"APPROVED"

general meeting of shareholders

JSC "Boshtransloyiha"

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June 22, 2023

POSITION

ABOUT THE EXECUTIVE BODY

JOINT STOCK COMPANY

"HEAD DESIGN AND SURVEY

INSTITUTE OF TRANSPORT

"BOSHTRANSLOYIHA"

Tashkent city - 2023

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I. GENERAL PROVISIONS

1.1 These Regulations determine the status and regulate the work of the executive body of the Joint Stock Company "Leading Design and Survey Institute for Transport "Boshtransloyiha" (hereinafter referred to as the company).

2.1 Management of the current activities of the company is carried out by the sole executive body - the General Director, whose competence is determined by the Charter of the company and these Regulations.

3.1 These Regulations have been developed in accordance with the charter of the company, the Law of the Republic of Uzbekistan "On joint stock companies and protection of the rights of shareholders" (hereinafter referred to as the Law) and other regulatory legal acts of the Republic of Uzbekistan.

II.PROCEDURE (ELECTION) AND TERMINATION OF POWERSEXECUTIVE BODY

II.1. Management of the current activities of the company is carried out by the General Director of the company,in the manner established by the Company's Charter.

II.2. The election (appointment) of the General Director is carried out by the general meeting of shareholders for a period of three years, by a majority vote of shareholders - owners of voting shares of the company (simple majority) participating in the meeting.

II.3. A candidate for the position of General Director of a company is obliged to inform the company about the facts of bringing him to criminal liability.

II.4. When presenting a candidate for the position of General Director of the company, the chairman of the supervisory board informs about the terms of concluding the contract, the amount of wages, remuneration and compensation for management activities, and the candidate's consent to conclude the contract, confirmed by the candidate's personal statement.

II.5. A candidate for the position of General Director of the company may be present at the general meeting of shareholders when his candidacy is being considered.

II.6. After electing (appointing) a candidate for the position of General Director of the company, the supervisory board enters into an agreement with him to perform the duties of General Director of the company for a period of one year with an annual decision on the possibility of its extension or termination. DThe agreement on behalf of the company is signed by the chairman of the supervisory board or a person authorized by the supervisory board of the company. In the agreement concluded withGeneral Director of the companyhis obligations to improve the efficiency of the company's activities and the frequency of his reports to the general meeting of shareholders and the supervisory board of the company on the progress of implementation of the company's annual business plan must be provided.

II.7. The amounts of wages and remunerations of the General Director of the company are directly dependent on the efficiency of the company's activities and are determined by agreement.

Material incentives for the General Director are carried out in accordance with the requirements of the Resolution of the Cabinet of Ministers of the Republic of Uzbekistan dated July 28, 2015 N 207 "On the introduction of criteria for assessing the performance of joint-stock companies and other business entities with a state share."

II.8. Function combinationGeneral Director of the companywith a position in the management bodies of other organizations is permitted only with the consent of the supervisory board of the company.

II.9. The General Meeting of Shareholders has the right to terminate (terminate) the contract with the General Director of the company if he violates the terms of the contract.

II.10. The supervisory board of the company has the right to early terminate (terminate) the contract with the General Director of the company if he commits gross violations of the company's charter or causes losses to the company through their actions (inaction).

II.11. The decision to terminate (terminate) the contract with the General Director of the company by the general meeting of shareholders and the supervisory board of the company is made by a simple majority of votes.

II.12. If the general meeting of shareholders of the company makes a decision on termination of powersGeneral Director of the companyquestion of transfer of powersGeneral Director of the companyto another person may be resolved at the same meeting or left for consideration at the next general meeting of shareholders with the appointment of an interimGeneral Director of the company.

II.13. The supervisory board of the company, which decided to terminate powersGeneral Director of the company, makes a decision on the appointment of an interimGeneral Director of the company, and also convenes an extraordinary general meeting of shareholders to resolve the issue ofGeneral Director of the company.

III. COMPETENCE OF THE BOARD

III.1. The competence of the executive body of the company includes all issues of managing the current activities of the company, with the exception of issues falling within the competence of the general meeting of shareholders or the supervisory board of the company.

The executive body defines as the strategic goals of the Company the maintenance of financial stability, increasing labor productivity, competitiveness of services provided, modernization, technical and technological renewal of production, leading to an increase in the value of shares.

III.2. Rightsand the duties of the General Director of the company are established by law, the charter of the company andagreement concluded by each of them with the company.

III.3. The General Director of the company ensures the execution of decisions of the general meeting of shareholders and the Supervisory Board of the company.

