

“REGISTERED”
by the Center for Public Services of the
city of Navoi, Navoi region
under No. 3079278
on January 5, 2026

Appendix No. 1 to Decision No. 7 of the Sole
Shareholder of “NMMC” JSC dated
December 30, 2025

“APPROVED”
by the Decision of the Sole Shareholder of
“Navoi Mining and Metallurgical Company”
Joint-Stock Company
No. 7 dated December 30, 2025

Round stamp:
Outer cycle: *Ministry of Justice of the Republic of
Uzbekistan, Navoi Regional Department of Justice,
Center for Public Services of the city of Navoi*
Inner cycle: *The State Emblem of The Republic of
Uzbekistan*

Round stamp:
Outer cycle: *“Navoi Mining and Metallurgical
Company” Joint-Stock Company*
Inner cycle: *Emblem of the Company*

CHARTER OF THE “NAVOI MINING AND METALLURGICAL COMPANY” JOINT-STOCK COMPANY

(NEW EDITION)

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1. GENERAL PROVISIONS

- 1.1. “Navoi Mining and Metallurgical Company” Joint-Stock Company (hereinafter referred to as the “Company”) is established and performs its activities based on the Law of the Republic of Uzbekistan No. LRU-370 dated May 6, 2014 “On Joint-Stock Companies and Protection of Shareholders’ Rights”, Presidential Decree No. PD-4124 dated January 17, 2019 “On Measures to Further Improve the Activities of Enterprises in the Mining and Metallurgical Industry”, Presidential Decree No. PD-4629 dated March 6, 2020 “On measures to reform the State Enterprise “Navoi Mining and Metallurgical Combine”, Decree of the Cabinet of Ministers of the Republic of Uzbekistan No. 170 dated March 30, 2021 “On the organization of the activities of “Navoiuran” State Enterprise, “Navoi Mining and Metallurgical Company” Joint-Stock Company, “Navoi Mining and Metallurgical Company Fund” State Institution” (hereinafter referred to as the “Legislation”) and this Charter (hereinafter referred to as the “Charter”).
- 1.2. Legal status of the Company and the rights and obligations of its shareholders shall be determined by the Civil Code of the Republic of Uzbekistan, the Law of the Republic of Uzbekistan No. LRU-370 dated May 6, 2014 “On Joint-Stock Companies and Protection of Shareholders’ Rights” and the Charter of the Company.

2. COMPANY NAME, LOCATION ADDRESS AND EMAIL ADDRESS

- 2.1. Full corporate name of the Company:
 - (1) in the state language (Latin alphabet): “**Navoiy kon-metallurgiya kombinati aksiyadorlik jamiyati**”;
 - (2) in the state language (Cyrillic alphabet): “**Навоий кон-металлургия комбинати акциядорлик жамияти**”;
 - (3) in Russian language: **акционерное общество «Навоийский горно-металлургический комбинат»**;
 - (4) in English language: “**Navoi Mining and Metallurgical Company**” Joint-Stock Company.
- 2.2. Abbreviated corporate name of the Company:
 - (1) in the state language (Latin alphabet): “**NKMK** AJ;
 - (2) in the state language (Cyrillic alphabet): “**HKMK** АЖ”;
 - (3) in Russian language: **АО «НГМК»**;
 - (4) in English language: “**NMMC** JSC.
- 2.3. Address (postal address) of the Company: 210100, Republic of Uzbekistan, Navoi region, Navoi city, Navoi street, 27.
- 2.4. Email address of the Company: info@ngmk.uz.
- 2.5. Official corporate website of the Company: www.ngmk.uz.

3. LEGAL STATUS OF THE COMPANY

- 3.1. The Company is a legal entity and owns separate property, including property transferred to it in the authorized fund (authorized capital), accounted for on its own balance sheet, can acquire and exercise property and personal non-property rights on its own behalf, bear obligations, be a plaintiff and the defendant in court.
- 3.2. The Company acquires the status of a legal entity from the moment of state registration.
- 3.3. The Company is established for an indefinite period.

- 3.4. The Company has the right to open bank accounts on the territory of the Republic of Uzbekistan and abroad in the manner established by the Legislation.
- 3.5. The Company has the right to have a round seal with the full corporate name of the Company written in the state language and address of the location. The corporate name of the Company can be simultaneously displayed on the seal in any other language.
- 3.6. The Company has the right to stamps and blanks bearing its corporate name, emblem, duly registered trademarks, and other means of individualizing participants in civil turnover, goods, works, and services.
- 3.7. The Company is liable for its obligations with all property belonging to it.
- 3.8. Shareholders are not liable for the obligations of the Company and bear the risk of compensation for losses associated with its activities, to the extent of the value of their shares.
- 3.9. Shareholders who have not fully paid for the shares are jointly and severally liable for the obligations of the Company to the extent of the unpaid portion of the value of their shares.
- 3.10. The Company is not liable for the obligations of its shareholders.
- 3.11. The state and its bodies are not liable for the obligations of the Company, nor is the Company liable for obligations of the state and its bodies.
- 3.12. The Company has the right to create branches and open representative offices in the manner established by the Legislation.
- 3.13. The Company may have or establish subsidiaries and dependent companies in the form of a joint-stock company or a limited liability company.
- 3.14. The Company has the right to participate in the establishment of enterprises, organizations, and other commercial structures in the manner established by the Legislation.

4. PURPOSE AND SUBJECT (MAIN DIRECTIONS) OF THE COMPANY'S ACTIVITY

- 4.1. The main purpose of the Company's activities is to generate profit (income) by engaging in activities contemplated in the Charter for the benefit of the Company's shareholders.
- 4.2. The subject (main directions) of the Company's activity is as follows:
 - (1) mining, production and processing of precious metals and gemstones;
 - (2) processing of industrial products containing precious and rare metals;
 - (3) sales of refined gold;
 - (4) production, transportation, storage, and sale of explosives and toxic substances, materials, and products using them, as well as explosive means;
 - (5) conducting blasting operations;
 - (6) carrying out exploration activities;
 - (7) geodetic activities;
 - (8) design, construction and operation of high-risk facilities and potentially hazardous industries;
 - (9) capital construction;
 - (10) design, construction and operation of broadcasting networks;
 - (11) design, construction, operation and maintenance of local, long-distance and international telecommunications networks;
 - (12) design, construction, operation and maintenance of mobile radio telephone networks;

- (13) design, construction, operation and maintenance of personal radio networks;
- (14) design, construction, operation and maintenance of data networks;
- (15) design, construction and operation, maintenance and use of cryptographic information protection equipment;
- (16) design, installation, adjustment, repair and maintenance of fire extinguishers, safety and fire alarm systems;
- (17) passenger and freight transportation by inland rail transport;
- (18) urban, suburban, intercity and international transportation of passengers and goods by road;
- (19) import (export), transport, storage and use of precursors for production purposes;
- (20) machine tool industry;
- (21) production of construction materials;
- (22) training, retraining, and further education of personnel at the expense of the Company's funds, as well as funds of individuals and legal entities based on an agreement.

