absence quorum, stockholders, with right to participate in the general meeting are determined in accordance with the register of stockholders, who had right to participate in the postponed general meeting.

### **Calculating commission**

Calculating commission will be organized for calculation voices, registration of stockholders for participation in the general meeting of stockholders, and issuance of bulletins for voting by supervisory board of the company, and its quantitative and staff structure will be approved by general meeting of stockholders.

Structure of calculating commission can't be less than three persons. Members of supervisory board of the company, members of auditing committee (auditor) if the company, director, members of company board, authorized manager, and persons, nominated to these posts can't be included to the structure of calculating commission.

Calculating commission determines existence of the quorum of general meeting of stockholders, explains matters, arose due to realization of voting right by stockholders (their representatives) in the general meeting, explains order of voting on matters, offered for voting, provides determined order of voting and rights of stockholders for participating in the voting, calculates voices and resumes voting, make minutes on resumes of voting, submits bulletins of voting to the archive of the company.

### **Voting in the general meeting of stockholders**

Voting in the general meeting of stockholders is carried out on principle "one voting stock if the company – one voice", except of cases, conducting cumulative voting on elections of members of supervisory board of the company.

### **Bulletins for voting**

Voting in the general meeting of stockholders on matters of agenda is carried out with bulletins for voting.

Form and text of bulletin for voting is approved by supervisory board of the company, except of cases, when special general meeting of stockholders is convened not by the supervisory board of the company. Voting bulletin is issued to stockholder (his representative), who was registered for participation in the general meeting.

Bulletin for voting must contain: full firm name of the company, date, time and place of conducting a general meeting of stockholders, formulation of each matter, offered to voting, and order of its seeing, variants of voting on each matter, offered for voting, expression of formulating "for" and "against" or "abstain from voting" (except of cumulative voting, when matter for voting is expressed with

formulating “for”), statement that bulletin for voting should be signed by stockholders (their representative).

In case of conducting a voting on matters of electing a member of supervisory board or auditing committee (auditor) of the company, bulletin for voting must contain information about candidate with his surname, name and father’s name.

#### **Calculation of voices in the voting**

Voices of voting persons, who can select only one variant to vote, will be calculated during voting. Bulletins for voting, filled with violation of stated requirement, will be considered invalid and voices in that matters will not be calculated.

In case if bulletin for voting contains several questions, brought to vote, and non observance of requirement against one or several questions, will not cause to find invalid the whole bulletin for voting.

#### **Report on resumes of voting**

Calculation committee draws up a report on resumes of voting, which includes information of existence of quorum of general meeting of stockholders, signed by members of calculation committee.

After drawing up a report on resumes of voting and signing minutes of general meeting of stockholders, bulletins for voting should be sealed by calculation committee and submitted for storing to archive of the company.

Report on resumes of voting is subject to be attached to the minutes of general meeting of stockholders.

Result of the voting is announced in the general meeting of stockholders, during which was conducted a voting, and after closing general meeting of stockholders are informed about it by publishing resumes of voting.

#### **Minutes of general meeting of stockholders**

Minutes of general meeting of stockholders is drawn up not later than ten days after closing general meeting of stockholders in two copies. Both copies are signed by chairman and secretary of general meeting.

Followings should be stated in the minutes of general meeting of stockholders:

- date, time and place of conducting general meeting of stockholders;
- total number of voices, owned by stockholders – owners of voting stocks of the company;
- amount of voices, owned by stockholders, participating in the general meeting;
- chairman (presidium) and secretary of general meeting, agenda of the meeting.

Main regulations of statements, matters offered for voting and results of voting, decisions, taken in the meeting.

#### **Decision of general meeting of stockholders**

Followings have voting rights on matters for voting in the general meeting of stockholders:

- stockholders - owners of ordinary stocks of the company;
- stockholders - owners of privileged stocks of the company, in the cases, foreseen by present Law.

Decision of general meeting of stockholders, on the matter, brought for voting is taken by majority of stockholders.

Calculation of voices in the general meeting of stockholders on the matter brought for voting, which voting rights are possessed by stockholders – owners of ordinary and privileged stocks of the company, is made by all voting stocks jointly.

Decision on matters, stated in the paragraphs second-fourth, sixth and fourteenth, part first, article 59 and parts second and third of article 84 of present Law, is taken by general meeting of stockholders, by majority three of fourth of stockholders – owners of voting stocks, participating in the general meeting of stockholders (qualified majority).

Decisions, taken by general meeting of stockholders and results of voting, are informed to stockholders in the order and terms, foreseen by present Law and charter of the company, but not later than thirty days from the date of taking such decisions.

Decisions, taken by general meeting of stockholders without participation of representative of government and to which was interposed a veto, in the order, determined by legislation, is not subject to be executed.