

**Resolution**  
**by President of the Republic of Uzbekistan dated December 21, 2015 No PP-2454**  
**“On the Additional Measures Aimed at Attraction of the Foreign Investments**  
**into the Joint-Stock Companies”**

(Code of Laws of the Republic of Uzbekistan, 2015, No 51, page 633)

With the aim of wide attraction into the Joint-Stock companies of the Foreign Investors and Managers, creation of favorable conditions for their active participation in corporate governance, technical and technological re-equipment of the production process, arrangement of output of the qualitative, competitive products and their promotion into the external markets, radical decrease of the State’s presence in the economy at the cost of reduction of the State-owned Assets and Shares at the Charter Capital of the Joint-Stock Companies, it is hereby RESOLVED::

1. To agree with the proposals presented by the Commission for Enhancement of Efficiency of the Joint-Stock Companies’ Activity and Improvement of the System of Corporate Governance, created by the Resolution by President of the Republic of Uzbekistan dated March 31, 2015 No PP-2327, together with introduction of the Order, in accordance with which, the Share of a Foreign Investor at the Charter Capital of the Joint-Stock Companies shall constitute not less than 15 percent.

The Cabinet of Ministers of the Republic of Uzbekistan, within a period till April 1, 2016, shall present in the established order the proposals on the appropriate amendments and addenda into the Law of the Republic of Uzbekistan “On the Joint-Stock Companies and Protection of the Stockholders’ Rights” and other legislative acts and legal texts, arising from the present Resolution and, on their basis, get approved the standard Charter of a Joint-Stock Company.

The Joint-Stock Companies shall, till July 1, 2016, provide entry of the appropriate amendments into their Charters and internal regulation documents, bringing them into conformity with the requirements of the present Clause of the Resolution.

2. It shall be established, that:

previously created Joint-Stock Companies, with absence of the Share of a Foreign Investor at their Charter Capital at size of not less than 15 percent shall, within a period till July 1, 2016, provide implementation of the requirements of the Clause 1 of the present Resolution, with exclusion of the Joint-Stock Companies which perform activity at sphere of production and initial processing of the Strategic Raw-Material, as well as the Subjects of Natural Monopolies and Suppliers of the Socially Significant Goods and Services at the Regulated Prices as per the Lists approved by the Cabinet of Ministers of the Republic of Uzbekistan;

the Joint-Stock Companies, having not provided within the established period the attraction of a Foreign Investor’s Share into their Charter Capital at size of not less than 15 percent, shall be subject to transformation into other legal-organizational forms with their exclusion from the Register of the Joint-Stock Companies with all arising consequences related to the previously granted Tax Privileges and Preferences;

starting since July 1, 2016 the newly created Joint-Stock Companies may be formed only with presence of a Foreign Investor's Share participation in their Charter Capital at size of not less than 15 percent, with exclusion of the cases, stipulated by the Resolutions adopted by President of the Republic of Uzbekistan and the Cabinet of Ministers of the Republic of Uzbekistan.

3. The Commission for Enhancement of Efficiency of the Joint-Stock Companies' Activity and Improvement of the System of Corporate Governance (Mr. Rustam S. Azimov) shall be charged with the following tasks of:

providing the strict control over bringing, within the established periods, of the operating Joint-Stock Companies into conformity with the requirements of the present Resolution;

elaboration and approval within a one-month period of the time-tables for conduct of valuation and putting on sale of the stocks of the Joint-Stock Companies subject to sale to Foreign Investors;

performance of constant monitoring over arrangement of the work aimed at attraction of Foreign Investors into the Joint-Stock Companies;

elaboration and presenting on the systematic basis of the proposals on further sales of the State-owned shares and shares belonging to the Economic Governance Bodies being present at the Charter Capital of the Joint-Stock Companies.

4. Privileges concerning the Legal Entities' Profit Tax, Property Tax, Area Development and Social Infrastructure Development Tax, Single Tax Payment, as well as the Obligatory Deductions into the Republican Highways' Fund, granted to the Enterprises with Foreign Investments according to the Decree by President of the Republic of Uzbekistan dated April 11, 2005 No UP-3594, shall be applied to the Joint-Stock Companies where the Share of a Foreign Investor constitutes from 15 to 33 percent of the Charter Capital, differently, depended to a volume of the Investments brought in by a Foreign Investor.

5. The followings shall be exempted:

for a period to January 1, 2020 from Taxation – the profits of the Foreign Investors gained in a form of the dividends accrued on the stocks belonging to them at the Joint-Stock Companies;

Joint-Stock Companies with Foreign Investments – from payment of the State Fees at their applications to courts with a claim on violation of their rights and legal interests with their consequent recovery from a party recognized guilty by the appropriate court decision.

6. The Ministry of Foreign Affairs together with the Ministry of Internal Affairs, the Ministry of External Economic Relations, Investments and Trade of the Republic of Uzbekistan shall render to Foreign specialists, involved into studies over financial and economic status of the Joint-Stock Companies with making site-visits, their assistance in getting formalized the permit documents for their entry and stay in the Republic of Uzbekistan.

7. The amendments and addenda shall be entered into certain Resolutions by President of the Republic of Uzbekistan in accordance with the Appendix attached hereto.

8. The State Committee for Privatization, Demonopolization and Development of Competition, the Ministry of Economy and the Ministry of Finance of the Republic of Uzbekistan together with the Ministry of Justice and other Ministries and Institutions concerned, within the two-months' period shall present to the Cabinet of Ministers the proposals on the amendments and addenda to be entered into into Legislation, arising from the present Resolution.

9. The Prime Minister of the Republic of Uzbekistan Mr. Shavkat M. Mirziyoyev shall be charged with the task to control implementation of the present Resolution.

President of the Republic of Uzbekistan

Islam A. Karimov

City of Tashkent

December 21, 2015

No PP-2454

The Appendix  
to the Resolution by President  
of the Republic of Uzbekistan  
dated December 21 No PP-2454

The amendments and addenda to be entered into certain Resolutions by the President of the Republic of Uzbekistan

1. The following Paragraphs shall be added to Clause 6 of the Resolution by President of the Republic of Uzbekistan dated April 28, 2015 No PP-2340 "On Measures Aimed at Increase of Share and Significance of the Private Property in the Economy":

"Stock packages of the Joint-Stock Companies with participation of the Foreign Capital at size of less than 15 percent, included into the Appendix No 2, shall be sold exclusively to the Foreign Investors;

Commercial Organizations with the State-owned share and the share belonging to the Economic Governance Bodies shall be created exclusively in the form of a Joint-Stock Company or a Limited Liability Company".

2. Paragraph Four of the Clause 3 of the Resolution by President of the Republic of Uzbekistan dated September 27, 2006 No PP-475 "On Measures Aimed at Further Development of the Securities Market" shall be read in the following wording:

"at the Enterprises with the book value of Assets at size of over 1 billion Uzbek Soums, and at the Joint-Stock Companies with the book value of Assets at size of over one hundred thousand minimal salary size, the Internal Audit Services shall be created, with their assignment by and accountability to the Supervisory Boards."