- 4.3. Activities requiring a special license or other authorization document shall be carried out after obtaining such license and/or authorization in the manner prescribed by the Legislation
- 4.4. The Company also has the right to engage in activities as follows:
 - (1) wholesale trade and commission trade;
 - (2) sale of natural gas and liquefied petroleum gas;
 - (3) operation of a bonded warehouse;
 - (4) manufacture, repair, sale and rental of measuring instruments;
 - (5) manufacture of engineering products for own use and for other users;
 - (6) demercurization of fluorescent lamps;
 - (7) organization of railway caravans.
- 4.5. The Company may engage in any other types of activities both on the territory of the Republic of Uzbekistan and abroad as provided by the Legislation.

5. RIGHTS AND DUTIES OF THE SHAREHOLDERS OF THE COMPANY

- 5.1. The rights and obligations of the Company's shareholders, including holders of privileged shares (if the Company has issued such shares), are determined by the Legislation and the Charter.
- 5.2. A Company's shareholder is entitled to:
 - (1) be included in the register of the Company's shareholders;
 - (2) receipt of a statement from the custody account about itself;
 - (3) receiving part of the Company's net profit as dividends;
 - (4) receipt of a part of property in the event of liquidation of the Company in accordance with his/her share;
 - (5) participation in the management of the Company by voting at general meetings of shareholders;
 - (6) obtaining in the prescribed manner full and reliable information on the results of the financial and economic activities of the Company;
 - (7) free disposal of dividends received;

- (8) protection of his/her rights in the authorized body for the regulation of the securities market, as well as in court;
- (9) a claim for the reimbursement for damage caused to him in accordance with the prescribed manner;
- (10) joining in associations and other non-governmental non-profit organizations in order to represent and protect their interests;
- (11) insurance of risks associated with potential losses, including lost profits when acquiring securities.

5.3. The shareholder of the Company may have other rights in accordance with the Legislation and Charter.

5.4. The shareholder of the Company is obliged to do the following:

- (1) Pay for the Company's shares within the time frame, manner, and procedure provided for by the Legislation, the Charter, and decisions on the issue of shares (emission);
- (2) shall not disclose any official, commercial secrets and other confidential information protected by Legislation about the Company or its activities;
- (3) shall perform other duties in accordance with the Legislation and the Charter.

5.5. The rights to the shares shall be transferred to the acquirer of the shares from the moment of making the appropriate credit entry on the acquirer's custody account and shall be confirmed by an extract from the custody account issued in the manner established by the Legislation.

5.6. The rights certified by the share shall be transferred to their acquirer from the moment of transfer of rights to this security.

6. AUTHORIZED FUND (CAPITAL) OF THE COMPANY

- 6.1. Authorized fund (capital) of the Company consists of nominal value of shares of the Company received by the shareholders (placed shares) and expressed in the national currency of the Republic of Uzbekistan.
- 6.2. The size of the authorized fund (capital) is 15 073 509 601 000 (fifteen trillion seventy-three billion five hundred nine million six hundred one thousand) sums, divided by 15 073 509 601 (fifteen billion seventy-three million five hundred nine thousand six hundred one) pieces of common shares.
- 6.3. The authorized fund (capital) of the Company determines the minimum amount of the Company's property which guarantees the interests of the Company's creditors.

7. NUMBER, NOMINAL VALUE AND TYPES OF THE COMPANY'S SHARES

- 7.1. The Company has placed 15 073 509 601 (fifteen billion seventy-three million five hundred nine thousand six hundred one) pieces of common shares.
- 7.2. The nominal value of each common share of the Company is 1,000 (One Thousand) soums.
- 7.3. The Company may, in the manner established by the Legislation, conduct an open subscription for shares issued by it through a public offering or a closed subscription through a private placement.
- 7.4. The Company may issue both common and preferred shares. The nominal value of the preferred shares placed must not exceed 25% (Twenty-five per cent) of the Company's authorized fund (capital).
- 7.5. The Company may consolidate or split the placed shares in the manner established by the Legislation and the Charter, subject to appropriate amendments to the Charter relating to the nominal value and number of placed shares.

8. CORPORATE BONDS AND OTHER SECURITIES OF THE COMPANY

- 8.1. The Company has the right to issue and place corporate bonds, including corporate bonds convertible into the Company's shares, as well as other securities.
- 8.2. The issuance of corporate bonds by the Company, including corporate bonds convertible into shares, is carried out in the manner established by the Legislation and the Charter.

9. PROCEDURE FOR INCREASING AND DECREASING THE AUTHORIZED FUND (CAPITAL) OF THE COMPANY

- 9.1. The authorized fund (capital) of the Company may be increased by placing additional shares. Additional shares may be placed by the Company only to the extent of the number of authorized shares established in the Charter of the Company.
- 9.2. The Company has the right to place 922 209 545 (nine hundred twenty-two million two hundred nine thousand five hundred forty-five) additional common shares for the amount of 922 209 545 000 (nine hundred twenty two billion two hundred nine million five hundred forty five thousand) sums with nominal value of 1,000 (One thousand) soums in addition to the placed shares.
- 9.3. Decisions to increase the authorized fund (capital) of the Company and to amend the Charter in relation to the increase of the authorized fund (capital) of the Company and the reduction of the number of authorized shares of the Company shall be made by the Supervisory Board.
- 9.4. The authorized fund (capital) of the Company may be reduced by reducing the nominal value of the shares or by reducing their total number, including through the acquisition of part of the shares by the Company with their subsequent cancellation.
- 9.5. Decisions to reduce the authorized fund (capital) of the Company and to amend the Charter accordingly are made by the General Meeting of Shareholders.
- 9.6. The Company shall reduce the authorized fund (capital), as well as inform the creditors thereof, in the manner established by the Legislation.