III.4. The powers (rights) and responsibilities of the General Director of the company include:

- management of the company's activities within its competence;
- within the framework of his powers, dispose of the property and funds of the company;
- with the consent of the Supervisory Council, take part in its work in an advisory capacity;
- act on behalf of the company without a power of attorney, protect the interests of the company in government institutions, in all organizations and enterprises, regardless of form of ownership;
- opens settlement, currency and other accounts in banks with the right of first signature on bank and other financial documents of the company;
- within the limits of his powers, enter into transactions and sign agreements and contracts with the company’s clients and other organizations and enterprises;
- hire employees, conclude and terminate employment contracts with them. Apply disciplinary sanctions to them, ensure compliance with labor and executive discipline;
- in accordance with the law, issue powers of attorney on behalf of the company;
- issue orders, instructions and give instructions mandatory for execution by all employees of the company;
- determine and approve the staffing schedule of employees;
- approve regulations on the structural divisions of the company and job descriptions of the company’s employees;
- approve internal regulatory documents of the company, with the exception of internal regulatory documents, the approval of which falls within the competence of the general meeting of shareholders or the supervisory board;
- issue decisions, orders, instructions and give instructions mandatory for execution by all heads of subsidiaries, branches and representative offices of the company;
- appoint and dismiss heads of branches and subsidiaries of the company;
- determine the main activities of subsidiaries and approve its business plans and reports on their implementation;
- approve the charters of branches and subsidiaries and make changes and additions to them;
- approve the staffing schedule of branches and subsidiaries of the company;
- ensure effective communication between the Company's structural divisions;
- development of programs and business plans for the development of society, organization and control of their implementation;
- ensure receipt of profits specified in the business plan of the company, approved by the authorized management body of the company;
- ensure the organization, proper condition and reliability of accounting and reporting in the company, timely submission of the annual report and other financial statements to the relevant authorities, as well as information about the company’s activities sent to shareholders, creditors and other recipients of information in accordance with the law;
- **provide documents on the financial and economic activities of the company at the request of the Supervisory Board, internal audit service and/or auditor of the company;**
- ensuring complete and timely submission of statistical and accounting reports to the relevant government agencies;
- ensure storage of information containing official and commercial secrets of the company. The list of information related to official and commercial secrets is determined by the General Director of the company;
- take measures to ensure that the company's employees maintain commercial and official secrets of the company;
- provide society with qualified personnel. Take measures to effectively use the knowledge, qualifications, experience and abilities of employees;
- ensuring compliance with social guarantees and safe working conditions for employees;
- promptly submits information to the General Meeting of Shareholders and the Supervisory Board on the state of affairs within its competence;
- comply with all rights of shareholders to participate in general meetings of shareholders and the supervisory board, accrual and pay dividends;

- within its competence, ensure its effective and sustainable operation of the society;
- comply with the requirements of the current legislation of the Republic of Uzbekistan, by-laws and internal regulatory documents of the company;
- The General Director may have other powers (rights) and responsibilities in accordance with the legislation of the Republic of Uzbekistan, the charter and internal documents of the company.

IV.RESPONSIBILITY OF THE BOARD

IV.1. The general director of the company, when exercising his rights and fulfilling his duties, must act in the interests of the company and bear responsibility in the prescribed manner.

IV.2. The general director of the company, during the period of his work in this capacity, does not have the right to establish or take part in the establishment of enterprises, the activities of which create difficulties in the sale of products or in the provision of services to the company. The general director of the company is obliged to suspend his participation in similar enterprises upon appointment to a position in the company and inform the supervisory board of the company about this suspension.

IV.3. The general director of the company is liable to the company for damage caused to it as a result of failure to perform or improper performance of their functions, in full for compensation for damage caused to the company, in accordance with the current legislation of the Republic of Uzbekistan and the charter of the company.

IV.4. The company or shareholder(s) who owns at least one percent of the company's outstanding shares has the right to file a claim in court againstGeneral director of the companyon compensation for losses caused to society.

IV.5. The powers of the General Director of a company may be terminated by a court decision, with a ban on holding a leadership position in business companies for a period of at least one year, if the court finds him guilty of causing property damage to the company.

IV.6. The General Director may be held liable for damage caused to society as a result of providing misleading or knowingly false information or proposals to conclude and (or) make decisions on concluding a major transaction and (or) transaction with affiliates in order to obtain profit (income) from them or their affiliates.

In the event of a violation by the General Director of the Company of the procedure for concluding a major transaction or a transaction with affiliates, damage was caused to the Company and, in the manner prescribed by law, the guilt of the chairman of the board will be proven, he will bear subsidiary liability for the Company’s obligations to reimburse debts to creditors in the event of insufficiency of his property .