10. RESERVES AND OTHER FUNDS OF THE COMPANY

- 10.1. A reserve fund shall be created in the amount of not less than 15% (Fifteen per cent) of the authorized fund (capital) of the Company. The Company's reserve fund is formed from mandatory annual deductions of at least 5% (Five per cent) of net profit until the established amount is reached.
- 10.2. The Company's reserve fund is designed to cover its losses, redeem corporate bonds of the Company, pay dividends on preferred shares and redeem the Company's shares in the absence of other funds.
- 10.3. The Company's reserve fund may not be used for other purposes.
- 10.4. Mandatory deductions shall be reinstated when the Company's reserve fund has been fully or partially utilized.
- 10.5. The Company can establish other funds in the manner established by the Legislation.

11. DIVIDEND PAYMENT PROCEDURE

- 11.1. In compliance with the legislation, once taxes, fees and other obligatory payments to the budget are made, the net profit that remains at the disposal of the Company and (or) retained profit from previous years shall be distributed to shareholders as a dividend by decision of the General Meeting of Shareholders of the Company.

- 11.2. The Company is entitled to make decisions on the payment of dividends on placed shares based on the results of the first quarter, six months, nine months of the financial year and (or) based on the results of the financial year, as well as in any other manner prescribed by the Legislation.
- 11.3. The decision on the payment of dividends, the amount of the dividend, the form and procedure for its payment on shares of each type is made by the General meeting of shareholders on the basis of a recommendation from the supervisory board of the company, data from the financial statements if there is an audit report on its reliability. The amount of dividends cannot be more than recommended by the supervisory board of the company. The decision to pay dividends shall specify the starting and ending dates for the payment of dividends. The term for payment of dividends shall not exceed 60 (Sixty) days from the date of such a decision.
- 11.4. Dividends on preference shares of the Company shall be paid in the amount of 25% (Twenty-five per cent) of the nominal value of the shares.
- 11.5. The amount of dividends (liquidation value) payable on preference shares on liquidation of the Company shall be 100% (One hundred per cent) of the nominal value of the preference shares.

12. MANAGEMENT BODIES OF THE COMPANY

- 12.1. The management bodies of the Company are:
 - (1) General Meeting of Shareholders;
 - (2) Supervisory Board;
 - (3) Management Board.

13. GENERAL MEETING OF SHAREHOLDERS

- 13.1. The General Meeting of Shareholders is the supreme management body of the Company.
- 13.2. The Company shall hold an annual general meeting of shareholders (Annual General Meeting of Shareholders).
- 13.3. The Annual General Meeting of Shareholders shall be held no later than 6 (Six) months after the end of the financial year.
- 13.4. General Meetings of Shareholders, other than the Annual General Meeting, shall be deemed to be extraordinary.
- 13.5. The date and procedure for holding a General Meeting of Shareholders, the procedure for notifying shareholders of the meeting, and the list of documents (information) to be provided to shareholders in preparation for the General Meeting of Shareholders are established by the Supervisory Board.
- 13.6. The competence of the General Meeting of Shareholders of the Company includes:
 - (1) introduction of amendments and additions to the Company's Charter or approval of the Company's Charter in a new edition, with the exception of the cases authorized by the Supervisory Board;
 - (2) reorganization of the Company;
 - (3) liquidation of the Company, appointment of a liquidator (liquidation commission), approval of the interim and final liquidation balance sheets;
 - (4) determination of the maximum number of authorized shares;
 - (5) approval of the decision on the issue of securities and the prospectus of share issue (in case of public offering);
 - (6) amending and/or supplementing the decision to issue securities and the prospectus of issue and approving of the texts of these amendments and/or supplements;

- (7) reduction of the authorized fund (capital) of the Company;
- (8) the Company's decision to acquire its shares;
- (9) consolidation and splitting the Company's shares;
- (10) approval of the organizational structure of the Company, changes to it after approval by the Supervisory Board;
- (11) determination of the quantitative composition of the Supervisory Board and the Committee of Minority Shareholders, the election of their members, and early termination of their powers;
- (12) determining the amount of remuneration and/or compensation payable to members of the Supervisory Board;
- (13) appointment, renewal or early termination of the term of office of the Chairman of the Board – General Director;
- (14) determination of the amount and maximum amount of remuneration for the Chairman of the Management Board – General Director and other members of the Management Board, as well as approval of issues regarding their change after approval by the Supervisory Board
- (15) transferring the powers of the executive body of the Company to a commercial organization (“trust manager”), determining the amount of remuneration payable to the trust manager, concluding and terminating an agreement with the trust manager;
- (16) approval of the annual report of the Company, as well as its medium- and long-term development strategy, with timelines, based on the main activities and objectives of the Company;
- (17) making a decision on the distribution of profits and losses of the Company, as well as on the payment of dividends, the amount of the dividend, the form and procedure for its payment;
- (18) hearing reports of the Supervisory Board on issues within the competence of the Supervisory Board, including compliance with the requirements for managing the Company established by the Legislation;
- (19) adoption of a decision on non-application of the preemptive right provided for in article 35 of the Law “On Joint-Stock Companies and Protection of Shareholders’ Rights”;
- (20) adoption a decision on making a major transaction in relation to assets, book value or acquisition cost of which is more than 50% (fifty per cent) of the Company’s net assets as of the date of the decision on the transaction, and making a decision on the relevant transaction, if the Supervisory Board has not reached unanimity on the issue of concluding a major transaction;
- (21) adoption a decision on entering into transactions (agreements) involving the attraction of financing exceeding 50% (Fifty per cent) of the Company’s net assets as of the date of the Company’s decision;
- (22) adoption a decision on making transactions with affiliates of the Company in the manner and under the circumstances prescribed by Legislation;
- (23) determining the auditing organization for the obligatory audit, deciding on the amount of the maximum remuneration for the services of this organization and concluding (terminating) an agreement with this organization;
- (24) approval of the regulations “On the General Meeting of Shareholders”, “On the Supervisory Board”, “On the Management Board”, “On holding a contest and selecting candidates for independent members of the Supervisory Board”;

- (25) approval of the regulations of the General Meeting of Shareholders;
- (26) solving other issues in accordance with the Legislation and the Charter.
- 13.7. Matters within the competence of the General Meeting of Shareholders cannot be referred to the Supervisory Board for decision.
- 13.8. The decision of the General Meeting of Shareholders on the issue put to the vote is adopted by a majority of votes of the shareholders – owners of the Company's voting shares (by simple majority) participating in the meeting.
- 13.9. The decisions on the matters referred to in subparagraphs (1), (2), (3), (4), (18), (20), (21) and (22) of Article 13.6 of the Charter shall be adopted by the General meeting of shareholders by a three-fourths (three quarters) majority of the votes of shareholders holding voting shares participating in the General Meeting of Shareholders (by qualified majority).
- 13.10. If all the common shares of the Company are held by one shareholder, no General Meeting of Shareholders shall be held. Decisions on matters referred to the General Meeting of Shareholders in accordance with the Legislation and the Charter shall be taken by such shareholder alone and shall be in writing, with the exception where the Company's preference shares are entitled to vote in accordance with the Legislation.
- 13.11. Matters referred to the competence of the General Meeting of Shareholders shall be decided by the shareholder by way of independent decision-making.
- 13.12. The minutes of the General Meeting of Shareholders shall be drawn up in duplicate no later than 10 (ten) days after the closing of the General Meeting of Shareholders. Both copies shall be signed by the chairman of the General Meeting of Shareholders and the Secretary of the meeting (authorized representative of the sole shareholder).
- 13.13. The General Meeting of Shareholders is regulated by the Legislation, the Charter and the Regulation "On the General Meeting of Shareholders".

14. SUPERVISORY BOARD

- 14.1. The Supervisory Board carries out general management of the Company's activities, with the exception of the issues referred to the competence of the General Meeting of Shareholders in accordance with the Legislation and the Charter.
- 14.2. The Supervisory Board consists of 9 (nine) members, at least 2 (Two) of whom must be independent.
- 14.3. Members of the Supervisory Board are elected by the General Meeting of Shareholders for a term of 3 (three) years in the manner prescribed by the Legislation, the Charter, the Regulations "On the Supervisory Board" and "On holding a contest and selecting candidates for independent members of the Supervisory Board".
- 14.4. Persons elected to the Supervisory Board may be re-elected indefinitely.
- 14.5. The procedure for the formation of the Supervisory Board, as well as the requirements for individuals selected to serve on the Supervisory Board, including independent members, may be established in the regulations "On the Supervisory Board" and "On holding a contest and selecting candidates for independent members of the Supervisory Board".
- 14.6. The Chairman of the Supervisory Board and the Deputy Chairman are elected by the members of the Supervisory Board from among its members by a majority vote of the total number of members of the Supervisory Board. In this case, the Supervisory Board may re-elect its chairman by a majority vote of the total number of members of the Supervisory Board.

- 14.7. The Chairman of the Supervisory Board shall arrange the proceedings of the Supervisory Board, approve the agenda of meetings of the Supervisory Board, convene and preside at meetings of the Supervisory Board and organizes the minutes of the meetings.
- 14.8. In the absence of the Chairman of the Supervisory Board, his/her duties are performed by the Deputy Chairman of the Supervisory Board or one of the members of the Supervisory Board.
- 14.9. The Chairman of the Supervisory Board may convene meetings at his/her own initiative or in response to requests from a member of the Supervisory Board, the Internal Audit Service, the Corporate Secretariat, Compliance Service or the Management Board. In doing so, the person requesting the meeting shall submit a list of matters to be considered at the Supervisory Board meeting and materials (information) thereon to the Corporate Secretariat. Based on the information provided, the Corporate Secretariat:
 - (1) considers the matters on the agenda of the meeting as referred to the competence of the Supervisory Board;
 - (2) considers and agrees that the material (information) on the items on the agenda of the meeting is complete and gives its opinion if necessary.
- 14.10. The quorum for a meeting of the Supervisory Board must be at least 75% (seventy-five per cent) of the members elected to the Supervisory Board.
- 14.11. Based on the decision of the Chairman of the Supervisory Board, a meeting of the Supervisory Board may be held in the form of direct participation by members (including through remote participation using information and communication technology) or in absentia (by poll). Decisions of the Supervisory Board may be taken unanimously by all members of the Supervisory Board by absentee voting (by poll). Also, the minutes of the meeting of the Supervisory Board can be issued in electronic form.
- 14.12. A request to convene a meeting of the Supervisory Board with the relevant materials (information) attached shall be sent to the Chairman of the Supervisory Board by sending an appropriate written notice containing the proposed agenda for the meeting of the Supervisory Board. The Chairman of the Supervisory Board must decide whether or not to convene a meeting of the Supervisory Board within 2 (Two) business days of receipt of the request to convene a meeting of the Supervisory Board.
- 14.13. A meeting of the Supervisory Board must be convened by the Chairman of the Supervisory Board no later than 10 (Ten) business days from the date of receipt of the request for convening. The person making the request must be invited to such a meeting.
- 14.14. The Chairman of the Supervisory Board may not refuse to convene a meeting of the Supervisory Board, with the exception of the following cases:
 - (1) if the request to convene a meeting is contrary to the Legislation and/or the Charter;
 - (2) if the person requesting a meeting of the Supervisory Board is not entitled to make such a request;
 - (3) if all matters proposed for consideration by the Supervisory Board do not fall within the exclusive competence of the Supervisory Board.
- 14.15. By the decision of the General meeting of shareholders, members of the supervisory board of the company may be paid remuneration and / or reimbursed for expenses related to the performance of the functions of members of the supervisory board for the period they perform their duties. The size of such remuneration and compensation is established by decision of the General meeting of shareholders. However, travel expenses incurred by members of the Supervisory Board in connection with the Company's business shall be excluded, and the expenses related to such business trips may be reimbursed by decision of the Management Board in accordance with the norms established by the Legislation.

14.16. The competence of the Supervisory Board includes:

- (1) determination of the priority areas of the Company's activity with regular listening to the report of the Management Board of the Company on measures taken to achieve the development strategy of the Company;
- (2) convocation of annual and extraordinary General Meetings of Shareholders in the manner prescribed by Legislation;
- (3) preparation of the agenda for the General Meeting of Shareholders;
- (4) determination of the date, time and place of the General Meeting of Shareholders;
- (5) determining the date for the formation of the register of shareholders of the Company for notification of the General Meeting of Shareholders;
- (6) preliminary approval of matters to be submitted to the General Meeting of Shareholders;
- (7) monitoring the activities of the Management Board;
- (8) organization of establishing the market value of the Company's assets;
- (9) preliminary approval of the Company's annual financial statements and ensuring the integrity of the accounting and financial reporting system;
- (10) approval of the Company's business plan for the next year at a meeting of the Supervisory Board no later than December 1 of the current year;
- (11) approval of investment programs and projects;
- (12) approval of the regulations on the establishment of committees or other working groups/bodies of the Supervisory Board, the activity and procedure of these committees or other working groups/bodies, their composition, scope of duties and powers;
- (13) considering and making decisions on matters submitted by committees of the Supervisory Board;
- (14) in the event of early termination of the powers of the Chairman of the Management Board – General Director in accordance with the decision of the General Meeting of Shareholders, the appointment of a person to temporarily perform his/her duties until a new person is appointed to the position of Chairman of the Management Board – General Director;
- (15) appointment of members of the Management Board, extension or early termination of their powers, with the exception of the Chairman of the Management Board – General Director;
- (16) approval of the list of key executive positions (key executives) of the Company;
- (17) approval of candidates for key executive positions of the Company proposed by a member of the Supervisory Board and/or the Chairman of the Board – General Director;
- (18) Establishing the Corporate Secretariat, appointing and dismissing its employees, determining the amount of remuneration paid to them, taking incentives or disciplinary measures, as well as hearing quarterly reports of the Corporate Secretariat;
- (19) approval of the regulation "On the Corporate Secretariat";
- (20) formation of the Internal Audit Service and approval of its regulation based on the proposal of the Audit Committee, appointment and dismissal of its personnel, hearing of its reports on a quarterly basis;
- (21) formation of the Compliance Service and approval of its regulation, appointment and dismissal of the Head of the Compliance Service, as well as hearing its reports on a quarterly basis;

- (22) making a decision on conducting an audit (except for a mandatory audit), on determining an audit organization, the maximum amount of payment for its services and concluding (terminating) an agreement with it;
- (23) giving recommendations on the size of the dividend, the form and procedure for its payment;
- (24) use of reserve and other funds of the Company;
- (25) establishing branches and opening of representative offices of the Company;
- (26) establishing, reorganization, and liquidation of subsidiaries and affiliates;
- (27) conclusion of transactions related to the participation of the company in commercial and non-commercial organizations (shares and/or stakes in the authorized capital of legal entities) in the manner prescribed by the Legislation;
- (28) adoption a decision on making a major transaction in relation to assets, book value of which is between 15% (fifteen per cent) and 50% (fifty per cent) of the Company's net assets as of the date of the decision on the transaction;
- (29) adoption a decision on entering into transactions (agreements) involving the attraction of financing between 5% (five per cent) and 50% (fifty per cent) of the Company's net assets as of the date of the Company's decision;
- (30) making a decision to enter into agreements with affiliates of the Company in the manner and under the circumstances prescribed by Legislation;
- (31) making a decision on the general limit of donations, sponsorship, and non-profit support provided by the Company, as well as donations, sponsorship, and non-profit support that can be provided based on a decision of the Management Board under the circumstances prescribed by Legislation;
- (32) submitting for approval to the General Meeting of Shareholders: the amount of remuneration of the Management Board and its maximum limits, the organizational structure of the Company, along with any modifications to be made to them;
- (33) adoption a decision on increasing the authorized capital (authorized fund) of the Company, as well as making amendments and additions to the charter of the Company related to an increase in the authorized capital (authorized fund) of the company and a decrease in the number of authorized shares of the Company;
- (34) determination of the price of placement (offering for organized securities trading) of shares in accordance with Article 34 of the Law "On Joint-Stock Companies and Protection of Shareholders' Rights";
- (35) making decisions on the issue by the company of corporate bonds, including convertible into shares;
- (36) making decisions on the issue of derivative securities;
- (37) decision-making on the redemption of the Company's corporate bonds;
- (38) organize an assessment of the corporate governance system within the Company by selecting an independent organization authorized to conduct the assessment;
- (39) solving other issues in accordance with the Legislation and the Charter.

14.17. The matters referred to in subparagraph (28) and (30) of paragraph 14.16 of the Charter are adopted unanimously by the Supervisory Board. Decisions of the Supervisory Board on other matters are made by a majority vote of the members present at the meeting. A decision of the Supervisory Board may be taken unanimously by all members of the Supervisory Board by absentee vote (by poll).

- 14.18. Matters within the competence of the Supervisory Board cannot be referred to the Management Board for decision.
- 14.19. Each member of the Supervisory Board has one vote when deciding issues at the meetings of the Supervisory Board.
- 14.20. The transfer of a vote by one member of the Supervisory Board of the Company to another member of the Supervisory Board is not allowed.
- 14.21. In the case of equality of votes among members of the Supervisory Board, the Chairman of the Supervisory Board has a decisive vote.
- 14.22. The operating procedure of the Supervisory Board is regulated by the Legislation, the Charter and the Regulation “On the Supervisory Board”.
 - (1) Committees and/or working groups are established under the Supervisory Board for the preliminary review of issues submitted to the Supervisory Board and to perform other tasks provided for in the statutes regulating its activities.
- 14.23. The committees of the Supervisory Board are formed from the members of the Supervisory Board, subject to the provisions set out in paragraph 14.25 of the Charter.
- 14.24. The committees of the Supervisory Board may include experts and specialists who have the required qualifications, knowledge, experience and skills to serve on a particular committee without the right to vote on the issues under consideration.
- 14.25. The procedure for forming committees of the Supervisory Board, their activities, tasks and powers, as well as their interaction with the Management Board and structural divisions of the Company are determined by regulations approved by the Supervisory Board.

15. MANAGEMENT BOARD

- 15.1. The management of the daily operations of the Company is carried out by a collegial executive body – the Management Board.
- 15.2. The Management Board consists of five (5) members.
- 15.3. The Chairman of the Management Board – General Director is appointed by the General Meeting of Shareholders, and the other members of the Management Board are appointed by the Supervisory Board for a period of three (3) years.
- 15.4. The powers of the Chairman of the Management Board – General Director may be extended or early terminated in compliance with a decision of the General Meeting of Shareholders, while the powers of the other members of the Management Board may be extended or early terminated in compliance with a decision of the Supervisory Board.
- 15.5. The Chairman of the Management Board – General Director has the right to make decisions on the following issues by order without agreement with the Supervisory Board:
 - (1) provide leave to the Management Board member and/or key executives and sending them on a business trip;
 - (2) appointment of other employees of the Company to temporarily perform duties in the specified positions during the temporary absence of a member of the Management Board and/or a key executive for certain reasons (work leave, business trip, temporary disability).
- 15.6. The Management Board is chaired by the Chairman of the Management Board – General Director. The Chairman of the Management Board – General Director acts on behalf of the Company without power of attorney.
- 15.7. The person appointed (re-appointed) to the Chairman of the Management Board – General Director cannot be appointed to the position for more than two consecutive terms.

15.8. In the event of early termination of the powers of the Chairman of the Management Board – General Director, his/her duties may be temporarily performed by a person appointed by the Supervisory Board until the next General Meeting of Shareholders, at which the Chairman of the Management Board – General Director shall be appointed.

15.9. Contracts are concluded with the Chairman of the Board – the General Director and other members of the Management Board for a period of 3 (three) years with an annual decision to extend or terminate the contract. The contract with the Chairman of the Board – General Director is signed on behalf of the Company by the Chairman of the Supervisory Board or an authorized individual designated by the Supervisory Board. Contracts with the members of the Management Board are signed by the Chairman of the Board – General Director on behalf of the Company.

15.10. All matters related to the management of the daily operations of the Company, with the exception of matters of the General Meeting of Shareholders, the Supervisory Board, and Management Board determined with clause 15.14 of the Charter, are under the authority of the Chairman of the Management Board. In particular, the competence of the Chairman of the Management Board – General Director includes:

- (1) representing the interests of the Company and making transactions in agreement with the Management Board by clause 15.14 of this Charter;
- (2) enter into agreements/contracts that are not referred by the Legislation and/or the Charter to the competence of other management bodies of the Company;
- (3) dispose of property and funds within the limits of his/her powers in the manner prescribed by the Legislation and the Charter;
- (4) approval of documents regulating the internal operations of the Company (with the exception of documents approved by the Management Body collectively, the General Meeting of Shareholders and/or the Supervisory Board);
- (5) accounting and reporting procedures in the Company;
- (6) allocation of powers to employees of the Company;
- (7) ensuring interaction between the business units of the Company;
- (8) organization of implementation of decisions of the General Meeting of Shareholders, the Supervisory Board and the Management Board;
- (9) provide individual powers of attorney within the limits of his/her power, giving the rights to perform actions specified in the power of attorney on behalf of the Company;
- (10) adopt orders for allocation of employer's rights to the Management Board Members, key executives and heads of business units;
- (11) ensuring the implementation of the approved business plan, investment program and production program;
- (12) ensuring the compliance with safety and environmental regulations;
- (13) ensuring the compliance with safe regimes and standards of equipment use;
- (14) approval of internal local documents (regulations, procedures) to establish the amount of remuneration and/or compensation payable to the employees of the Company and organizational structures of the structural units of the Company in agreement with the Management Board;
- (15) approval of the staff schedule of the Company and the list and determination of the amount of remuneration and/or compensation payable to the employees of the Company (with the exception of members of the Management Board, employees of the Internal Audit Service, employees of the Compliance Service, employees of the Corporate Secretariat);

- (16) appointment of key executives of the Company in agreement with the Supervisory Board;
- (17) appointment of heads of branches and representative offices of the Company and key managers of the Company in agreement with the Management Board;
- (18) determining the remuneration and/or compensation for the key executives and key managers of the Company and the heads of branches and representative offices of the Company in agreement with the Management Board;
- (19) conclude and terminate labor contracts with the employees of the Company, encourage them or take disciplinary measures against them;
- (20) resolve other issues not within the competence of the General Meetings of Shareholders, the Supervisory Board, or the Management Board.

- 15.11. Meetings of the Management Board are held as necessary, but at least once a month.
- 15.12. Each member of the Management Board has one vote when deciding issues at the meetings of the Management Board. The transfer of a vote by one member of the Management Board to another member of the Management Board is not allowed.
- 15.13. The quorum for holding a meeting of the Management Board must be at least 60% (Sixty per cent) of the members of the Management Board. In The case of equality of votes among members of the Management Board, the Chairman of the Management Board – General Director has a decisive vote.
- 15.14. The competence of the Management Board includes the following issues, and decisions which must be made collectively:
 - (1) development of the priorities of the Company and plans for their implementation and submission to the Supervisory Board for consideration;
 - (2) development of a medium-term and long-term development strategy of for the Company based on the main directions and goals of the operations of the Company and submission to the General Meeting of Shareholders through the Supervisory Board for approval;
 - (3) development of the annual financial report, business plan, balance sheet, profit and loss statement of the Company, report on measures to implement the development strategy of the Company and other necessary reporting documents and submission to the Supervisory Board for consideration;
 - (4) prepare and submit monthly and quarterly reports on implementing the parameters of the business plan of the Company and submit them to the Supervisory Board for consideration;
 - (5) making a decision on entering into a major transaction in relation to assets, book value of which is from 1% (one per cent) up to 15% (fifteen per cent) of the amount of the Company's net assets as of the date of the decision on the transaction;
 - (6) making a decision on entering into transactions (agreements) involving the attraction of financing up to 5% (five per cent) of the amount of the Company's net assets as of the date of the Company's decision;
 - (7) making decisions by the Company within the limits set by the Supervisory Board, in compliance with conditions of charitable, sponsorship and non-profit support;
 - (8) approval of internal local documents (regulations, procedures) to establish the amount of remuneration and/or compensation payable to the employees of the Company and organizational structures of the structural units of the Company and agreeing;
 - (9) agreeing the candidates for the heads of branches and representative offices of the Company;
 - (10) agreeing the amount of remuneration and/or compensation for the key executives and the heads of branches and representative offices of the Company;

- (11) establishment of the committees of the Management Board, as well as approval of regulations on the activities and working procedures of these committees, their composition, the scope of their duties and powers;
- (12) reviewing the performance of the business units of the Company;
- (13) coordinating the activities of the Company and reviewing the performance on mutual cooperation between the Company and its subsidiaries and affiliated business entities;
- (14) making a decision on the position (proposals, approach) of the Company regarding issues of reorganization, implementation of major transactions and transactions with affiliates, increasing the authorized capital of subsidiaries and dependent businesses of the Company, submitted for consideration by General Meetings of Shareholders;
- (15) approval of social programs;
- (16) submitting proposals for the issue of securities by the Company to the Supervisory Board;
- (17) making a decision to exclude property owned by the Company from the balance sheet of the Company;
- (18) making a decision to reimburse of travel expenses incurred by members of the Supervisory Board in relation to the operations of the Company;
- (19) resolving other matters in accordance with the Legislation and the Charter.

- 15.15. The Company's internal regulatory documents may determine incentive payments to the Chairman of the Management Board - General Director and members of the Board based on their most important performance indicators.
- 15.16. The operating procedure of the Management Board is determined by the regulations "On the Management Board".
- 15.17. The rights and obligations of the Management Board are determined by the Legislation, the Charter, and the Regulations "On the Management Board", approved by the General Meeting of Shareholders.
- 15.18. Committees and/or working groups may be established under the Management Board for preliminary study of issues within its competence and preparation of recommendations to the Management Board regarding these issues, as well as for performing other tasks provided for by the statutes regulating its activities.
- 15.19. Specialists of the Company or external experts who have the necessary professional qualifications, knowledge, experience and skills can be involved in order to organize the activities of the committees and working groups under the management.
- 15.20. The procedure for the formation and operation of committees and working groups under the Management Board, their composition, tasks and functions, rights, as well as their interaction with the Management Board and the structural units of the Company are determined by the relevant regulations approved by the Management Board.

16. RESPONSIBILITY OF MEMBERS OF THE SUPERVISORY BOARD AND THE MANAGEMENT BOARD

- 16.1. Members of the Supervisory Board and the Management Board act in the interests of the Company in exercising their rights and performing their duties.
- 16.2. Members of the Supervisory Board and the Management Board are liable in accordance with the Legislation.
- 16.3. Members of the Supervisory Board and the Management Board who did not participate in voting on a decision that caused damage to the Company, or who voted against such a decision are not liable, with the exception of the cases provided for by the Legislation.

17. COMMITTEE OF MINORITY SHAREHOLDERS

- 17.1. In order to protect the rights and lawful interests of minority shareholders, by decision of the General Meeting of Shareholders, a Committee of Minority Shareholders may be established from among the minority shareholders of the Company.
- 17.2. Proposals for candidates to the Committee of Minority Shareholders are made to the Company in the manner and terms provided for making proposals for candidates to the Supervisory Board of the Company.
- 17.3. The election of members of the Committee of Minority Shareholders involves shareholders who are present at the General Meeting of Shareholders who did not nominate candidates to the Supervisory Board of the Company or who were not elected to the Supervisory Board at the General Meeting of Shareholders.
- 17.4. The Committee of Minority Shareholders cannot include members of the Management Board or persons elected to the Supervisory Board of the Company.
- 17.5. The competence of the Committee of Minority Shareholders includes:
 - (1) participation in the preparation of proposals on issues related to the conclusion of major transactions and transactions with affiliates to be submitted to the General Meeting of Shareholders or the Supervisory Board of the Company;
 - (2) consideration of petitions of minority shareholders related to the protection of their rights and legitimate interests;
 - (3) making appeals to the authorized state body for regulating securities market on the protection of the rights and legitimate interests of minority shareholders;
 - (4) consideration of other issues in accordance with the Legislation and the Charter.
- 17.6. Decisions of the Committee of Minority Shareholders are made by simple majority of votes. Meetings of the Committee of Minority Shareholders are competent if they are attended by at least ¾ (Three quarters) of the elected persons of its quantitative composition.
- 17.7. The number of members of the Committee of Minority Shareholders cannot exceed 5 (Five).
- 17.8. The Committee of Minority Shareholders reports annually to the General Meeting of Shareholders on the decisions taken.
- 17.9. The Chairman of the Committee of Minority Shareholders is elected by members of the Committee of Minority Shareholders from among its members by a majority of votes.

18. INTERNAL AUDIT SERVICE AND EXTERNAL AUDIT AGENCY

- 18.1. The Internal Audit Service ensures that the Management Board, branches and representative offices of the Company comply with the Legislation, the Charter and other documents, ensures complete and fair presentation of information in accounting and financial statements, compliance with established rules and procedures of business operations, safeguard the property, and monitors and evaluates the work of the Management Board, branches and representative offices by checking and controlling compliance with requirements established by the Legislation regarding the management of the Company.
- 18.2. The Internal Audit Service reports to the Audit Committee and the Supervisory Board. The duties and functions, powers, rights, obligations and responsibilities of the Internal Audit Service and the procedures for its activities are established by the Regulations "On the Internal Audit Service", approved by the Supervisory Board.
- 18.3. The Head of the Internal Audit Service and his/her staff are appointed and dismissed by the Supervisory Board on the basis of a proposal of the Audit Committee.

- 18.4. The Internal Audit Service is obliged to promptly and fully provide the Supervisory Board in the manner established by the Supervisory Board with fair information about the activities of the Company and the necessary explanations and comments in full and in a timely manner.
- 18.5. The employment relationship between the Company and employees of the Internal Audit Service are regulated by Labor legislation, the Charter and internal documents of the Company.
- 18.6. The Company, in the manner established by the Charter and Legislation, must engage an international independent leading audit organization to conduct an annual external audit of the financial, accounting and reporting documentation of the Company. The task of the external audit organization is to confirm the reliability of the financial statements of the Company and the compliance of the Compliance with the requirements of the Legislation. The employees of the Company provide the external auditor with any information and documents required for such an audit.

19. COMPLIANCE SERVICE

- 19.1. The Compliance Service is an independent unit that is structured in accordance with international standards, laws and regulations in the field of anti-corruption in the activities of the Company, and includes timely identification and elimination of corruption risks, conflicts of interest and reporting of offences and infringements.
- 19.2. The Compliance Service reports to the Anti-Corruption and Ethics Committee and the Supervisory Board. The duties and functions, powers, rights, duties and responsibilities of the Compliance Service, as well as its operating procedures, are set out in the Regulations “On the Compliance Service” approved by the Supervisory Board.
- 19.3. The Head of the Compliance Service is appointed and dismissed by the Supervisory Board in accordance with the procedure prescribed by the Legislation, based on a proposal by the Anti-Corruption and Ethics Committee.
- 19.4. Employees of the Compliance Service are appointed and dismissed by the Chairman of the Management Board – General Director Board on the basis of a proposal of the Head of the Compliance Service.
- 19.5. The employment relationship between the Company and employees of the Compliance Service are regulated by Labor legislation, the Charter and internal documents of the Company.

20. CORPORATE SECRETARIAT

- 20.1. The Corporate Secretariat is established to ensure compliance with corporate legislation, corporate governance principles, the provisions of the Charter and other internal documents of the Company on corporate governance issues.
- 20.2. The establishment of the Corporate Secretariat, the appointment of its employees and the dismissal of their employees are carried out by the Supervisory Board. The Corporate Secretariat is headed by the Head of the Secretariat - Corporate Counsel.
- 20.3. The employees of the Corporate Secretariat are employees of the Company who is not a member of the Supervisory Board. The employees of the Corporate Secretariat is fully independent of the Company's Executive Body in its activities.
- 20.4. In order to monitor compliance with corporate law in the Company and to make an objective assessment of the current state of corporate governance in the Company, no interference, obstruction or other pressure on the Corporate Secretariat shall be permitted.
- 20.5. The employees of the Corporate Secretariat facilitates the efficient exchange of information between the company's management bodies and acts as Supervisory Board and Management Board consultant on all matters relating to corporate governance in the Company, and acts as secretary at General Meetings of Shareholders and meetings of the Supervisory Board.

- 20.6. The Corporate Secretariat shall supervise the preparation and holding of the General Meeting of Shareholders and meetings of the Supervisory Board, ensures the preparation and use of materials (information) for the General Meeting of Shareholders and meetings of the Supervisory Board.
- 20.7. The Corporate Secretariat shall arrange for the disclosure of information and important facts about the activities of the Company in the manner and within the time limits prescribed by Legislation
- 20.8. The main duties of a Corporate Secretariat include:
 - (1) arranging for the implementation of best corporate governance practices in the Company;
 - (2) monitoring the compliance with corporate legislation and corporate governance principles in the Company;
 - (3) submitting a proposal to the Management and Supervisory Board to cancel orders, decisions and/or internal documents adopted by the company in violation of corporate law, statutory rules and corporate governance principles;
 - (4) preventing breaches of corporate law and corporate governance principles in the company and, where breaches are identified, give written instructions to the Management Board to rectify them;
 - (5) considering, agreeing on matters and materials (information) to be included in the agenda of the Supervisory Board meeting and if necessary, giving his/her opinion;
 - (6) making written requests to the Management Board on behalf of the Supervisory Board for additional information on matters on the agenda of the Supervisory Board meeting;
 - (7) drawing up draft minutes on issues included in the agenda of the meeting of the Supervisory Board and submitting them for approval to members of the Supervisory Board;
 - (8) arranging for the storage of decisions of the General Meeting of Shareholders and minutes of the Supervisory Board, the monitoring of their execution and the maintenance of the register;
 - (9) confirmation of the authenticity of copies of decisions of the General Meeting of Shareholders and minutes of the Supervisory Board, and preparation and approval of copies of these documents;
 - (10) maintaining reports on the state of corporate governance in the company and arranging works on evaluation of corporate governance at the end of each year;
 - (11) submitting proposals to the Supervisory Board for further improvement of the governance system of the Company.
- 20.9. The duties and functions, powers, rights, duties and responsibilities of the Corporate Secretariat and the procedure for its activities shall be determined by the Regulation on the Corporate Secretariat approved by the Supervisory Board.

21. ACCOUNTING AND REPORTING, ANNUAL FINANCIAL STATEMENTS AND OTHER REPORTS

- 21.1. The Company shall keep books and records in accordance with the procedure prescribed by the Legislation, and shall prepare and submit annual financial statements.
- 21.2. The financial year of the Company is the calendar year from January 1 to December 31. The Management Board shall ensure that the annual financial statements are prepared for the financial year. Such a report must be prepared no later than 4 (Four) months after the end of the financial year and submitted to the Supervisory Board for prior approval.

- 21.3. The reliability of the information presented in the annual financial statements of the Company and in the accounting report, balance sheet and profit and loss account presented to the General Meeting of Shareholders shall be confirmed by an external auditing organization whose proprietary interests are not related to the Company or its shareholders.
- 21.4. The annual financial statements of the company must be approved in advance by the Supervisory Board 30 (Thirty) days before the date of the General Meeting of Shareholders.
- 21.5. The annual financial statements of the Company shall be approved by the annual General Meeting of Shareholders.
- 21.6. The Company shall publish (print) its annual financial statements, prepared in accordance with international financial reporting standards, after they have been externally audited in accordance with international auditing standards, at least 2 (Two) weeks before the date of the General Meeting of Shareholders.
- 21.7. The Management Board, the Internal Audit Service, the Compliance Service and the Corporate Secretariat must submit quarterly reports on their activities to the Supervisory Board. Such reports shall be prepared and submitted to the Supervisory Board no later than 45 (Forty-five) days after the end of the relevant quarter (reporting period).

22. PUBLIC DISCLOSURE OF INFORMATION AND IMPORTANT FACTS BY THE COMPANY. COMPANY DOCUMENTS

- 22.1. The Company is obliged to disclose information and important facts about the company's activities in the manner and within the timeframe prescribed by the Legislation
- 22.2. The Company discloses information, data, and significant facts about its activities on the corporate website of the Company, the Unified Corporate Information Portal, and the web portals of the State assets management Agency of the Republic of Uzbekistan in accordance with the procedures established by the Legislation.
- 22.3. At the request of a shareholder or other interested party, the Company is obliged to provide copies of the documents required by the Legislation. Copies of documents shall be submitted within the period prescribed by the Legislation; if no period is prescribed, then no later than 5 (five) business days from the date of receipt of such a request.
- 22.4. The Company is obliged to store all documents provided for by the Legislation and internal documents of the Company.

23. FINAL PROVISIONS

- 23.1. The reorganization and liquidation of the Company shall be conducted in the manner prescribed by the Legislation.
- 23.2. All amendments and (or) additions made to the Charter by the decision of the General Meeting of Shareholders are subject to registration by the relevant state body of the Republic of Uzbekistan.
- 23.3. Amendments and (or) additions to the Charter or a new version of the Charter of the Company shall enter into force from the moment of state registration and in cases provided for by current Legislation, from the moment of notification of the state registration authority.
- 23.4. If Legislation establishes rules other than those provided for in these Charter, the provisions of the Legislation apply.
- 23.5. Relationships and/or matters not regulated by the Charter are regulated by Legislation.
- 23.6. If any clause or provision of this Charter becomes invalid or contradicts the requirements of legislation, this will not affect other provisions of the Charter.